



**HO CHI MINH CITY
ELECTRIC POWER TRADING
INVESTMENT CORPORATION**

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

No: **16 /CBTT-TRADIN**
Re: Announcement Charter of Company
Modify 5th

Ho Chi Minh City, June 17, 2026

EXTRAORDINARY INFORMATION DISCLOSURE

To: Hanoi Stock Exchange

Organization name : **HCM City Electric Power Trading Investment Corporation**

Trading name : **TRADINCORP**

Stock code : **HTE**

Address : **14A Street No. 85, Quarter 33, Tan Hung Ward, Ho Chi Minh City**

Telephone : **(028) 2211 7898**

Content of information disclosure:

Ho Chi Minh City Electric Power Trading Investment Corporation
Announcement of the 5th Amendment to the Charter.

This information has been disclosed on the website of Ho Chi Minh City Electric Power Trading Investment Corporation at <http://hcmpe-tradincorp.com>.

We pledge that the information disclosed above is true and we are fully responsible before the law for the content of the disclosed information.

**Organization representative
Person authorized to disclose information**

Attached documents:
- Charter Company.

Le Thi Thu Huong



HO CHI MINH CITY POWER TRADING INVESTMENT CORPORATION

Enterprise Registration Certificate No.: 0305173790

Address: No. 14A, Street 85, Quarter 33, Tan Hung Ward, Ho Chi Minh City, Vietnam

CHARTER

HO CHI MINH CITY POWER TRADING INVESTMENT CORPORATION

(5th Revision)

Ho Chi Minh City, June 2026



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INTRODUCTION

This Charter was amended and supplemented in accordance with the Resolution of the General Meeting of Shareholders No. 015/2026/NQ-TRADIN-ĐHĐCĐ dated June 15, 2026 and replaces the 4th amended Charter issued on April 27, 2023.

CHAPTER I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be understood as follows:
 - a. Company means Ho Chi Minh City Power Trading Investment Corporation;
 - b. Charter capital means the total par value of shares sold or registered for purchase upon enterprise establishment and as specified in Article 6 of this Charter;
 - c. Voting capital means share capital, whereby the holder has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
 - d. Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - e. Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - f. Vietnam means the Socialist Republic of Vietnam;
 - g. Date of establishment means the date the Company was first granted the Enterprise Registration Certificate;
 - h. Business executives mean the General Director, Deputy General Directors, and Chief Accountant;
 - i. Business managers mean the company managers, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director;
 - j. Related persons mean individuals or organizations as prescribed in Clause 46, Article 4 of the Law on Securities;
 - k. Shareholder means an individual or organization owning at least one share of the Company;



- l. Major shareholder means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
 - m. Operating duration means the duration of the Company's operations as specified in Article 2 of this Charter and any extension period (if any) passed by the General Meeting of Shareholders of the Company;
 - n. Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.
 - o. Legal personal documents mean one of the following types of documents: Citizen Identity Card, People's Identity Card, Passport, or other lawful personal identification documents;
 - p. Legal organizational documents mean one of the following types of documents: Establishment Decision, Enterprise Registration Certificate, or other equivalent documents.
2. In this Charter, references to one or more regulations or documents include amendments, supplements, or replacement documents.
 3. Headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

CHAPTER II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING DURATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, business locations, and operating duration of the Company

1. Company name:
 - Vietnamese name : **CÔNG TY CỔ PHẦN ĐẦU TƯ KINH DOANH ĐIỆN LỰC THÀNH PHỐ HỒ CHÍ MINH**
 - English name : **HO CHI MINH CITY POWER TRADING INVESTMENT CORPORATION**
 - Abbreviated name : **HCMPC TRADING CORP**
2. The Company is a joint-stock company with legal personality in accordance with the current laws of Vietnam.
3. The registered headquarters of the Company is:
 - Head office address : **14A Road 85, Quarter 33, Tan Hung Ward, Ho Chi Minh City**





- Telephone : 028 2211 7898
 - E-mail : info@hcmpec-tradincorp.com
 - Website : <http://hcmpec-tradincorp.com>
4. The Company may establish branches and representative offices in business locations to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.
 5. Unless operations are terminated before the deadline specified in Clause 2, Article 67 or extended in accordance with Article 68 of this Charter, the operating duration of the Company is indefinite from the date of establishment.

Article 3. Legal representative of the Company

1. The legal representative of the Company is the Chairman of the Board of Directors or the General Director. The Board of Directors decides on the legal representative of the Company.
2. Powers and obligations of the legal representative are in accordance with the provisions of law and this Charter.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

Article 4. Operating objectives of the Company

1. Business lines of the Company:

The Company is free to conduct business in lines and trades that are not prohibited by law and must fully and promptly perform its obligations regarding enterprise registration and registration of changes to enterprise registration content.

The Company must meet sufficient conditions for investment and business when engaging in conditional investment and business lines as prescribed by law and ensure the maintenance of such conditions throughout the business operation process.
2. Operating objectives of the Company:
 - a. To become one of the leading companies in the field of power investment and trading in Ho Chi Minh City;



- b. To conduct profitable business, preserve and develop the capital of shareholders in the Company and enterprises in which the Company has capital contributions;
- c. To maximize profits and production and business efficiency of the Company in order to strengthen capital accumulation and concentration, specialize labor division and production cooperation, and improve management quality, investment and business efficiency, reputation, and competitiveness of the Company.

Article 5. Scope of business and operations of the Company

1. The Company is permitted to conduct business activities in the lines and trades specified in this Charter and other business lines in accordance with the law after being passed by the General Meeting of Shareholders of the Company and having registered and notified changes in registration content with the business registration authority and published on the National Business Registration Portal.
2. In case the Company engages in conditional investment and business lines, the Company must meet sufficient business conditions as prescribed by law.

CHAPTER IV

CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, and share structure

1. The Company's charter capital is VND 236,081,650,000 (*Two hundred thirty-six billion, eighty-one million, six hundred fifty thousand VND*).

The Company's total charter capital is divided into 23,608,165 shares (*Twenty-three million, six hundred eight thousand, one hundred sixty-five shares*).

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.
3. Shares of the Company as of the date of approval of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of share are prescribed in Article 11 and Article 17 of this Charter.
4. The Company may issue other types of preference shares upon approval by the General Meeting of Shareholders and in accordance with legal regulations. The rights and obligations of shareholders holding each type of share are prescribed in Article 12, Article 13, and Article 17 of this Charter.



5. Ordinary shares issued by the Company must be offered for priority sale to existing shareholders in proportion to their ordinary share ownership ratio in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to purchase will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and other entities under conditions no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase its own issued shares in the manners prescribed in this Charter and current laws.
7. The Company may issue other types of securities in accordance with the law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they hold.
2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the Company's share capital. A share certificate must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 15 working days from the date of full payment for the shares as prescribed in the Company's share issuance plan (or another period as specified in the issuance terms), the share owner shall be issued a share certificate. The share owner shall not be required to pay the Company for the costs of printing share certificates.
4. In case a share certificate is lost, damaged, or destroyed in other forms, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:
 - Information regarding the share certificate that has been lost, damaged, or destroyed in other forms;
 - A commitment to take responsibility for any disputes arising from the re-issuance of the new share certificate.

In this case, the shareholder is responsible for paying all costs related to the re-issuance of this share certificate to the Company.

Article 8. Other securities certificates

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



Article 9. Share transfer

1. All shares are freely transferable unless otherwise provided by law.
2. Shares shall be transferred in accordance with the provisions of the law on securities and the stock market and in accordance with the regulations of the Stock Exchange and the Vietnam Securities Depository and Clearing Corporation.

CHAPTER V
ORGANIZATIONAL, GOVERNANCE, AND CONTROL
STRUCTURE

Article 10. Organizational, governance, and control structure

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

1. General Meeting of Shareholders.
2. Board of Directors, Board of Supervisors.
3. General Director.

CHAPTER VI
SHAREHOLDERS AND GENERAL MEETING OF
SHAREHOLDERS

Article 11. Rights of ordinary shareholders

1. Ordinary shareholders have the following rights:
 - a. To attend and speak at General Meetings of Shareholders and exercise the right to vote directly or through an authorized representative, or via online voting or other forms as prescribed by law. Each ordinary share carries one vote;
 - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. To be given priority in purchasing new shares in proportion to their ordinary share ownership ratio in the Company;
 - d. To freely transfer their shares to others, except in cases where shares are subject to transfer restrictions as prescribed by regulations on share offerings or additional share issuances, or in other cases as prescribed by law;
 - e. To examine, search, and extract information regarding their names and contact addresses in the list of shareholders with voting rights; to request the correction of inaccurate information about themselves;



HO CHI MINH CITY POWER TRADING INVESTMENT CORPORATION

Enterprise Registration Certificate No.: 0305173790

Address: No. 14A, Street 85, Quarter 33, Tan Hung Ward, Ho Chi Minh City, Vietnam

- f. To examine, search, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
 - g. Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their share ownership ratio in the Company;
 - h. To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;
 - i. To be treated equally. Each share of the same class provides the shareholder with equal rights, obligations, and benefits. In the event the Company offers additional classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;
 - k. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors as prescribed by the Law on Enterprises;
 - l. Other rights as prescribed by law.
2. Shareholders or groups of shareholders holding 05% or more of the total ordinary shares 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 Law on Enterprises;
 - b. To examine, search, and extract the minute book and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, excluding documents related to the Company's trade secrets or business secrets;
 - c. To request the Board of Supervisors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and include the following: full name, contact address, nationality, and legal personal identification document number for individual shareholders; name, enterprise identification number or legal organizational document number, and head office address for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number



of shares of the group of shareholders, and the ownership ratio in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

- d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least [03] working days before the opening date. The proposal must clearly state the shareholder's name, the number of each class of shares held by the shareholder, and the issue proposed for inclusion in the meeting agenda;
 - e. Other rights as prescribed by law.
3. Shareholders or groups of shareholders holding 05% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be conducted as follows:
 - a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group formation before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this Clause has the right to nominate one or more candidates to the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders. In the event the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.
 4. The rights of shareholders holding preference shares (if any) shall be decided by the General Meeting of Shareholders in accordance with the provisions of law.

Article 12. Dividend preference shares and rights of shareholders holding dividend preference shares

1. Dividend preference shares are shares for which dividends are paid at a rate higher than that of ordinary shares or at a fixed annual rate. Annual dividends consist of fixed dividends and bonus dividends. Fixed dividends do not depend on the Company's business results. The specific fixed dividend rate and the method for determining bonus dividends shall be clearly stated on the dividend preference share certificate.



2. Shareholders holding dividend preference shares have the following rights:
 - a. To receive dividends as prescribed in Clause 1 of this Article;
 - b. To receive a portion of the remaining assets in proportion to their share ownership ratio in the Company after the Company has fully paid off all debts and redeemed preference shares upon the Company's dissolution or bankruptcy;
 - c. Other rights as ordinary shareholders, except as provided in Clause 3 of this Article.
3. Shareholders holding dividend preference shares do not have the right to vote, attend the General Meeting of Shareholders, or nominate candidates to the Board of Directors and the Board of Supervisors, except as provided in Clause 4 of this Article.
4. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders holding dividend preference shares shall only be passed if approved by shareholders holding 75% or more of the total dividend preference shares present at the meeting, or if approved by shareholders holding 75% or more of the total dividend preference shares in the case of passing a resolution via written opinion collection.

Article 13. Redeemable preference shares and rights of shareholders holding redeemable preference shares

1. Redeemable preference shares are shares that the Company must redeem at the request of the owner or under the conditions stated on the redeemable preference share certificate.
2. Shareholders holding redeemable preference shares have the same rights as ordinary shareholders, except as provided in Clause 3 of this Article.
3. Shareholders holding redeemable preference shares do not have the right to vote, attend the General Meeting of Shareholders, or nominate candidates to the Board of Directors and the Board of Supervisors, except as provided in Clause 4 and Clause 5 of this Article.
4. Redeemable preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders.
5. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders holding redeemable preference shares shall only be passed if approved by shareholders holding 75% or more of the total redeemable preference shares present at the meeting, or if approved by shareholders holding 75% or more of



the total redeemable preference shares in the case of passing a resolution via written opinion collection.

Article 14. Share offering

1. Share offering is the process by which the company increases the number of shares and classes of shares it is authorized to offer to increase its charter capital.
2. Share offerings may be conducted in the following forms: offering to existing shareholders, public offering, and private placement of shares.
3. The Company's share offering shall be conducted in accordance with the provisions of the law on securities.
4. The Company shall register the change in charter capital within 10 days from the date of completion of the share sale.
5. The Board of Directors shall decide the timing, method, and price of the share offering. The offering price shall not be lower than the market price at the time of sale or the book value of the shares at the most recent time, except in the following cases:
 - a. Shares sold for the first time to persons other than founding shareholders;
 - b. Shares sold to all shareholders in proportion to their existing share ownership in the Company;
 - c. Shares sold to brokers or underwriters; in this case, the specific discount amount or discount rate must be approved by the General Meeting of Shareholders.
 - d. Other cases and the discount rates in such cases shall be determined by a resolution of the General Meeting of Shareholders.

Article 15. Share transfer

1. Shares are freely transferable, except where transfer is restricted under the Law on Enterprises, the Law on Securities, and other provisions of law.
2. Transfers shall be effected by contract or by transactions on the stock market. In the case of transfer by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. In the case of transactions on the stock market, the sequence and procedures for transfer shall be conducted in accordance with the provisions of the law on securities.
3. In the event a shareholder who is an individual dies, their heir(s) under a will or by law shall become a shareholder of the Company.



4. In the event a shareholder who is an individual dies without heirs, or the heirs refuse to accept the inheritance or are disinherited, the shares of such shareholder shall be handled in accordance with the provisions of civil law.
5. Shareholders have the right to donate part or all of their shares in the Company to other individuals or organizations; or use shares to pay off debts. Individuals or organizations receiving shares through donation or debt settlement shall become shareholders of the Company.
6. Individuals or organizations receiving shares in the cases specified in this Article shall only become shareholders of the Company from the time their information as specified in Clause 2, Article 122 of the Law on Enterprises is fully recorded in the share register.

Article 16. Bond offering

1. Private placement and public offering of bonds by the Company shall be conducted in accordance with the provisions of the law on securities.
2. The plan for private placement of convertible bonds and bonds with warrants must be approved by the General Meeting of Shareholders. Voting to pass the resolution approving the issuance plan shall be conducted in accordance with the Law on Enterprises.
3. The Board of Directors has the right to approve the plan for private placement of non-convertible bonds without warrants but must report it to the General Meeting of Shareholders at the nearest meeting; the report must be accompanied by documents and files related to the bond offering.
4. The plan for public offering of bonds must be approved by the General Meeting of Shareholders. Voting to pass the resolution approving the issuance plan shall be conducted in accordance with the Law on Enterprises.

Article 17. Obligations of shareholders

1. To pay in full and on time for the shares committed to be purchased.
2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in cases where shares are repurchased by the Company or another person. In the event a shareholder withdraws part or all of their contributed share capital contrary to the provisions of this Clause, that shareholder and related persons in the Company shall be jointly and severally liable for the Company's debts and other asset obligations within the value of the shares withdrawn and any damages incurred.
3. To comply with this Charter and the Company's Internal Management Regulations.



4. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain confidentiality of information provided by the Company as prescribed by law; to use the provided information only for the purpose of exercising and protecting their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise the right to vote through the following forms:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing other individuals or organizations to attend and vote at the meeting;
 - c. Attending and voting via online conference, electronic voting, or other electronic forms;
 - d. Sending voting ballots to the meeting via mail, fax, or email.
7. To be personally liable when acting in the name of the Company in any form to commit any of the following acts:
 - a. Violating the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Paying off undue debts in the face of financial risks to the Company.
8. To fulfill other obligations as prescribed by current law.

Article 18. Share repurchase at the request of shareholders

1. Shareholders who have voted against a resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as prescribed in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name and address, the number of shares of each class, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the resolution on the issues specified in this Clause.
2. The Company must repurchase shares at the request of shareholders as specified in Clause 1 of this Article at market price within 90 days from the date of receipt of the request. In the event a price cannot be agreed upon, the shareholder may sell to another person or the parties may request a valuation organization to determine the price. The Company shall introduce at least 03



valuation organizations for the shareholder to choose from, and that choice shall be final.

Article 19. Share repurchase by the Company's decision

The Company has the right to repurchase no more than 30% of the total ordinary shares sold, and part or all of the dividend preference shares sold, in accordance with the following provisions:

1. The Board of Directors has the right to decide on the repurchase of no more than 10% of the total shares of each class sold within a 12-month period. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;
2. The Board of Directors shall decide the share repurchase price. For ordinary shares, the repurchase price shall not be higher than the market price at the time of repurchase, except as provided in Clause 3 of this Article. For other classes of shares, if the Company and the related shareholder have no other agreement, the repurchase price shall not be lower than the market price;
3. The Company may repurchase shares from each shareholder in proportion to their share ownership ratio in the Company according to the following sequence and procedures:
 - a. The decision to repurchase shares by the Company must be notified in a manner ensuring it reaches all shareholders within 30 days from the date the decision is passed. The notice must include the Company's name and head office address, the total number of shares and classes of shares to be repurchased, the repurchase price or the principles for determining the repurchase price, the procedures and time limit for payment, and the procedures and time limit for shareholders to sell their shares to the Company;
 - b. Shareholders agreeing to sell back their shares must send a written agreement to sell their shares in a manner ensuring it reaches the Company within 30 days from the date of the notice. The written agreement to sell shares must include the full name, contact address, and legal personal identification document number for individual shareholders; the name, enterprise identification number or legal organizational document number, and head office address for institutional shareholders; the number of shares held and the number of shares agreed to be sold; the payment method; and the signature of the shareholder or the shareholder's legal representative. The Company shall only repurchase shares within the aforementioned time limit.



Article 20. Payment conditions and handling of repurchased shares

1. The Company may only pay for repurchased shares to shareholders as prescribed in Article 18 and Article 19 of this Charter if, immediately after full payment for the repurchased shares, the Company still ensures payment of all debts and other asset obligations.
2. Shares repurchased as prescribed in Article 18 and Article 19 of this Charter shall be considered as unsold shares. Unsold shares are shares authorized to be offered but not yet paid for to the Company. The Company must register a reduction in charter capital corresponding to the total par value of the shares repurchased by the Company within 10 days from the date of completion of payment for the share repurchase, except where the law on securities provides otherwise.
3. Share certificates confirming ownership of repurchased shares must be destroyed immediately after the corresponding shares have been fully paid for. The Chairman of the Board of Directors and the General Director shall be jointly and severally liable for damages caused to the Company by the failure to destroy or the delayed destruction of share certificates.
4. After full payment for the repurchased shares, if the total value of assets recorded in the Company's accounting books decreases by more than 10%, the Company must notify all creditors within 15 days from the date of full payment for the repurchased shares.

Article 21. Dividend payment

1. Dividends paid for preference shares shall be implemented according to the conditions applicable to each class of preference shares.
2. Dividends paid for ordinary shares shall be determined based on the realized net profit and the dividend payment amount shall be deducted from the Company's retained earnings. A joint-stock company may only pay dividends on ordinary shares when the Company has fulfilled its tax obligations and other financial obligations as prescribed by law; has set aside Company funds and covered previous losses as prescribed by law and this Charter; and immediately after full payment of the determined dividends, the Company still ensures payment of all due debts and other asset obligations.
3. Dividends may be paid in cash, in Company shares, or in assets pursuant to Resolutions or Decisions of the General Meeting of Shareholders. If paid in cash, it must be in Vietnamese Dong and may be paid by check or postal money order sent to the shareholder's registered permanent address. Dividends may be paid by bank transfer when the Company has sufficient bank details of the shareholder to transfer directly into the shareholder's bank account. If the Company has made the transfer in accordance with the bank details notified



by the shareholder, the Company shall not be liable for any damages arising from such transfer.

4. Dividends must be paid in full within 06 months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend rate to be paid for each share, and the time and method of payment. The notice must clearly state the Company's name and head office address; the full name, contact address, nationality, and legal personal identification document number for individual shareholders; the name, enterprise identification number or legal organizational document number, and head office address for institutional shareholders; the number of shares of each class held by the shareholder; the dividend rate for each share and the total dividend amount that the shareholder is entitled to receive; the time and method of dividend payment; and the full name and signature of the Chairman of the Board of Directors and the Company's legal representative.
5. In the event a shareholder transfers their shares during the period between the time of closing the list of shareholders and the time of dividend payment, the transferor shall be the person receiving the dividend from the Company.
6. The issuance of shares for dividend payment shall be implemented in accordance with the provisions of the law on securities. The Company must register an increase in charter capital corresponding to the total par value of the shares used for dividend payment within 10 days from the date of completion of the dividend payment.

Article 22. Recovery of payments for repurchased shares or dividends

In the event payment for repurchased shares is contrary to the provisions of Clause 1, Article 20 of this Charter, or dividends are paid contrary to the provisions of Article 21 of this Charter, shareholders must return the money or other assets received to the Company; in the event the shareholder cannot return them to the Company, all members of the Board of Directors shall be jointly and severally liable for the Company's debts and other asset obligations within the value of the money or assets paid to the shareholder that have not been returned.

Article 23. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in necessary cases, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold



- extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam; the meeting format may be in-person (offline), online, or other forms in accordance with the law.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. Members of the Board of Directors and members of the Board of Supervisors must attend the annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any); in cases of force majeure where they cannot attend, members of the Board of Directors and members of the Board of Supervisors must report in writing to the Board of Directors and the Board of Supervisors. The annual General Meeting of Shareholders shall decide on issues as prescribed by law and this Charter, especially the approval of the audited annual financial statements. In the event the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Company must invite representatives of the approved audit firm that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representatives of the approved audit firm are responsible for attending the Company's annual General Meeting of Shareholders.
 3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the interests of the Company;
 - b. The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
 - c. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises and Clause 2, Article 11 of this Charter; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, and have sufficient signatures of the related shareholders, or the request document may be prepared in multiple copies and collect sufficient signatures of the related shareholders;
 - d. At the request of the Board of Supervisors;
 - e. Other cases as prescribed by law.
 4. Convening an extraordinary General Meeting of Shareholders:
 - a. The Board of Directors must convene a General Meeting of Shareholders within [30] days from the date the number of remaining members of the



Board of Directors or the Board of Supervisors is as prescribed in Point b, Clause 3 of this Article, or from the date of receipt of the request as prescribed in Point c and Point d, Clause 3 of this Article. In the event the Board of Directors fails to convene a General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and the members of the Board of Directors must compensate for any damages incurred by the Company;

- b. In the event the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders. In the event the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate for any damages incurred by the Company;
- c. In the event the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, then the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article has the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

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

- d. Procedures for organizing the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

Article 24. Rights and duties of the General Meeting of Shareholders

- 1. The General Meeting of Shareholders has the following rights and duties:
 - a. To approve the Company's development orientation;
 - b. To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
 - c. To elect, dismiss, or remove members of the Board of Directors and members of the Board of Supervisors;



- d. To decide on investment or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - e. To decide on amendments and supplements to the Company Charter;
 - f. To approve the audited annual financial statements;
 - g. To decide on the repurchase of more than 10% of the total shares of each class sold;
 - h. To examine and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
 - i. To decide on the reorganization or dissolution of the Company;
 - j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - k. To approve the Internal Management Regulations; the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors;
 - l. To approve the list of approved audit firms; to decide on the approved audit firm to inspect the Company's operations, and to remove the approved auditor when deemed necessary;
 - m. Other rights and duties as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a. The Company's annual business plan;
 - b. The audited annual financial statements;
 - c. The report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
 - d. The report of the Board of Supervisors on the Company's business results and the performance of the Board of Directors and the General Director;
 - e. The self-assessment report on the performance of the Board of Supervisors and its members;
 - f. The dividend rate for each share of each class;
 - g. The number of members of the Board of Directors and the Board of Supervisors;
 - h. To elect, dismiss, or remove members of the Board of Directors and members of the Board of Supervisors;



- i. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - j. To approve the list of approved audit firms; to decide on the approved audit firm to inspect the Company's operations when deemed necessary;
 - k. To amend and supplement the Company Charter;
 - l. The classes of shares and the number of new shares to be issued for each class, and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;
 - m. To divide, split, consolidate, merge, or convert the Company;
 - n. To reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - o. To decide on investment or the sale of assets valued at [35%] or more of the total asset value recorded in the Company's most recent financial statements;
 - p. To decide on the repurchase of more than 10% of the total shares of each class sold;
 - q. The Company's entry into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;
 - r. To approve transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s. To approve the Internal Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors;
 - t. Other issues as prescribed by law and this Charter.
3. All resolutions and issues included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 25. Authorization to attend the General Meeting of Shareholders

- 1. Shareholders or authorized representatives of institutional shareholders may attend the meeting directly or authorize one or more other individuals or organizations to attend, or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises and Clause 6, Article 17 of this Charter.



In the event there is more than one authorized representative, the specific number of shares and votes authorized for each representative must be determined.

2. Authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

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

3. The voting ballot of the authorized person attending the meeting within the scope of authorization remains valid in the following cases:
 - a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
 - b. The authorizing person has revoked the authorization designation;
 - c. The authorizing person has revoked the authority of the person performing the authorization.

This provision does not apply in the event the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 26. Changes to rights

1. Changes or cancellations of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders holding preference shares shall only be passed if approved by shareholders holding 75% or more of the total preference shares of that class present at the meeting, or if approved by shareholders holding 75% or more of the total preference shares of that class in the case of passing a resolution via written opinion collection.
2. The organization of a meeting of shareholders holding a class of preference shares to approve the aforementioned changes to rights is only valid when



there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In the event there is an insufficient number of attendees as mentioned above, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of people and shares) present in person or through an authorized representative shall be considered as having the required number of attendees. At the aforementioned meetings of shareholders holding preference shares, those holding shares of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. Procedures for conducting such separate meetings shall be implemented similarly to the provisions in Articles 27, 28, and 29 of this Charter.
4. Unless otherwise provided in the terms of share issuance, special rights attached to classes of shares with preference rights regarding some or all issues related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

Article 27. Convening the General Meeting of Shareholders, meeting agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases prescribed in Clause 3, Article 23 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following duties:
 - a. To prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal personal identification document number for individual shareholders; the name, enterprise identification number or legal organizational document number, and head office address for institutional shareholders; and the number of shares of each class. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;
 - b. To prepare the agenda and content of the Meeting;
 - c. To prepare documents for the Meeting;



- d. To draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
 - e. To determine the time and venue for the Meeting;
 - f. To notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g. Other tasks serving the Meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders in a manner ensuring it reaches the shareholder's contact address, and simultaneously disclosed on the Company's website and the State Securities Commission and the Stock Exchange. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to issues to be voted on at the Meeting shall be sent to shareholders and/or posted on the Company's website. In the event documents are not sent with the notice of the General Meeting of Shareholders, the meeting notice must clearly state the link to all meeting documents so that shareholders can access them, including:
 - a. The meeting agenda and documents used in the meeting;
 - b. The list and detailed information of candidates in the case of electing members of the Board of Directors and members of the Board of Supervisors;
 - c. Voting ballots;
 - d. Draft resolutions for each issue in the meeting agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each class of shares held by the shareholder, and the issue proposed for inclusion in the meeting agenda.
5. The person convening the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article if it falls into one of the following cases:
 - a. The proposal was not sent in accordance with the provisions of Clause 4 of this Article;



- b. At the time of the proposal, the shareholder or group of shareholders did not hold 5% or more of the ordinary shares as prescribed in Clause 2, Article 11 of this Charter;
- c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law.

In the event the person convening the General Meeting of Shareholders refuses the proposal specified in Clause 4 of this Article, they must respond in writing at least 02 working days before the opening date of the General Meeting of Shareholders and clearly state the reason.

- 6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the expected agenda and content of the meeting, except in the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 28. Conditions for conducting the General Meeting of Shareholders

- 1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents more than 50% of the total voting shares.
- 2. In the event the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.
- 3. In the event the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

Article 29. Procedures for conducting meetings and voting at the General Meeting of Shareholders

- 1. Before the meeting begins, the Company must conduct shareholder registration procedures and continue registration until all shareholders entitled to attend have registered, in accordance with the following sequence:
 - a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card (ballot), which shall state the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of that shareholder;



- b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced shall have the right to register immediately and subsequently participate and vote at the General Meeting immediately after registration. The Chairperson is not responsible for pausing the General Meeting to allow late-arriving shareholders to register, and the validity of matters already voted upon shall remain unchanged.
 2. The election of the Chairperson, secretary, and vote-counting committee shall be regulated as follows:
 - a. The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority vote. In the event that a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairperson from among those present, and the person with the highest number of votes shall serve as the chairperson of the meeting;
 - b. Except in the case specified in point a of this clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson of the meeting, and the person with the highest number of votes shall serve as the chairperson of the meeting;
 - c. The Chairperson shall appoint one or more persons to act as meeting secretary;
 - d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the recommendation of the meeting Chairperson. In the event of an election for the Board of Directors or the Board of Supervisors, members of the vote-counting committee may not simultaneously be candidates for these positions.
 3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each issue within the meeting agenda.

Only the General Meeting of Shareholders has the authority to decide on changes to the meeting agenda that was sent with the meeting invitation notice in accordance with Clause 3, Article 27 of this Charter.



4. The meeting Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
 - a. Arranging seating at the venue of the General Meeting of Shareholders;
 - b. Ensuring safety for all persons present at the meeting venues;
 - c. Facilitating the attendance (or continued attendance) of shareholders at the General Meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing entry passes or using other alternative forms.
5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining at the Meeting. Voting shall be performed via voting cards (cards in approve of the resolution are collected first, cards disapprove are collected later, and finally, the total number of votes in approve or disapprove is counted to make a decision) and/or ballots. The vote-counting results shall be announced by the Chairperson immediately before the conclusion of the meeting. The Meeting shall elect persons responsible for counting or supervising the counting of votes upon the recommendation of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the recommendation of the meeting Chairperson.
6. Shareholders or authorized persons arriving after the meeting has commenced shall still be registered and have the right to participate and vote immediately after registration; in this case, the validity of matters already voted upon shall remain unchanged.
7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:
 - a. Requiring all attendees to undergo inspection or other lawful and reasonable security measures;
 - b. Requesting competent authorities to maintain order at the meeting; expelling from the General Meeting of Shareholders those who do not comply with the Chairperson's right to preside, intentionally disrupt order, hinder 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 that has sufficient registered attendees for a maximum of 03



working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

- a. The meeting venue does not have sufficient comfortable seating for all attendees;
 - b. Communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;
 - c. There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and lawfully.
9. In the event that the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the Chairperson and preside over the meeting until its conclusion; all resolutions passed at that meeting shall be legally enforceable.
10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via an online meeting, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 30. Forms of passing resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders passes resolutions within its authority by voting at the meeting or by collecting written opinions.
2. Resolutions of the General Meeting of Shareholders on the following issues must be passed by voting at the General Meeting of Shareholders:
 - a. The Company's development orientation;
 - b. Approval of the audited annual financial statements;
 - c. Reorganization or dissolution of the Company.

Article 31. Conditions for passing resolutions of the General Meeting of Shareholders

1. Resolutions on the following content are passed if approved by shareholders representing at least 65% of the total voting shares of all shareholders present, except in cases specified in Clauses 3, 4, and 6 of this Article:
 - a. Types of shares and total number of shares of each type;
 - b. Changes in business lines and sectors;



- c. Changes in the Company's management organizational structure;
 - d. Investment projects or sales of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - e. Reorganization or dissolution of the Company;
 - f. Other cases as prescribed by law.
2. Resolutions are passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders present, except in cases specified in Clauses 1, 3, 4, and 6 of this Article.
3. Voting to elect members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by (x) the number of members to be elected to the Board of Directors or the Board of Supervisors, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or Supervisors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in Clause 1, Article 36 of this Charter is reached. In the event that 02 or more candidates receive the same number of votes for the final member of the Board of Directors or the Board of Supervisors, a re-election shall be held among the candidates with the same number of votes, or a selection shall be made based on criteria specified in the election regulations.

Note: In the case of electing members of the Board of Directors, if the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted by cumulative voting or by voting (in favor, against, abstain). The voting ratio for approval by voting shall be implemented in accordance with Clause 2 of this Article.

4. In the event that a resolution is passed by collecting written opinions, the resolution of the General Meeting of Shareholders is passed if approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights.
5. Resolutions of the General Meeting of Shareholders must be posted on the Company's website within 24 hours from the time of approval.
6. Resolutions of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by preferred shareholders of the same class of shares present at the meeting owning 75% or more of the total



preferred shares of that class, or approved by preferred shareholders of the same class owning 75% or more of the total preferred shares of that class in the case of passing resolutions by collecting written opinions.

7. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company Charter.

Article 32. Authority and procedures for collecting written opinions from shareholders to pass resolutions of the General Meeting of Shareholders

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

1. The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on the following issues:
 - a. Amending and supplementing the contents of the Company Charter, Internal Regulations on Corporate Governance, Regulations on Operation of the Board of Directors, and Regulations on Operation of the Board of Supervisors;
 - b. The Company's development orientation;
 - c. Deciding on the types of shares and total number of shares of each type authorized for offering; deciding on the annual dividend rate for each type of share;
 - d. Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
 - e. Investment projects or sales of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
 - f. Approval of annual financial statements;
 - g. Deciding on the repurchase of more than 10% of the total shares sold of each type;
 - h. Reviewing and handling violations by members of the Board of Directors and Supervisors that cause damage to the Company and shareholders;
 - i. Reorganization or dissolution of the Company.
 - j. Changes in business lines and sectors;
 - k. Changes in the Company's management organizational structure;



- l. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - m. Approving the list of independent audit firms; deciding on the independent audit firm to inspect the Company's operations; dismissing independent auditors when deemed necessary;
 - n. Other issues when deemed necessary for the Company's interests.
 2. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection forms. The preparation of the list of shareholders to send opinion collection forms to shall be implemented in accordance with Point a, Clause 2, Article 27 of this Charter. The requirements and methods for sending opinion collection forms and accompanying documents shall be implemented in accordance with Clause 3, Article 27 of this Charter.
 3. Opinion collection forms must contain the following main contents:
 - a. Name, address of the head office, number, and business registration code;
 - b. Purpose of collecting opinions;
 - c. Full name, permanent address, nationality, and legal documents of individual shareholders; legal documents of institutional shareholders or full name, permanent address, nationality, number of Citizen Identity Card, People's Identity Card, Passport, or other lawful personal identification of the authorized representative of institutional shareholders; number of shares of each type and number of votes of the shareholder;
 - d. Issues requiring opinions for approval;
 - e. Voting options including "in favor", "against", and "abstain" for each issue requiring opinions;
 - f. Deadline for returning the completed opinion collection forms to the Company;
 - g. Full name and signature of the Chairperson of the Board of Directors.
 4. Shareholders may send completed opinion collection forms to the Company by mail, fax, or email in accordance with the following provisions:
 - a. In the case of sending by mail, the completed opinion collection forms must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. Opinion collection forms sent to the Company must be placed in a sealed envelope, and no one has the right to open them before the vote counting;



- b. In the case of sending by fax or email, opinion collection forms sent to the Company must be kept confidential until the time of vote counting.
 - c. Opinion collection forms sent to the Company after the deadline specified in the opinion collection form, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Opinion collection forms not returned are considered as not participating in the vote.
5. The Board of Directors shall count the votes and prepare a vote-counting record under the witness of the Board of Supervisors or shareholders who are not Company managers in accordance with Article 44 of this Charter. The vote-counting record must contain the following main contents:
 - a. Name, address of the head office, and business registration code;
 - b. Purpose and issues requiring opinions for resolution approval;
 - c. Number of shareholders with the total number of votes participating in the vote, distinguishing between valid and invalid votes and the method of sending the opinion collection form, accompanied by an appendix of the list of shareholders participating in the vote;
 - d. Total number of votes in favor, against, and abstaining for each issue;
 - e. Issues approved and the corresponding approval voting ratio;
 - f. Full name and signature of the Chairperson of the Board of Directors, vote-counting supervisors, and vote counters.

Members of the Board of Directors, vote-counting supervisors, and vote counters shall be jointly and severally liable for the truthfulness and accuracy of the vote-counting record; jointly and severally liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote-counting record must be posted on the Company's website within 24 hours from the time the vote counting is concluded.
7. Completed opinion collection forms, the vote-counting record, the full text of the approved resolution, and related documents sent with the opinion collection forms must all be kept at the Company's head office.
8. A resolution is passed by collecting written opinions from shareholders if approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights and has the same value as a resolution passed at a General Meeting of Shareholders.

Article 33. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The



minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:

- a. Name, address of the head office, business registration code;
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full name of the chairperson and secretary;
 - e. Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - f. Number of shareholders and total voting shares of shareholders present, appendix of the list of registered shareholders, and shareholder representatives present with the corresponding number of shares and votes/ballots;
 - g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes in favor, against, and abstaining; corresponding ratio of the total voting shares of shareholders present;
 - h. Issues approved and the corresponding approval voting ratio;
 - i. Full name and signature of the chairperson and secretary. In the event that the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be effective if signed by all other members of the Board of Directors present at the meeting and contain full content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The meeting chairperson and secretary shall be jointly and severally liable for the truthfulness and accuracy of the content of the minutes.
 3. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In the event of a discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.
 4. The minutes of the General Meeting of Shareholders must be posted on the Company's website within 24 hours from the time the minutes are approved.
 5. The minutes of the General Meeting of Shareholders, the full text of the approved resolution of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend with shareholder signatures, the power of attorney to attend the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice



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 34. Request to cancel resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote-counting results of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 11 of this Charter have the right to request a Court or Arbitration to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except in the case specified in Clause 7, Article 31 of this Charter.
2. The content of the resolution violates the law or this Charter.

CHAPTER VII BOARD OF DIRECTORS

Article 35. Candidacy and nomination of members of the Board of Directors

1. In the event that candidates have been identified in advance, information related to candidates for the Board of Directors shall be included in the meeting documents of the General Meeting of Shareholders and announced at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness 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 member of the Board of Directors. Information related to candidates for the Board of Directors to be published includes at least the following contents:
 - a. Full name, date, month, and year of birth;
 - b. Professional qualifications;
 - c. Work history;
 - d. Other management positions (including Board of Directors positions at other companies);



- e. Interests related to the Company and related parties of the Company;
- f. Other information (if any);

The Company is responsible for disclosing information about companies where the candidate currently holds the position of member of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (if any).

- 2. Shareholders or groups of shareholders owning 05% or more of the total common shares have the right to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding:
 - a. From 05% to less than 20% of total voting shares may nominate 01 (one) candidate;
 - b. From 20% to less than 30% may nominate a maximum of 02 (two) candidates;
 - c. From 30% to less than 40% may nominate a maximum of 03 (three) candidates;
 - d. From 40% to less than 50% may nominate a maximum of 04 (four) candidates;
 - e. From 50% may nominate a maximum of 05 (five) candidates;
- 3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises and Clause 2 of this Article, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
- 4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises.

Article 36. Composition and term of members of the Board of Directors

- 1. The number of members of the Board of Directors is 05 members.
- 2. The term of members of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors end their term at the same time, those members shall



continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The composition of the Company's Board of Directors must ensure that at least 1/3 of the total members of the Board of Directors are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.
4. A member of the Board of Directors shall lose their status as a member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. Changes, new appointments, re-appointments, and dismissals of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.
7. Members of the Board of Directors may concurrently be members of the Board of Directors of a maximum of 05 other companies.

Article 37. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority on behalf of the Company to decide and perform the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a. Deciding on the strategy, medium-term development plan, and annual business plan of the Company;
 - b. Proposing types of shares and total number of shares authorized for offering of each type;
 - c. Deciding on the sale of unsold shares within the scope of shares authorized for offering of each type; deciding on raising additional capital in other forms;
 - d. Deciding on the selling price of the Company's bonds; Deciding on the selling price of the Company's shares in cases authorized by the General Meeting of Shareholders;



- e. Deciding on share repurchases in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f. Deciding on investment plans and investment projects within the authority and limits prescribed by law;
- g. Deciding on solutions for market development, marketing, and technology;
- h. Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i. Electing, dismissing, and removing the Chairperson of the Board of Directors; appointing, dismissing, signing contracts, and terminating contracts with the General Director; deciding on salaries, remuneration, bonuses, and other benefits for Company managers; appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, deciding on the remuneration and other benefits of those persons;
- j. Supervising and directing the General Director and other managers in the daily business operations of the Company;
- k. Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and capital contributions, and purchasing shares of other enterprises;
- l. Approving the agenda, content, and documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to pass resolutions;
- m. Submitting audited annual financial statements to the General Meeting of Shareholders;
- n. Proposing the dividend rate to be paid; deciding on the time and procedures for dividend payment or handling losses arising during business operations;
- o. Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;
- p. Deciding on the issuance of Regulations on Operation of the Board of Directors, Internal Regulations on Corporate Governance after being



- approved by the General Meeting of Shareholders; deciding on the issuance of Regulations on Operation of the Audit Committee under the Board of Directors, Regulations on Information Disclosure of the Company;
- q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and this Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the governance and operating results of the Board of Directors and each member of the Board of Directors, ensuring the following contents are included:
- a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with Article 163 of the Law on Enterprises and Article 38 of this Charter.
 - b. Summary of meetings of the Board of Directors and decisions of the Board of Directors.
 - c. Report on transactions between the Company, subsidiaries, companies controlled by the Company with 50% or more of charter capital, and members of the Board of Directors and related persons of those members; transactions between the Company and companies where a member of the Board of Directors is a founding member or a manager within the last 03 years prior to the transaction.
 - d. Activities of independent members of the Board of Directors and the results of the independent members' assessment of the Board of Directors' activities (if the Company lists its shares).
 - e. Activities of other sub-committees under the Board of Directors (if any).
 - f. Supervision results regarding the General Director.
 - g. Supervision results regarding other managers.
 - h. Future plans.

Article 38. Remuneration, salaries, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total



remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with 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. Members of the Board of Directors holding executive positions or members of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum per occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and this Charter.

Article 39. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently be the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Establishing the program and activity plan of the Board of Directors;
 - b. Preparing the program, content, and documents for meetings; convening, presiding over, and acting as chairperson of meetings of the Board of Directors;
 - c. Organizing the passing of resolutions and decisions of the Board of Directors;
 - d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;



- e. Acting as chairperson of the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises.
4. In the event that the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within [10 days] from the date of receiving the resignation or the dismissal or removal.
5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education center, absconds from their place of residence, has limited or lost civil act capacity, has difficulty in perception or controlling their behavior, is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 40. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and presided over by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with the same highest number of votes or percentage of votes, the members shall elect by majority vote to select 01 person among them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
- a. At the request of the Board of Supervisors or an independent member of the Board of Directors;
 - b. At the request of the General Director or at least 05 other managers;
 - c. At the request of at least 02 members of the Board of Directors.



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4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In the event that the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be liable for damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation notice at least 03 working days before the meeting date. The meeting invitation notice must specifically determine the time and venue of the meeting, the agenda, and issues for discussion and decision. The meeting invitation notice must be accompanied by documents used at the meeting and the member's voting card. The meeting invitation notice for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by this Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.
7. The Chairman of the Board of Directors or the person convening the meeting shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors as they do for members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.
8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total members are present. In the event that a meeting convened in accordance with this clause does not have sufficient members present as prescribed, it shall be convened for the second time within [07 days] from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.
9. A member of the Board of Directors is considered to be attending and voting at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
 - c. Attending and voting via online conference, electronic voting, or other electronic forms;



- d. Sending a voting card to the meeting via mail, fax, or email;
 - e. Sending a voting card by other means.
10. In the event of sending a voting card to the meeting via mail, the voting card must be placed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 01 hour before the opening. The voting card shall only be opened in the presence of all those present at the meeting.
11. Members must attend all Board of Directors meetings in full. A member may authorize another person to attend and vote at a meeting if approved by a majority of the members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the members present at the meeting; in the event of a tie, the final decision shall rest with the side of the Chairman of the Board of Directors.

Article 41. Subcommittees of the Board of Directors

- 1. The Board of Directors may establish subcommittees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors and shall consist of at least 03 people, including members of the Board of Directors and external members. The operation of a subcommittee must comply with the regulations of the Board of Directors. A resolution of a subcommittee shall only be effective when approved by a majority of the members present and voting at the subcommittee meeting.
- 2. The implementation of decisions of the Board of Directors or of a subcommittee under the Board of Directors must comply with the provisions of current law, the provisions of these Articles of Association, and the Internal Regulations on Corporate Governance.

Article 42. Person in charge of corporate governance

- 1. The Board of Directors of the Company must appoint at least 01 Person in charge of corporate governance to support corporate governance work at the Company. Person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Law on Enterprises.
- 2. Person in charge of corporate governance may not concurrently work for an accredited audit firm that is auditing the Company's financial statements.
- 3. Person in charge of corporate governance has the following rights and obligations:



- a. Advising the Board of Directors on organizing General Meeting of Shareholders meetings in accordance with regulations and matters related to the Company and shareholders;
- b. Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c. Advising on meeting procedures;
- d. Attending meetings;
- e. Advising on procedures for drafting resolutions of the Board of Directors in accordance with the law;
- f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h. Serving as the contact point for related parties;
- i. Maintaining confidentiality of information in accordance with the provisions of the law and these Articles of Association;
- j. Other rights and obligations as prescribed by law.

CHAPTER VIII

GENERAL DIRECTOR AND OTHER MANAGERS

Article 43. Management structure

The Company's management system must ensure that the executive management apparatus is accountable to the Board of Directors, under the leadership of the Board of Directors, and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be passed by a resolution of the Board of Directors. The General Director, Deputy General Directors, Chief Accountant, and other managers may concurrently be members of the Board of Directors.

Article 44. Business managers

1. The Company's managers include the General Director, Deputy General Directors, and the Chief Accountant.



2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other managers with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors. Business managers have the responsibility to assist the Company in achieving the set operational and organizational goals.
3. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. The salary of managers shall be included in the Company's business expenses in accordance with the law on corporate income tax, 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 45. Appointment, dismissal, powers, responsibilities, and obligations of the General Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

The General Director must manage the daily business operations of the Company in accordance with the provisions of the law, these Articles of Association, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors. In the event of managing in contravention of the provisions of this Clause, causing damage to the Company, the General Director must be responsible before the law and indemnify the Company for damages.

3. The term of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and Clause 5, Article 162 of the Law on Enterprises.
4. The General Director has the following rights and obligations:
 - a. Deciding on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
 - b. Organizing the implementation of resolutions and decisions of the Board of Directors;
 - c. Organizing the implementation of the Company's business plans and investment projects;



- d. Proposing plans for the organizational structure and internal management regulations of the Company;
 - e. Appointing, dismissing, and removing management positions in the Company, except for positions under the authority of the Board of Directors;
 - f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
 - g. Recruiting labor;
 - h. Proposing plans for dividend payment or handling business losses;
 - i. Other rights and obligations as prescribed by law, these Articles of Association, and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting approve and appoint a new General Director as a replacement.
6. The General Director may have one or more Deputy General Directors to assist, appointed by the Board of Directors at the proposal of the General Director.

Article 46. Salary and other benefits of the General Director

1. The Company has the right to pay salary and bonuses to the General Director according to business results and efficiency.
2. The General Director shall be paid salary and bonuses. Salary is calculated based on the labor contract signed between the General Director and the Company. Bonuses are based on work management efficiency. The salary and bonuses of the General Director shall be decided by the Board of Directors.
3. The salary and bonuses of the General Director shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. The General Director performing other tasks outside the scope of his/her normal duties may be paid additional salary and allowances in the form of a lump sum per task, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. The General Director has the right to be reimbursed for all travel, accommodation, and other reasonable expenses that he/she has paid while performing his/her responsibilities.



6. The General Director may be covered by liability insurance by the Company as decided by the Board of Directors. This insurance does not include insurance for the responsibilities of the General Director related to violations of the law and these Articles of Association.

CHAPTER IX

BOARD OF SUPERVISORS

Article 47. Candidacy and nomination of members of the Board of Supervisors

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions of Clause 1, Article 35 of these Articles of Association.
2. Shareholders or groups of shareholders holding from 05% of the total number of common shares or more have the right to nominate candidates for the Board of Supervisors.
 - a. Shareholders or groups of shareholders holding from 05% to less than 20% of the total voting shares may nominate one (01) candidate;
 - b. From 20% or more may nominate a maximum of three (03) candidates.
3. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with these Articles of Association, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 48. Composition and term of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is 03 members. The term of members of the Board of Supervisors shall not exceed 05 years and may be reappointed for an unlimited number of terms. In case the term of members of the Board of Supervisors ends at the same time and new members have not been elected, the members whose term has expired shall continue to perform their rights and obligations until new members are elected and take office.
2. Members of the Board of Supervisors must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:



- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an independent audit firm that has audited the Company's financial statements in the 03 consecutive years prior.
3. The General Meeting of Shareholders shall dismiss or remove members of the Board of Supervisors in accordance with Article 174 of the Law on Enterprises.
4. Changes, new appointments, reappointments, and removals of members of the Board of Supervisors must be disclosed in accordance with the law on information disclosure in the securities market.
5. Members of the Board of Supervisors do not necessarily have to be shareholders of the Company.

Article 49. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; election, dismissal, and removal shall be by majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Board of Supervisors:
 - a. Convening meetings of the Board of Supervisors;
 - b. Requesting the Board of Directors, the General Director, and other managers to provide relevant information to report to the Board of Supervisors;
 - c. Preparing and signing reports of the Board of Supervisors after consulting the Board of Directors to submit them to the General Meeting of Shareholders.

Article 50. Rights and obligations of the Board of Supervisors

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

1. Proposing and recommending the General Meeting of Shareholders to approve the list of accredited audit firms to audit the Company's financial statements; deciding on the accredited audit firm to inspect the Company's activities; and removing the accredited auditor when deemed necessary;
2. Being responsible to shareholders for its supervisory activities;



3. Supervising the Company's financial situation and compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers;
4. Ensuring coordination with the Board of Directors, the General Director, and shareholders.
5. In case of detecting violations of the law or these Articles of Association by members of the Board of Directors, the General Director, and other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take measures to remedy the consequences;
6. Developing the Operational Regulations of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval;
7. Reporting on the activities of the Board of Supervisors at the annual General Meeting of Shareholders, ensuring the following contents:
 - a. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors in accordance with Article 172 of the Law on Enterprises and these Articles of Association;
 - b. Summarizing meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors;
 - c. Results of supervision of the Company's operational and financial situation;
 - d. Reporting on the assessment of transactions between the Company, its subsidiaries, and companies over which the Company holds 50% or more of charter capital with members of the Board of Directors, the General Director, other managers of the Company, and related persons of such subjects; and transactions between the Company and companies in which members of the Board of Directors, the General Director, or other managers of the Company are founding members or managers within the 03 years prior to the transaction;
 - e. Results of supervision of the Board of Directors, the General Director, and other managers of the Company;
 - f. Results of assessment of coordination between the Board of Supervisors and the Board of Directors, the General Director, and shareholders.
8. Having the right to access records and documents of the Company kept at the head office, branches, and other locations; having the right to visit the workplaces of managers and employees of the Company during working hours.



9. Having the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.
10. Other rights and obligations as prescribed by law and these Articles of Association.

Article 51. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 times per year, with at least 2/3 of the members of the Board of Supervisors present. Minutes of Board of Supervisors meetings must be prepared in detail and clearly. The minute-taker and members of the Board of Supervisors attending the meeting must sign the meeting minutes. Minutes of Board of Supervisors meetings must be kept to determine the responsibility of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of accredited audit firms to attend and answer issues that need clarification.

Article 52. Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of this remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors, approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be presented as a separate item in the Company's annual financial statements.



CHAPTER X

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER MANAGERS

Article 53. Duty of care

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the responsibility to perform their duties, including duties as members of subcommittees of the Board of Directors, honestly for the best interests of the Company and with the degree of care that a prudent person would exercise when holding an equivalent position and under similar circumstances.

Article 54. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies over which the Company holds 50% or more of charter capital with themselves or their related persons in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.
4. Members of the Board of Directors may not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and these Articles of Association.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may not use or disclose internal information to others to perform related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and individuals or organizations related to these subjects shall not be void in the following cases:



- a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;
- b. For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been disclosed to shareholders and approved by the General Meeting of Shareholders by a vote of shareholders who have no related interests.

Article 55. Liability for damages and indemnification

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers who violate their obligations, duties of honesty and care, or fail to fulfill their duties must be responsible for damages caused by their violations.
2. The Company shall indemnify those who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil and administrative cases and not including lawsuits where the Company is the plaintiff) if that person has been or is a member of the Board of Directors, member of the Board of Supervisors, General Director, other manager, employee, or representative authorized by the Company, has been or is performing duties under the Company's authorization, acts honestly and carefully for the interests of the Company on the basis of compliance with the law, and there is no evidence confirming that the person has violated his/her responsibilities.
3. Indemnification costs include judgment costs, fines, and amounts actually paid (including legal fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification liabilities.



CHAPTER XI

RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Article 56. Right to investigate books and records

1. Common shareholders have the right to examine books and records, specifically as follows:
 - a. Common shareholders have the right to examine, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information about themselves; examine, look up, extract, or copy these Articles of Association, minutes of General Meeting of Shareholders meetings, and resolutions of the General Meeting of Shareholders;
 - b. Shareholders or groups of shareholders holding from 05% of the total number of common shares or more have the right to examine, look up, and extract minutes books and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and 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.
2. In case an authorized representative of a shareholder or group of shareholders requests to examine books and records, they must attach a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the right to examine the Company's share register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.
4. The Company must keep these Articles of Association and amendments and supplements to the Articles of Association, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of General Meeting of Shareholders and Board of Directors meetings, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. These Articles of Association must be published on the Company's website.



CHAPTER XII

EMPLOYEES AND TRADE UNION

Article 57. Employees and trade union

1. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, dismissal, salary, social insurance, welfare, rewards, and discipline for employees and business managers.
2. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies prescribed in these Articles of Association, the Company's regulations, and current legal provisions.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 58. Profit distribution

1. The General Meeting of Shareholders shall decide the level of dividend payment and the form of annual dividend payment from the Company's retained earnings, after completing tax obligations and other financial obligations as prescribed by law, paying off all due debts and other property obligations, and after making contributions to funds.
2. The Company shall not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that executes this decision.
4. Dividend payments for shares registered for trading at the Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, receive notices, or other documents.
6. Other matters related to profit distribution shall be carried out in accordance with the provisions of the law.



Article 59. Fund establishment and principles of bearing business losses

1. The types of funds to be established include:
 - a. Development fund;
 - b. Reward and welfare fund;

Depending on the annual business results of the Company, the Board of Directors shall decide on the appropriation of these funds, and the appropriation rate shall be approved by the General Meeting of Shareholders in accordance with current legal provisions.

2. Business losses shall be shared among shareholders in proportion to their contributed capital, except as provided in Article 13 of these Articles of Association.

CHAPTER XIV

BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 60. Bank accounts

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

Article 61. Financial year

The Company's financial year begins on January 01 and ends on December 31 of the same year.

Article 62. Accounting system

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system issued and approved by the competent authority.
2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.



3. The Company shall use Vietnamese Dong as the accounting currency. In case the Company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for that choice before the law, and notify the direct tax management agency.

CHAPTER XV

FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 63. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and annual financial statements must be audited in accordance with the law. The Company shall disclose audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state agency.
2. Annual financial statements must include full reports, appendices, and notes in accordance with the law on corporate accounting. Annual financial statements must truthfully and objectively reflect the Company's operational situation.
3. The Company must prepare and disclose 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 the competent state agency.

Article 64. Annual report

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

CHAPTER XVI

COMPANY AUDIT

Article 65. Audit

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



3. The independent auditor performing the audit of the Company's financial statements is entitled to attend General Meeting of Shareholders meetings, is entitled to receive notices and other information related to General Meeting of Shareholders meetings, and is entitled to express opinions at the meeting on issues related to the audit of the Company's financial statements.

CHAPTER XVII

SEAL

Article 66. Corporate seal

1. The seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal provisions.

CHAPTER XVIII

DISSOLUTION OF THE COMPANY

Article 67. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - b. Upon revocation of the Certificate of Business Registration, except where the Law on Tax Administration provides otherwise;
 - c. Other cases as prescribed by law.
2. The dissolution of the Company before the expiration of its term shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) in accordance with regulations.
3. The dissolution or termination of operations must be notified and carried out in accordance with the sequence and procedures prescribed in Articles 207, 208, 209, 210, 211, and 212 of the Law on Enterprises and other provisions of the law.

Article 68. Liquidation

1. At least 06 months before the expiration of the Company's term of operation or after a decision on dissolution of the Company, the Board of Directors



must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from liquidation shall be paid in the following order:
 - a. Liquidation costs;
 - b. Debts for salaries, severance pay, social insurance, and other benefits of employees in accordance with the collective labor agreement and signed labor contracts;
 - c. Tax debts;
 - d. Other debts of the Company;
 - e. The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

CHAPTER XIX

INTERNAL DISPUTE RESOLUTION

Article 69. Internal dispute resolution

1. In case of disputes or complaints related to the Company's activities or to the rights and obligations of shareholders as prescribed in these Articles of Association, the Law on Enterprises, other laws, or regulations between:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other executives,

The relevant parties shall attempt to resolve such disputes through negotiation and mediation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present the factual elements related to the dispute within 30 working



days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In the event that a mediation decision is not reached within 06 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to a competent Court for resolution.
3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of costs during legal proceedings shall be carried out in accordance with the Court's judgment.

CHAPTER XX

AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 70. Company Charter

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

CHAPTER XXI

EFFECTIVE DATE

Article 71. Effective date

1. This Charter consists of 21 Chapters and 71 Articles, the full text of which was voted on and passed by the Annual General Meeting of Shareholders of Ho Chi Minh City Power Investment Joint Stock Company in accordance with Resolution No. 015/2026/NQ-TRADIN-ĐHĐCĐ dated June 15, 2026, and this Charter replaces the 4th amended Charter issued on April 27, 2023.
2. This Charter is made in 10 (ten) copies of equal validity, to be used for registration with competent authorities and kept at the Company's Headquarters.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter are valid when signed by the Chairman of the Board of Directors, or at least 1/2 (one-half) of the total number of



HO CHI MINH CITY POWER TRADING INVESTMENT CORPORATION

Enterprise Registration Certificate No.: 0305173790

Address: No. 14A, Street 85, Quarter 33, Tan Hung Ward, Ho Chi Minh City, Vietnam

members of the Board of Directors, or signed by the Company's Legal Representative./.

**COMPANY LEGAL REPRESENTATIVE
GENERAL DIRECTOR**



Nguyen Anh Vu