

DRAFT



DRH
HOLDINGS

CHARTER

DRH HOLDINGS JOINT STOCK COMPANY

MONTH [__] YEAR [__]

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PREAMBLE

The Charter of DRH Holdings Joint Stock Company was approved pursuant to Resolution No. [__] / [__]/NQ-ĐHĐCĐ dated [__] [__], [__] of the General Meeting of Shareholders.

Chapter I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

a. “Charter Capital” means the total par value of shares sold or registered for subscription upon establishment of the enterprise and specified in Article 6 of this Charter;

b. “Voting Capital” means share capital under which the holder has the right to vote on matters within the authority of the General Meeting of Shareholders;

c. “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, and its amendments, supplements and implementing regulations from time to time;

d. “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, and its amendments, supplements and implementing regulations from time to time;

e. “Civil Code” means the Civil Code No. 91/2015/QH13 passed by the National Assembly on November 24, 2015;

f. “Decree No. 155” means 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;

g. “Decree No. 245” means Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles 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;

h. “Vietnam” means the Socialist Republic of Vietnam;

i. “Date of Establishment” means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent

legal documents) (“ERC”);

j. “Executive” means the General Director, Deputy General Director, Chief Accountant, and other executive officers appointed by the Board of Directors upon proposal of the General Director;

k. “Manager” means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other managerial positions as stipulated in the Company Charter;

l. “Person in charge of Corporate Governance” means the person having responsibilities and authority prescribed in Article 33 of this Charter;

m. “Affiliated persons” means an individual or organization having relationships in the following cases:

- The Company and its internal persons;
- The Company and organizations or individuals owning more than 10% of the voting shares of the Company;
- Organizations or individuals that directly or indirectly control, are controlled by, or are under common control with another organization or individual;
- Individuals and their biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, sons-in-law, daughters-in-law, siblings, brothers-in-law, sisters-in-law;
- Contractual relationships where one organization or individual acts as representative of another organization or individual;
- Other organizations or individuals considered related persons under the Law on Enterprises;

n. “Internal Person” means a person holding an important position in the Company’s governance or management apparatus, including: Chairman of the Board of Directors, members of the Board of Directors, legal representative, General Director, Deputy General Director, Chief Financial Officer, Chief Accountant and equivalent managerial positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; members of the Internal Audit Committee; Company Secretary; person in charge of corporate governance; and person authorized to disclose information;

o. “Non-executive Member of the Board of Directors” means a member of the Board of Directors who is not an Executive of the Company under this Charter;

p. “Independent Member of the Board of Directors” means a member of the Board of Directors as prescribed in Article 26 of this Charter;

q. “Shareholder” means an individual or organization owning at least one share of the Company;

r. “Major Shareholder” means a shareholder owning 5% or more of the voting shares of the Company;

u. “Operating Term” means the operating duration of the Company prescribed in Article 2 of this Charter and any extension period approved by resolution of the General Meeting of Shareholders;

v. “Stock Exchange” means Vietnam Stock Exchange and its subsidiaries;

x. “Committee under the Board of Directors” means committee(s) established and operating under the Board of Directors in accordance with Article 32 of this Charter;

y. “Audit Committee” means a specialized body under the Board of Directors established and operating in accordance with this Charter, the law, and decisions of the Board of Directors;

z. “Company” means DRH Holdings Joint Stock Company.

2. References in this Charter to any provisions or legal documents shall include amendments and replacements thereof.

3. Headings (Chapters and Articles of this Charter) are inserted for convenience only and shall not affect the interpretation of this Charter.

Chapter II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company Name

- Vietnamese name: CÔNG TY CỔ PHẦN DRH HOLDINGS
- English name: DRH HOLDINGS JOINT STOCK COMPANY
- Trading name: DRH HOLDINGS
- Abbreviated name: DRH

2. The Company is a legal entity established in the form of a joint stock company in accordance with the current laws of Vietnam. During its operation, the Company must

comply with and observe the provisions of the law and the contents set forth in this Charter.

The Company is an independent legal entity and is not liable for the debts or other responsibilities of shareholders unless there is a clear agreement in accordance with the law. The Company operates on the principle of economic independence, in accordance with the current charter, the law, and the ERC. Accordingly, the responsibility of any shareholder (if any) to a Third Party is understood as a personal transaction or agreement between the respective shareholder and does not involve the responsibility or obligation of the Company. In this case, the shareholder, without violating the provisions of the Enterprise Law and current laws, may use their contributed capital in the Company's total charter capital to address issues arising related to the aforementioned responsibility to the Third Party.

3. Registered headquarters of the Company:

○ Address: 67 Ham Nghi, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City, Vietnam.

○ Phone: 028. 3822 3771

○ Fax: 028. 3822 3771

○ E-mail: drh@drh.vn

Website: www.drh.vn

4. The Company may establish branches and representative offices in business locations to carry out the Company's operating objectives in accordance with the Board of Directors' decisions and within the scope permitted by law.

5. Unless terminated before the deadline pursuant to Clause 2, Article 54 or extended pursuant to Article 55 of this Charter, the Company's operating term begins from the establishment date until a decision to terminate operations is made by the General Meeting of Shareholders or termination occurs in accordance with the law.

Article 3. Legal representative of the Company

1. The Company has 01 (one) legal representative. The Chairman of the Board of Directors is the Company's legal representative.

2. In case of operational needs, if the Company requires more than 01 (one) legal representative, the Board of Directors shall appoint additional legal representative(s) (other than the Chairman of the Board of Directors) and register with the state management agency as prescribed by law. The scope of representation of each legal representative in cases where the Company has more than 01 (one) legal representative shall be proposed by the Board of Directors, approved by the General Meeting of

Shareholders, and the content regarding the rights and obligations of the legal representative(s) shall be amended and supplemented in the Charter.

3. Powers and obligations of the legal representative:

a. The legal representative represents the Company in exercising rights and obligations arising from the Company's transactions, represents the Company as a requester for civil settlement, plaintiff, defendant, or person with related rights and obligations before Arbitrators or Courts, and other rights and obligations as prescribed by law;

b. Exercise assigned rights and obligations honestly, carefully, and in the best manner to ensure the Company's legitimate interests;

c. Be loyal to the Company's interests; not abuse position, power, or use information, trade secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

d. Notify the Company promptly, fully, and accurately about enterprises where they or their related persons are owners or hold shares or capital contributions as prescribed by the Law on Enterprise and the Law on Securities;

e. Other rights, obligations, and responsibilities as prescribed by the Civil Code, the Enterprise Law, and related legal regulations.

4. In case of necessity, the legal representative may authorize another individual to perform one or several tasks under their authority as the legal representative.

5. The Company's legal representative is personally liable under the law for damages to the Company due to violations of the responsibilities prescribed in Clause 3 of this Article.

Chapter III

OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY

Article 4. Operating objectives of the Company

1. The Company's business lines are:

- Real estate business;
- Civil, industrial, and infrastructure construction; construction of houses for sale and lease;

- Housing business;
- Real estate brokerage;
- Investment consulting;
- Hotel business;
- Real estate trading floor services;
- Real estate valuation services;
- And other business lines as prescribed by law.

2. The Company's operating objectives:

- Carry out business and service activities to maximize the Company's potential profits, ensuring the interests of shareholders;
- Improve working conditions, increase income, and enhance the lives of the Company's employees;
- Contribute to the State budget in accordance with the law.

Article 5. Business scope and operations of the Company

1. The Company is permitted to plan and conduct all business activities in the Company's business lines announced on the National Business Registration Portal and this Charter, in accordance with current laws, and to implement appropriate measures to achieve the Company's objectives. In case the Company engages in conditional business investment lines, it must meet all business conditions as prescribed by the Law on Investment and relevant specialized laws.

2. The Company may conduct business activities in other lines not prohibited by law and approved by the General Meeting of Shareholders.

Chapter IV

CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

1. The Company's charter capital is the charter capital recorded on the ERC issued by the Department of Planning and Investment of Ho Chi Minh City. Each share has a par value of 10,000 VND; the number of shares of the Company shall be equal to the charter capital divided by the par value per share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.

3. Shares of the Company as of the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 13 and Article 14 of this Charter.

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

5. Common shares must be prioritized for offering to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not registered for purchase by shareholders shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and others on conditions no less favorable than those offered to existing shareholders, unless approved by the General Meeting of Shareholders or otherwise provided by securities laws.

6. The Company may repurchase shares it has issued 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. Except where shares are deposited at the Securities Depository Center (or an entity with equivalent functions as prescribed by law from time to time), the Company's shareholders shall be issued share certificates corresponding to the number and type of shares owned.

2. A share certificate is a type of security confirming the owner's legal rights and interests in a portion of the Company's share capital. Except where shares are deposited at the Securities Depository Center (or an entity with equivalent functions as prescribed by law from time to time), share certificates must contain the following full details:

- a. Name, enterprise code, and address of the Company's headquarters;
- b. Number of shares and type of shares;
- c. Par value per share and total par value of shares recorded on the share certificate;
- d. Full name, contact address, nationality, and legal identification documents for individual shareholders; name, enterprise code or legal identification documents, and headquarters address for institutional shareholders;
- e. Signature of the Company's legal representative;

- f. Registration number in the Company's share register and date of share issuance;
- g. Other contents for preferred share certificates;
- h. Other contents as prescribed by law.

3. Within 02 (two) months from the date of submitting a complete application for share ownership transfer in accordance with the Company's regulations, or within 02 (two) months (or another period as specified in the issuance terms) from the date of full payment for shares as prescribed in the Company's share issuance plan, the share owner shall be issued a share certificate. Share owners are not required to pay the Company for the cost 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 upon their request. The shareholder's request must include the following:

- a. Information about the share certificate that was lost, damaged, or destroyed in other forms;

- b. Commitment to take responsibility for disputes arising from the re-issuance of new share certificates.

5. In case there are errors in the content and form of share certificates issued by the company, the rights and interests of the share owner shall not be affected.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company issued shall bear 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 this Charter and the law, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Enterprise Law. Shares listed or registered for trading on a Stock Exchange shall be transferred in accordance with the laws on securities and the stock market.

2. Shares not fully paid for may not be transferred or enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Share buyback

1. Share buyback at the request of a shareholder shall be carried out as follows:

- a. Shareholders who voted against the resolution on company reorganization or

changes to shareholders' rights and obligations specified in the 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 type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 (ten) days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this clause;

b. The Company must repurchase shares at the request of the shareholder specified in Clause 1 of this Article at market price or by agreement within 90 (ninety) days from the date of receiving the request. In case an agreement on price cannot be reached, the parties may request a valuation organization to perform the valuation. The Company shall introduce at least 03 (three) valuation organizations for the shareholder to choose from, and such choice shall be final.

2. Share repurchase decided by the Company:

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

○ The Board of Directors has the right to decide on the repurchase of no more than 10% of the total shares of each type sold within a 12 (twelve)-month period. In other cases, the share repurchase shall be decided by the General Meeting of Shareholders;

○ The Board of Directors shall decide the share repurchase price. For common shares, the repurchase price shall not be higher than the market price at the time of repurchase, except as provided in Clause 3, Article 133 of the Law on Enterprises. For other types of shares, if the Charter does not provide otherwise or the Company and the related shareholder have no other agreement, the repurchase price shall not be lower than the market price;

b. Conditions for the Company to repurchase its own shares:

○ There is a decision of the General Meeting of Shareholders approving the share repurchase to reduce charter capital, and a repurchase plan clearly stating the quantity, implementation time, and principles for determining the repurchase price;

○ There are sufficient funds to repurchase shares from the following sources: share premium, development investment fund, undistributed after-tax profit, and other funds under equity used to supplement charter capital as prescribed by law;

○ There is a securities company designated to execute the transaction;

○ Meet the conditions prescribed by law in case the Company belongs to a

conditional business investment line;

- Does not fall into the cases specified in Point d, Clause 2 of this Article.

c. The share repurchase is exempt from the conditions specified in Point b, Clause 2 of this Article, except for Point d, Clause 2 of this Article, in the following cases:

- Share repurchase at the request of a shareholder as prescribed in Clause 1 of this Article;

- Repurchase of shares from employees according to the Company's employee share issuance regulations, or repurchase of odd-lot shares according to the plan for share issuance for dividend payment or share issuance from equity;

d. The Company may not repurchase its own shares in the following cases:

- Having overdue payables based on the most recent audited annual financial statements; in case the expected time of share repurchase is more than 06 (six) months from the end of the fiscal year, the determination of overdue debt shall be based on the most recent audited or reviewed 06 (six)-month financial statements;

- Being in the process of offering or issuing shares to raise additional capital;

- The Company's shares are subject to a public tender offer, except as provided in Point c, Clause 2 of this Article;

- Having already repurchased its own shares within 06 (six) months from the date of reporting the repurchase results, or having just finished an offering or issuance of shares to increase capital no more than 06 (six) months from the date of finishing such offering or issuance, except as provided in Point c, Clause 2 of this Article.

e. Except for share repurchases corresponding to ownership ratios in the company, or share repurchases pursuant to a legally effective court judgment or decision, an arbitration decision, or share repurchases via order-matching transactions, the Company may not repurchase shares from the following subjects:

- Insiders and related persons of insiders;

- Owners of shares with transfer restrictions as prescribed by law and the Charter;

- Major shareholders as prescribed by the Law on Securities.

f. The Company executing the repurchase of its own shares as prescribed in Point b, Clause 2 and share repurchases at the request of a shareholder must perform procedures to reduce charter capital corresponding to the total par value of the shares repurchased by the Company within 10 (ten) days from the date of completing the repurchase payment;

g. In case the company repurchases shares from employees according to the

company's employee share issuance regulations, the following provisions shall apply:

- The total number of shares repurchased from employees must be reported at the nearest annual General Meeting of Shareholders;

- The company is not required to perform procedures to reduce charter capital for the shares repurchased by the company.

h. The Company may sell the shares it has repurchased immediately after the repurchase in the following cases:

- The Company repurchases odd-lot shares according to the plan for share issuance for dividend payment or share issuance from equity;

- The Company repurchases odd-lot shares at the request of a shareholder.

Article 11. Share forfeiture

1. In case a shareholder does not pay the full amount due for shares on time, the Board of Directors shall notify and has the right to require the shareholder to pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay in full, corresponding to the total par value of the shares registered for purchase.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 (seven) days from the date of sending the notice) but not exceeding 45 (forty-five) days from the date of sending the notice, the payment location, and must clearly state that in case of failure to pay as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares not fully paid for on time in case the requirements in the aforementioned notice are not met.

4. Forfeited shares are considered shares authorized for offering as prescribed by the Law on Enterprise. The Board of Directors may directly or authorize the sale or redistribution under conditions and in a manner the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares must relinquish their shareholder status regarding those shares, but must still be liable for the Company's financial obligations arising at the time of forfeiture, corresponding to the total par value of the shares registered for purchase, as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the compulsory payment of the entire share value at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture remains effective even in case of errors or negligence in

sending the notice.

Chapter V

ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 12. Organizational, governance, and control structure

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

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

Chapter VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of shareholders

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the Company's debts and other property obligations to the extent of the capital contributed to the Company.

2. Common shareholders have the following rights:

a. Attend and speak at General Meetings of Shareholders and exercise voting rights directly or through authorized representatives or other forms prescribed by the Company Charter and the law. Each common share has one vote;

b. Receive dividends at the level decided by the General Meeting of Shareholders;

c. Prioritize the purchase of new shares in proportion to their common share ownership in the Company;

d. Freely transfer their shares to others, except where this Charter provides for share transfer restrictions and other relevant legal provisions;

e. Review, search, and extract information about names and contact addresses in the list of voting shareholders; request correction of inaccurate information;

f. Review, search, extract, or copy the Company Charter, minutes of General

Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

g. Upon the Company's dissolution or bankruptcy, receive a portion of the remaining assets corresponding to their share ownership in the Company;

h. Request the Company to repurchase shares in cases prescribed in Clause 1, Article 10 of this Charter;

i. Be treated equally. Each share of the same type grants the shareholder equal rights, obligations, and benefits. In case the Company has different types of preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. Access full periodic and extraordinary information disclosed by the Company as prescribed by law;

k. Have their legitimate rights and interests protected; request 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 Enterprise;

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

3. Shareholders or groups of shareholders owning 05% or more of the total common shares have the following rights:

a. Request the Board of Directors to convene a General Meeting of Shareholders in case: the Board of Directors seriously violates shareholders' rights, managers' obligations, or makes decisions exceeding its assigned authority as prescribed in Clause 3 and Clause 4, Article 15 of this Charter and other cases as prescribed by law;

b. Review, search, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions requiring Board of Directors approval, and other documents, except for documents related to the Company's trade secrets or business secrets;

c. Propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least 03 (three) working days before the opening date. The proposal must clearly state the shareholder's name, the number of shares of each type held, and the matter proposed for inclusion in the agenda;

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

4. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates to the Board of Directors, implemented as follows:

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

5. Common shareholders forming a group to nominate candidates to the Board of Directors pursuant to Clause 4 of this Article must notify the Board of Directors about the group formation for shareholders to know 03 (three) days before the opening of the General Meeting of Shareholders.

Article 14. Obligations of shareholders

Common shareholders have the following obligations:

1. Pay in full and on time for the shares committed to be purchased.
2. Not to withdraw capital contributed by common shares from the Company in any form, unless the shares are repurchased by the Company or others. In case a shareholder withdraws part or all of their contributed share capital contrary to this clause, that shareholder and related persons in the Company shall be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and damages incurred.
3. Comply with the Company Charter and internal regulations on corporate governance.
4. Abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain the confidentiality of information provided by the Company as prescribed by this Charter and the law; only use provided information to exercise and protect their legitimate rights and interests; strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attend and vote directly at the meeting;
 - b. Authorize other individuals or organizations to attend and vote at the meeting;

- c. Attend and vote via online conference, electronic voting, or other electronic forms;
- d. Send ballots to the meeting via mail, fax, or email.

7. Be personally liable when acting in the name of the Company in any form to perform one of the following acts:

- a. Violation of 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. Fulfilling other obligations as prescribed by current law.

Article 15. General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) consists of all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once a year within 04 (four) months from the end of the fiscal year. The Board of Directors may decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 06 (six) 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 shall be determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular, the approval of the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite the representative of the approved auditing company that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative of the approved auditing company is responsible for attending the meeting.

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 is less than the minimum number of members as prescribed by law;

c. Upon the request of a shareholder or a group of shareholders as stipulated in Clause 3, Article 13 of this Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must bear the signatures of the relevant shareholders, or the request document may be prepared in multiple copies and collectively bear the signatures of the relevant shareholders;

d. The audited quarterly, 06 (six)-month, or annual financial statements reflect that the equity has lost half (1/2) of its value compared to the beginning of the period;

e. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene the General Meeting of Shareholders within 30 (thirty) days from the date the number of remaining members of the Board of Directors or independent members of the Board of Directors is as stipulated in Point b, Clause 3 of this Article, or from the date of receiving the request stipulated in Point c, Clause 3 of this Article;

b. In case the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, then within the next 30 (thirty) days, the shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises has the right to represent the Company to convene the General Meeting of Shareholders in accordance with this Law. Reasonable expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company.

5. The person convening the General Meeting of Shareholders must perform the following tasks:

a. Prepare a list of shareholders eligible to attend the meeting;

b. Provide information and resolve complaints related to the list of shareholders;

c. Prepare the agenda and content of the meeting;

d. Prepare documents for the meeting;

e. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting; provide a list and detailed information of candidates in case of electing members of the Board of Directors;

f. Determine the time and venue of the meeting;

g. Send the meeting invitation to every shareholder eligible to attend in accordance with this Charter;

h. Other tasks to serve the meeting.

6. Organizing the General Meeting of Shareholders in an online format:

a. The General Meeting of Shareholders may be organized in an online format or a combination of an in-person General Meeting of Shareholders and an online General Meeting of Shareholders when the Board of Directors deems it necessary and appropriate to the actual operating situation of the Company or in accordance with this Charter and the provisions of law;

b. Shareholders attending the online General Meeting of Shareholders and voting electronically shall have the same validity as at an in-person General Meeting of Shareholders;

c. The Company shall issue the Regulations on organizing the online General Meeting of Shareholders in accordance with actual conditions, this Charter, and the provisions of law.

Article 16. Rights and obligations of the General Meeting of Shareholders

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

a. Approve the development orientation of the Company;

b. Decide on amendments and supplements to the Company's Charter;

c. Change the business lines and sectors;

d. Decide on the types of shares and the total number of shares of each type authorized to be offered;

e. Decide on the annual dividend rate for each type of share;

f. Decide on the repurchase of more than 10% of the total sold shares of each type;

g. Decide on the number of members of the Board of Directors; elect, dismiss, or remove members of the Board of Directors;

h. Review and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;

i. Decide on the investment or sale of assets valued at 50% or more of the total asset value recorded in the Company's most recent financial statements;

j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and Committees under the Board of Directors;

k. Approve contracts and transactions with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements

with the following subjects: Shareholders, authorized representatives of shareholders that are organizations owning more than 10% of the total common shares of the Company and their affiliated persons; members of the Board of Directors, the General Director, and their related persons; enterprises that members of the Board of Directors, the General Director, and other managers of the Company must declare in accordance with the Law on Enterprises;

l. Approve the annual financial statements;

m. Approve the annual business plan of the Company;

n. Approve the Board of Directors' report on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors; independent members of the Board of Directors in the Audit Committee are responsible for reporting at the Annual General Meeting of Shareholders in accordance with Clause 2, Article 41 of this Charter;

o. Decide on the division, separation, consolidation, merger, or conversion of the Company;

p. Decide on the organizational management structure of the Company; decide on the reorganization or dissolution of the Company;

q. Approve the Internal Regulations on Corporate Governance; Regulations on the Organization and Operation of the Board of Directors;

r. Approve the list of approved auditing companies; decide on the approved auditing companies to perform the inspection of the Company's operations, and remove the approved auditor when deemed necessary;

s. Other rights and obligations as prescribed by law.

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

Article 17. Attendance and authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of shareholders that are organizations may attend the meeting in person or authorize one or more other individuals or organizations to attend, or attend through one of the following forms:

a. Attend and vote directly at the meeting;

b. Authorize other individuals or organizations to attend and vote at the meeting;

c. Attend and vote through an online conference, electronic voting, or other

electronic forms;

- d. Send voting ballots to the meeting via mail, fax, or email;
- e. Send voting ballots by other means as prescribed in the Company's Charter.

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

The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting. In case of re-authorization, the person attending the meeting must also present the original power of attorney from the shareholder or the authorized representative of the shareholder that is an organization (if not previously registered with the Company).

3. In case a lawyer signs the appointment of a representative on behalf of the authorizing person, the appointment of the representative in this case shall only be considered valid if such appointment document is presented together with the power of attorney for the lawyer (if not previously registered with the Company).

4. Except for the case in Clause 3 of this Article, the voting ballot of the authorized person attending the meeting within the scope of authorization shall remain valid when one of the following events occurs, unless:

- a. The authorizing person has died, has had their civil act capacity restricted, or has lost their civil act capacity;
- b. The authorizing person has revoked the appointment of authorization;
- c. The authorizing person has revoked the authority of the person performing the authorization.

This provision does not apply in case 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 18. Variation of rights

1. The variation or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders representing 65% or more of the total voting rights of all shareholders attending the meeting. A resolution of the General

Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by shareholders of the same class of preferred shares attending the meeting who own 75% or more of the total preferred shares of that class, or if approved by shareholders of the same class of preferred shares who own 75% or more of the total preferred shares of that class in case of passing the resolution in the form of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the variation of rights mentioned above shall only be valid when there are at least 02 (two) shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there is not enough quorum as mentioned above, the meeting shall be reconvened within the next 30 (thirty) days, and those holding shares of that class (regardless of the number of people and number of shares) who are present in person or through an authorized representative shall be considered as sufficient quorum. At the meetings of shareholders holding the above-mentioned preferred shares, those holding shares of that class who are present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the above-mentioned meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in this Charter.

4. Unless otherwise provided by the terms of share issuance, the special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of profits or assets of the Company shall not be varied when the Company issues additional shares of the same class.

Article 19. Convening meetings, meeting agenda, and meeting invitation for the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 4, Article 15 of this Charter.

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

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders eligible to attend the General

Meeting of Shareholders at least 20 (twenty) days before the record date;

- b. Prepare the agenda and content of the meeting;
- c. Prepare documents for the meeting;
- d. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- e. Determine the time and venue for organizing the meeting;
- f. Notify and send the meeting invitation for the General Meeting of Shareholders to all shareholders eligible to attend;
- g. Other tasks to serve the meeting.

3. The meeting invitation for the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholders' contact addresses, and simultaneously disclosed on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the meeting invitation to all shareholders on the list of shareholders eligible to attend at least 21 (twenty-one) days before the opening date of the meeting (calculated from the date the notice is validly sent or forwarded). The agenda of the General Meeting of Shareholders and documents related to matters to be voted upon at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the meeting invitation for the General Meeting of Shareholders, the meeting invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

- a. Meeting agenda and documents used in the meeting;
- b. List and detailed information of candidates in case of electing members of the Board of Directors;
- c. Voting ballot;
- d. Draft resolution for each matter in the meeting agenda.

4. A shareholder or group of shareholders as stipulated in Clause 3, Article 13 of this Charter has the right to propose matters 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 (three) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the matter proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposal stipulated in Clause 4 of this Article if it falls into one of the following cases:

a. The proposal is sent not in accordance with the provisions of Clause 4 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of common shares as stipulated in Clause 3, Article 13 of this Charter;

c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law and this Charter.

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

Article 20. 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 rights.

2. In case the first meeting does not meet the conditions for conduct as stipulated in Clause 1 of this Article, the second meeting invitation shall be sent within 30 (thirty) 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 rights.

3. In case the second meeting does not meet the conditions for conduct as stipulated in Clause 2 of this Article, the third meeting invitation must be sent within 20 (twenty) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting rights of the shareholders attending.

Article 21. Procedures for conducting and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must conduct shareholder registration procedures and must perform registration until all shareholders eligible to attend are present and registered according to the following sequence:

a. When conducting shareholder registration, the Company shall issue to each

shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each matter in the meeting agenda. Voting shall be conducted by voting in approval, disapproval, and abstention. At the meeting, the cards voting in approval of the resolution shall be collected first, the cards voting in disapproval the resolution shall be collected later, and finally, the total number of votes in approval or disapproval shall be counted to make a decision. The voting results shall be announced by the Chairperson immediately before closing the meeting. The meeting shall elect people responsible for counting votes or supervising vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

b. Shareholders, authorized representatives of shareholders that are organizations, or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late shareholders to register, and the validity of matters already voted upon previously shall not change.

2. The election of the Chairperson, secretary, and vote-counting committee is stipulated 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 case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority principle. In case no one can be elected as the chairperson, the independent member of the Board of Directors shall organize a meeting to elect the chairperson of the meeting from among those present, and the person with the highest number of votes shall act as the chairperson of the meeting;

b. Except for the case stipulated in Point a of this Clause, the person signing the invitation to the General Meeting of Shareholders shall preside to allow the General Meeting of Shareholders to elect the chairperson of the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting;

c. The Chairperson shall appoint one or more people to act as the meeting secretary;

d. The General Meeting of Shareholders shall elect one or more people to the vote-counting committee as proposed by the meeting chairperson.

3. The agenda and content 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 for each matter in the meeting agenda.

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 reflecting the wishes of the majority of those present.

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

b. Ensure safety for everyone present at the meeting venues;

c. Facilitate shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the above-mentioned measures and apply all necessary measures. The measures applied may include issuing entry passes or using other forms of selection.

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

6. Shareholders or authorized persons attending the meeting arriving after the meeting has opened may still register and have the right to participate and vote immediately after registration; in this case, the validity of matters already voted upon previously shall not change.

7. The person convening or the Chairperson of the General Meeting of Shareholders has the following rights:

a. Require all attendees to undergo inspection or other legal and reasonable security measures;

b. Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairperson's right to preside, intentionally cause disorder, hinder the normal progress of the meeting, or do not comply with security inspection requirements from the General Meeting of Shareholders.

8. The Chairperson has the right to postpone the General Meeting of Shareholders that has sufficient registered attendees for a maximum of 03 (three) working days from the intended opening date of the meeting and may only postpone the meeting or change the meeting venue in the following cases:

- a. The meeting venue does not have enough convenient seating for all attendees;
- b. Information facilities at the meeting venue do not ensure that shareholders attending can participate, discuss, and vote;
- c. There are attendees who hinder or cause disorder, posing a risk that the meeting cannot be conducted fairly and legally.

9. In case 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 to preside over the meeting until it ends; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises, Decree No. 155, and this Charter.

Article 22. Conditions for approving resolutions of the General Meeting of Shareholders

1. A resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total voting rights of all shareholders attending the meeting in the cases at Points c, d, i, p, Clause 1, Article 16 of this Charter, except for cases stipulated in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

2. Other resolutions shall be passed when approved by shareholders owning more than 50% of the total voting rights of all shareholders attending the meeting; except for cases stipulated in Clauses 1 and 3 of this Article, Article 18, Clause 8, Article 23 of this Charter, and except for cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. Unless the Election Regulations provide otherwise and are approved by the General Meeting of Shareholders, the election of members of the Board of Directors must be performed as follows:

- a. According to the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors shall be determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of

votes until the number of members stipulated in this Charter is reached. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to criteria stipulated in the election regulations;

b. In case of electing only 01 (one) member of the Board of Directors and there is only 01 (one) candidate, that candidate shall be considered elected if they receive more than 50% of the total votes of shareholders with voting rights present in person or through an authorized representative at the General Meeting of Shareholders;

c. Independent members of the Board of Directors shall be elected separately.

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

Article 23. Authority and procedures for collecting written opinions from shareholders to approve 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 carried out according to 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 when deemed necessary for the interests of the Company, except for cases stipulated in Points a, g, h, o, Article 16 of this Charter.

2. The Board of Directors must prepare the opinion collection ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 (ten) days before the deadline for returning the opinion collection ballot. The requirements and methods for sending the opinion collection ballot and accompanying documents shall be carried out in accordance with Clause 3, Article 19 of this Charter.

3. The opinion collection ballot must contain the following main contents:

a. Name, address of the head office, and enterprise identification number;

b. Purpose of collecting opinions;

c. Full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, enterprise identification number or legal document number of the organization, and address of the head office for

shareholders who are organizations, or full name, contact address, nationality, and legal document number of the individual for the representative of the shareholder that is an organization; number of shares of each type and the number of voting rights of the shareholder;

d. Matter requiring opinion collection to pass a decision;

e. Voting options including in favor, against, and abstaining for each matter requiring opinion collection;

f. Deadline for returning the answered opinion collection ballot to the Company;

g. Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send the answered opinion collection ballot to the Company by mail, fax, or email in accordance with the following provisions:

a. In case of sending by mail, the answered opinion collection ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the shareholder that is an organization. The opinion collection ballot sent to the Company must be placed in a sealed envelope, and no one has the right to open it before vote counting;

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

c. Opinion collection ballots sent to the Company after the deadline specified in the content of the opinion collection ballot, or those that have been opened in case of sending by mail, or disclosed in case of sending by fax or email, are invalid. Opinion collection ballots not sent to the Company shall be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote-counting report under the witness of shareholders who do not hold management positions in the Company. The vote-counting report must contain the following main contents:

a. Name, address of the head office, and enterprise identification number;

b. Purpose and matters requiring opinion collection to pass a resolution;

c. Number of shareholders with the total number of voting rights who participated in the vote, distinguishing between valid and invalid voting rights and the method of sending the ballot, accompanied by an appendix of the list of shareholders participating in the vote;

d. Total number of votes in approval, disapproval, and abstentions for each matter;

e. Matters passed and the corresponding approval voting ratio;

f. Full name and signature of the Chairperson of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote-counting report; and jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote-counting report and resolution must be sent to shareholders within 15 (fifteen) days from the date of finishing vote counting. Sending the vote-counting report and resolution may be replaced by posting them on the Company's website within 24 (twenty-four) hours from the time of finishing vote counting.

7. The answered opinion collection ballots, the vote-counting report, the passed resolution, and related documents sent with the opinion collection ballot must all be kept at the Company's head office.

8. A resolution passed in the form of collecting written opinions from shareholders is valid if approved by shareholders owning more than 50% of the total voting rights of all shareholders with voting rights, and it has the same validity as a resolution approved at the General Meeting of Shareholders.

Article 24. Resolutions and minutes of the General Meeting of Shareholders

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

- a. Name, address of the head office, and enterprise identification number;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and content of the meeting;
- d. Full name of the Chairperson and secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;
- f. Number of shareholders and total voting rights of shareholders attending the meeting, an appendix of the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g. Total voting rights for each matter voted upon, clearly stating the voting method, total valid and invalid votes, votes in approval, disapproval, and abstentions ; and the

corresponding ratio to the total voting rights of shareholders attending the meeting;

h. Matters passed and the corresponding approval voting ratio;

i. Full name and signature of the Chairperson and secretary. In case the Chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as stipulated 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 end of the meeting. The Chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese minutes shall apply.

4. The resolution, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholders' signatures, the power of attorney to attend the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with the law on information disclosure on the securities market and must be kept at the Company's head office.

Article 25. Request to cancel the resolution of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the vote-counting report of the General Meeting of Shareholders, a shareholder or group of shareholders as stipulated in Clause 3, Article 13 of this Charter has the right to request the Court or Arbitration to consider and cancel the resolution or a 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 the Company's Charter, except for cases stipulated in Clause 4, Article 22 of this Charter.

2. The content of the resolution violates the law or this Charter.

In case the resolution of the General Meeting of Shareholders is canceled by a

decision of the Arbitration, the person who convened the canceled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 30 (thirty) days in accordance with the order and procedures stipulated in the Law on Enterprises and this Charter.

Chapter VII

BOARD OF DIRECTORS

Article 26. Self-nomination and nomination of members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates 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 have a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and for the highest interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including Board of Directors positions in other companies);
- e. Interests related to the Company and related parties of the Company;
- f. Other information (if any);
- g. The Company is responsible for disclosing information about companies where the candidate is currently holding 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. A shareholder or group of shareholders owning 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with

Clause 4, Article 13 of this Charter and the Law on Enterprises.

3. In case the number of candidates for the Board of Directors through self-nomination and nomination is still not enough as required by Clause 4, Article 13 of this Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Charter, the Internal Regulations on Corporate Governance, and the Regulations on the 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 following standards and conditions:

a. A member of the Board of Directors may only concurrently be a member of the Board of Directors or the Members' Council at a maximum of 05 (five) other companies;

b. Not be a person who does not have the right to establish and manage enterprises under the Law on Enterprises;

c. Have professional qualifications and experience in business administration or in the field, industry, or business line of the Company and do not necessarily have to be a shareholder of the Company;

d. Other standards and conditions as prescribed by law.

5. Unless otherwise provided by the law on securities, an independent member of the Board of Directors:

a. Is not a person currently working for the Company, its parent company, or its subsidiaries; is not a person who has worked for the Company, its parent company, or its subsidiaries for at least the 03 (three) preceding consecutive years;

b. Is not a person currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to receive as prescribed;

c. Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological older brother, biological older sister, or biological younger sibling is a major shareholder of the Company; is a manager of the Company or its subsidiaries;

d. Is not a person directly or indirectly owning at least 01% of the total voting shares of the Company;

e. Is not a person who has been a member of the Board of Directors of the Company

for at least the 05 (five) preceding consecutive years, except for the case of being appointed for 02 (two) consecutive terms.

6. An independent member of the Board of Directors must notify the Board of Directors about no longer meeting the standards and conditions stipulated in Clause 5 of this Article and shall naturally cease to be an independent member of the Board of Directors from the date of no longer meeting the standards and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 (six) months from the date of receiving the notice from the relevant independent member of the Board of Directors.

Article 27. Composition, term, rights, and obligations of members of the Board of Directors

1. The number of members of the Board of Directors is 05 (five).

2. The term of office of a member of the Board of Directors shall not exceed 05 (five) 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 the Company for no more than 02 (two) consecutive terms. In the event that all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided in the Company's Charter.

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

a. The composition of the Company's Board of Directors must ensure that at least 01 member of the Board of Directors is a non-executive member.

b. The number of independent members of the Board of Directors shall be at least 01 member of the Board of Directors.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors if dismissed, removed, or replaced by the General Meeting of Shareholders in the following cases:

a. Failing to meet the standards and conditions as prescribed in Article 26 of this Charter;

b. Submitting a resignation letter that is approved;

c. Failing to participate in the activities of the Board of Directors for 06 (six)

consecutive months, except in cases of force majeure;

e. When the General Meeting of Shareholders deems it necessary;

d. Other cases as prescribed in the Internal Regulations on Corporate Governance, the Regulations on Organization and Operation of the Board of Directors, and in accordance with the provisions of law.

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

6. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, and this Charter.

Article 28. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide 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, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a. To decide on the Company's medium-term development strategy and annual business plan;

b. To propose the types of shares and the total number of shares of each type authorized to be offered;

c. To decide on the sale of unsold shares within the scope of authorized shares of each type; to decide on raising additional capital in other forms; to propose the issuance of convertible bonds and bonds with warrants;

d. To decide on the selling price of the Company's shares and bonds;

e. To decide on the repurchase of shares in accordance with Article 10 of this Charter;

f. To decide on investment plans and investment projects within its authority and limits as prescribed by law;

g. To decide on solutions for market development, marketing, and technology; to establish branches or representative offices of the Company; to establish subsidiaries of the Company;

h. Within the scope of the Board of Directors' authority under the Law on Enterprises

and this Charter, the Board of Directors shall decide on the execution, amendment, and termination of the Company's contracts; decide on the approval of purchase, sale, borrowing, lending, guarantee, and other contracts with a value equal to or greater than 50% of the total asset value recorded in the Company's most recent financial statements; and other contracts and transactions within the authority of the General Meeting of Shareholders, except for cases that must be approved/passed by the General Meeting of Shareholders as follows:

- Contracts and transactions specified in Point i, Clause 1, Article 16 of this Charter
- Contracts and transactions specified in Point k, Clause 1, Article 16 of this Charter;

- Contracts and transactions for borrowing, lending, or selling assets with a value greater than 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder.

j. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other key managers as prescribed by the Company's Charter; to decide on the salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders or as commercial representatives in other companies, and to decide on the remuneration and other benefits of such persons;

k. To supervise and direct the General Director and other managers in the daily business operations of the Company;

l. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and on capital contribution or purchase of shares of other enterprises;

m. To approve the agenda and content of documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect opinions for the General Meeting of Shareholders to approve resolutions;

n. To submit the audited annual financial statements to the General Meeting of Shareholders;

o. To propose the dividend payout ratio; to decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations;

p. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

q. To decide on the issuance of the Regulations on Organization and Operation of the Board of Directors to be submitted to the General Meeting of Shareholders for approval and to be published on the Company's website in accordance with the form specified in Article 5 of Circular 116, and the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; to decide on the issuance of the Regulations on Operation of the Audit Committee under the Board of Directors, which are developed and submitted by the Audit Committee in accordance with the form specified in Article 7 of Circular 116, and the Regulations on information disclosure of the company;

r. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of its activities and ensure the following contents:

a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with 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, and companies in which the Company holds 50% or more of the charter capital with members of the Board of Directors and their related persons; transactions between the Company and companies in which a member of the Board of Directors is a founding member or a manager of the enterprise within the 03 (three) years immediately preceding the transaction;

d. Activities of independent members of the Board of Directors and the evaluation results of each independent member regarding the activities of the Board of Directors (for listed companies);

e. Activities of the Audit Committee under the Board of Directors;

f. Activities of other sub-committees under the Board of Directors;

g. Supervision results regarding the General Director;

h. Supervision results regarding other managers;

i. Future plans.

Article 29. Remuneration, bonuses, and other benefits of members of the Board

of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to 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 laws on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or 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, 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 that they have incurred while performing their responsibilities 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 purchased 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 the Company's Charter.

7. Members of the Board of Directors have the obligation to report promptly and fully to the Board of Directors on the remuneration received from subsidiaries, affiliated companies, and other organizations.

Article 30. 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 shall not concurrently hold the position of

General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a. To implement resolutions of the General Meeting of Shareholders and the Board of Directors, and the Company's business and investment plans approved by the General Meeting of Shareholders and the Board of Directors;

b. To decide on matters that do not require approval by the General Meeting of Shareholders or the Board of Directors. To decide on the signing, execution, amendment, and supplementation of contracts and agreements to which the Company is a party, except for cases that must be approved by the General Meeting of Shareholders or the Board of Directors;

c. To appoint and dismiss the person authorized by the Company to act as the Company's Lawyer;

d. To establish the agenda and activity plan of the Board of Directors; to prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors; to organize the passing of resolutions and decisions of the Board of Directors; to supervise the implementation process of resolutions and decisions of the Board of Directors;

e. To chair the General Meeting of Shareholders;

f. To ensure that the Board of Directors sends the annual financial statements, the Company's activity report, the audit report, and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders;

g. To perform other tasks outside the scope of authority of the General Meeting of Shareholders and the Board of Directors;

h. Other rights and obligations as prescribed by law, this Charter, the Internal Regulations on Corporate Governance, the Company's internal regulations, and resolutions of the General Meeting of Shareholders and the Board of Directors.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receiving the resignation letter or the date of 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 in writing another member 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 drug rehabilitation center or compulsory education center, absconds from their place of residence, is restricted or loses their civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

Article 31. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 (seven) working days from the date of completion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with the same highest number or percentage of votes, the members shall elect by majority principle to choose 01 (one) person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least 01 (one) time per 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 an independent member of the Board of Directors;
- b. At the request of the General Director or at least 05 (five) other Managers;
- c. At the request of at least 02 (two) members of the Board of Directors;

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 (seven) 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 responsible for damages incurred by the Company; the requester has the right to replace the Chairman of the Board of Directors to convene 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 at least 03 (three) working days

before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the member's voting ballot.

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

7. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members are present. In the event that a meeting convened in accordance with this Clause does not have enough members present as prescribed, it shall be convened for the second time within 07 (seven) 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.

8. A member of the Board of Directors is considered to be present 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 ballot to the meeting via mail, fax, or email;
- e. Sending a voting ballot by other means.

9. In the event of sending a voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 (one) hour before the opening. The voting ballot shall only be opened in the presence of all those present.

10. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.

11. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members present; in the event of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

12. Resolutions in the form of written opinion collection are passed based on the approval of the majority of members of the Board of Directors with voting rights. This

resolution has the same effect and validity as a resolution passed at a meeting.

Article 32. Committees under the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of the committee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the committee, and one of these members shall be appointed as the Head of the Committee by decision of the Board of Directors. The activities of the committee must comply with the regulations of the Board of Directors. Resolutions of the committee are only valid when the majority of members are present and vote to pass them at the committee meeting.

2. The implementation of decisions of the Board of Directors or of committees under the Board of Directors must comply with current legal provisions and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Article 33. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 (one) Person in charge of corporate governance to support corporate governance work at the Company. The Person in charge of corporate governance may concurrently serve as the Company Secretary.

2. The Person in charge of corporate governance shall not concurrently work for an approved audit organization that is auditing the Company's financial statements.

3. The Person in charge of corporate governance has the following rights and obligations:

a. To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b. To prepare meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;

c. To advise on meeting procedures;

d. To attend meetings;

e. To advise on procedures for drafting resolutions of the Board of Directors in accordance with the provisions of law;

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

g. To supervise and report to the Board of Directors on the Company's information disclosure activities;

h. To act as a contact point with related parties;

i. To keep information confidential in accordance with the provisions of law and the Company's Charter;

k. Other rights and obligations as prescribed by law and the Company's Charter.

5. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary has the following rights and obligations:

a. To support the organization of convening the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;

b. To support members of the Board of Directors in exercising their assigned rights and obligations;

c. To support the Board of Directors in applying and implementing corporate governance principles;

d. To support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in complying with obligations to provide information, disclose information, and administrative procedures;

e. Other rights and obligations as prescribed in the Charter.

Chapter VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 34. Management organizational structure

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is 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, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above positions must be approved by a resolution of the Board of Directors.

Article 35. Company Executives

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other Executives with numbers and standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Company Executives have the responsibility to support the Company in achieving the goals set out in its operations and organization.

2. The General Director is paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

3. The salary of Company Executives is included in the Company's business expenses in accordance with the laws on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 36. Appointment, dismissal, duties, and powers of the General Director

1. The Board of Directors appoints 01 (one) member of the Board of Directors or hires another person to act as 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 the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 (five) years and may be re-appointed for an unlimited number of terms and must meet the following conditions:

a. Not being a person who is not entitled to establish and manage an enterprise under the Law on Enterprises;

b. Not being a person who has a family relationship with the enterprise manager;

c. Having professional qualifications and experience in corporate business administration and meeting the standards and conditions as prescribed by law and the Charter.

4. The General Director, as the permanent executive of the Company, has the following rights and obligations:

a. To decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors or the Chairman of the Board of Directors;

b. To decide on contents and sign contracts and agreements within the scope of authorization of the Chairman of the Board of Directors and the Corporate Governance Regulations;

c. To organize the implementation of resolutions and decisions of the Board of Directors and directions of the Chairman of the Board of Directors;

d. By October 31 of each year at the latest, to agree with the Chairman of the Board of Directors and submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the 05 (five)-year financial plan;

e. To prepare long-term, annual, and quarterly estimates of the Company (hereinafter referred to as estimates) to serve the long-term, annual, and quarterly management of the Company according to the business plan. The annual estimate (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information specified in the Company's regulations;

f. To organize the implementation of the Company's business plan and investment plan;

g. To propose the organizational structure and internal management regulations of the Company;

h. To propose the number of Executives to be recruited for the Board of Directors to appoint or dismiss according to internal regulations and to propose remuneration, salary, and other benefits for such Executives for the Board of Directors to decide;

i. To appoint, dismiss, and remove management positions in the Company, except for positions falling under the authority of the Board of Directors or the decision-making authority of the Chairman of the Board of Directors;

j. To decide on the number of employees, the appointment, dismissal, salary level, allowances, benefits, and other terms related to their employment contracts within the scope of the personnel plan and budget plan approved by the Board of Directors, including managers under the appointment authority of the General Director;

k. To recruit employees;

l. To propose plans for dividend payment or handling of business losses;

m. To propose measures to improve the Company's operations and management;

n. To perform other tasks, from time to time, as authorized by the Chairman of the Board of Directors;

o. Other rights and obligations as prescribed by law, this Charter, the Internal Regulations on Corporate Governance, the Company's internal regulations, and resolutions of the General Meeting of Shareholders and the Board of Directors.

5. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned and authorized duties and powers and must report to these levels when requested.

6. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace them.

Chapter IX

AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 37. Nomination and self-nomination of members of the Audit Committee

1. The Head of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not Company Executives.

2. The appointment of the Head of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 38. Composition of the Audit Committee

1. The Audit Committee has 02 (two) or more members. The Head of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

2. Members of the Audit Committee must have knowledge of accounting and auditing, have general understanding of the law and the Company's operations, 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 audit organization approved to audit the Company's financial statements in the 03 (three) consecutive years immediately preceding.

3. The Chairman of the Audit Committee must have a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, or business administration.

Article 39. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations as prescribed by law, the Company's Charter, and the following rights and obligations:

1. To have the right to access documents related to the Company's operations, to exchange with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information serving the activities of the Audit Committee.

2. To have the right to request representatives of the approved audit organization to attend and answer questions related to the audited financial statements at meetings of the Audit Committee; to monitor and evaluate the independence, objectivity of the audit firm, and the effectiveness of the audit process, especially in cases where the company uses non-audit services from the auditor.

3. To use legal, accounting, or other external consulting services when necessary; to propose an independent auditing company, remuneration level, and related terms in the contract with the auditing company for the Board of Directors to approve before submitting to the annual General Meeting of Shareholders for approval.

4. To review the internal control and risk management system; to develop and submit to the Board of Directors policies for risk detection and management; to propose to the Board of Directors solutions to handle risks arising in the Company's operations.

5. To prepare a written report to the Board of Directors when discovering that members of the Board of Directors, the General Director, and other managers do not fully perform their responsibilities as prescribed by the Law on Enterprises and the Company's Charter.

6. To develop the Regulations on Operation of the Audit Committee and submit them to the Board of Directors for approval.

7. To supervise the integrity of the Company's financial statements and official disclosures related to the company's financial results.

8. To review transactions with affiliated persons falling under the approval authority of the Board of Directors or the General Meeting of Shareholders and to provide recommendations on transactions that need approval from the Board of Directors or the General Meeting of Shareholders.

9. To supervise the company's internal audit department.

10. To supervise to ensure that the company complies with the provisions of law, requirements of regulatory agencies, and other internal regulations of the company.

Article 40. Meetings of the Audit Committee

1. The Audit Committee must meet at least 02 (two) times a year. Meeting minutes are prepared in detail, clearly, and must be fully kept. The minute-taker and members of the Audit Committee attending the meeting must sign the meeting minutes. Meeting minutes of the Audit Committee must be fully kept.

2. The Audit Committee approves decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Regulations on Operation of the Audit Committee. Each member of the Audit Committee has one voting ballot. Unless the Regulations on Operation of the Audit Committee provide for a higher ratio, decisions of the Audit Committee are passed if approved by the majority of members present; in the event of a tie, the final decision belongs to the side with the opinion of the Head of the Audit Committee.

Article 41. Report on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders

1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting on activities at the annual General Meeting of Shareholders.

2. The report on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:

a. Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee in accordance with the Law on Enterprises and the Company's Charter;

b. Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;

c. Results of supervision regarding financial statements, operational status, and financial status of the Company;

d. Evaluation report on transactions between the Company, subsidiaries, and other companies in which the Company holds 50% or more of the charter capital with members of the Board of Directors, the General Director, other Executives of the Company, and their affiliated persons; transactions between the Company and companies in which a member of the Board of Directors, the General Director, or other Executives of the Company is a founding member or a manager of the enterprise within the 03 (three) years immediately preceding the transaction;

e. Evaluation results regarding the Company's internal control and risk management

system;

f. Supervision results regarding the Board of Directors, the General Director, and other Executives of the Company;

g. Evaluation results regarding the coordination of activities between the Audit Committee and the Board of Directors, the General Director, and shareholders;

h. Other contents as prescribed by law and the Charter.

Chapter X

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES

Members of the Board of Directors, the General Director, and other Executives of the Company are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 42. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, 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, the General Director, other Managers, and their affiliated persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, the General Director, and other Managers have the obligation to notify the Board of Directors in writing of transactions between the Company, subsidiaries, and other companies in which the Company holds 50% or more of the charter capital with themselves or their related persons in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, the General Director, other Managers, and their related persons shall not use or disclose to others internal information to perform

related transactions.

6. The General Director shall not be a affiliated person of the Company's manager, the parent company's member of the board of supervisors, the representative of state capital, or the representative of the Company's capital at the company and parent company as prescribed in Point d, Clause 46, Article 4 of the Law on Securities (if any).

7. Transactions between the Company and one or more members of the Board of Directors, the General Director, other Executives of the Company, and individuals or organizations related to these persons shall not be void in the following cases:

a. For transactions with a value of less than 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 members of the Board of Directors, the General Director, and other Executives of the Company have been reported to the Board of Directors and approved by the Board of Directors with a majority of votes of members of the Board of Directors who have no related interests;

b. For transactions with a value of 35% or more, or transactions leading to a transaction value arising within 12 (twelve) 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 members of the Board of Directors, the General Director, and other Executives of the Company have been disclosed to shareholders and approved by the General Meeting of Shareholders by the voting ballots of shareholders who have no related interests.

Article 43. Liability for damages and compensation

1. Members of the Board of Directors, the General Director, and other Executives of the Company who violate their obligations, the duty of honesty and care, or fail to fulfill their duties shall 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 claims, 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, the General Director, other Executives of the Company, an employee, or an authorized representative of the Company who has been or is performing duties under the Company's authorization, acting honestly and carefully for the benefit of the Company on the basis of compliance with the law, and there is no evidence confirming that that person has violated their responsibilities.

3. Compensation 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 above-mentioned compensation responsibilities.

Chapter XI

RIGHT TO INSPECT BOOKS AND COMPANY RECORDS

Article 44. Right to inspect books and records

1. Common shareholders have the right to inspect books and records, specifically as follows:

a. Common shareholders have the right to examine, inspect, and extract information regarding their names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; and examine, inspect, extract, or copy the Company Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders holding 05% or more of the total common shares has the right to examine, inspect, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions that must be approved by the Board of Directors, and other documents, excluding documents related to the Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented by that person, or a notarized copy of this power of attorney.

3. Members of the Board of Directors, the General Director, and other Company Managers have the right to inspect the Company's share register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

4. The Company must keep this Charter and its amendments, the Enterprise Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders are

notified of the storage location of these documents.

5. The Company Charter must be published on the Company's website.

Chapter XII

EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

1. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline for employees and Company 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 specified in this Charter, the Company's regulations, and current legal provisions.

Chapter XIII

PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders decides the annual dividend payment level and form of dividend payment from the Company's retained earnings.

2. The Company does 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. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in VND. Payment may be made directly or through banks based on bank account details provided by shareholders. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares listed/registered for trading on the Stock

Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation (or an equivalent entity as prescribed by law from time to time).

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors passes a resolution or decision to determine a specific date to finalize the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices, or other documents.

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

Chapter XIV

BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank accounts

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. Subject to prior approval from competent authorities, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company has opened accounts.

Article 48. Fiscal year

The Company's fiscal year begins on January 01 of each year and ends on December 31 of each year.

Article 49. Accounting system

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by competent authorities.

2. The Company prepares accounting books in Vietnamese and keeps 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 uses VND as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as its accounting currency, take responsibility for that choice before the law, and notify the direct tax management agency.

Chapter XV

FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE RESPONSIBILITIES

Article 50. 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 discloses audited annual financial statements in accordance with the law on information disclosure in the securities market and submits them to competent state agencies.

2. Annual financial statements must include full reports, appendices, and notes as prescribed by the law on enterprise accounting. Annual financial statements must reflect the Company's operational situation in a truthful and objective manner.

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 competent state agencies.

Article 51. 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 52. Audit

1. The General Meeting of Shareholders appoints an independent auditing companies or approves a list of independent auditing companies and authorizes the Board of Directors to decide on the selection of one of these entities to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed

upon with the Board of Directors.

2. The audit report is 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 Meetings of Shareholders and has the right to receive notices and information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

Chapter XVII

SEAL

Article 53. Seal

1. The seal includes a seal made at a seal-making facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors decides 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 use and manage the seal in accordance with current legal provisions.

Chapter XVIII

DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the company

1. The Company may be dissolved in the following cases:

a. Expiration of the operating duration recorded in the Company Charter without a decision on extension;

b. Pursuant to a resolution or decision of the General Meeting of Shareholders;

c. Revocation of the Enterprise Registration Certificate, except where the Law on Tax Administration provides otherwise;

d. Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of its term (including extended terms) 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 competent authorities (if required) in accordance with regulations.

Article 55. Extension of operation

1. The Board of Directors convenes a General Meeting of Shareholders at least 07 (seven) months before the end of the operating duration so that shareholders can vote on the extension of the Company's operation at the proposal of the Board of Directors.

2. The operating duration is extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

Article 56. Liquidation

1. At least 06 (six) months before the end of the Company's operating duration or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 (three) members, 02 (two) members appointed by the General Meeting of Shareholders and 01 (one) member appointed by the Board of Directors from an independent auditing company. The Liquidation Committee prepares its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation are prioritized by the Company to be paid 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 operation. From that moment, the Liquidation Committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from liquidation are paid in the following order:

- a. Liquidation costs;
- b. Debts for salaries, severance pay, social insurance, and other benefits of employees under 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 is divided among shareholders. Preferred shares are prioritized for payment first.

Chapter XIX

INTERNAL DISPUTE RESOLUTION

Article 57. Internal dispute resolution

1. In case of disputes or complaints related to the Company's operations, rights, and obligations of shareholders as prescribed by the Law on Enterprises, the Company Charter, other legal provisions, or agreements between:

a. Shareholders and the Company;

b. Shareholders and the Board of Directors, the General Director, or other Company Executives.

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors presides over the dispute resolution and requests each party to present information related to the dispute within 30 (thirty) working days from the date the dispute arises. In case the dispute is related to the Board of Directors or the Chairman of the Board of Directors, any party may request or appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a mediation decision is not reached within 06 (six) weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, a party may take the dispute to Arbitration or Court.

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

Chapter XX

SUPPLEMENT AND AMENDMENT OF THE CHARTER

Article 58. Company Charter

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

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions different from the terms in this Charter, the provisions of the law shall apply to regulate the Company's operations.

Chapter XXI

EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 21 Chapters and 59 Articles and was unanimously approved by the General Meeting of Shareholders of DRH Holdings Joint Stock Company on [__] [__], [__] at the annual General Meeting of Shareholders of [__] and simultaneously approved the full validity of this Charter.

2. The Charter is made into 05 copies, having equal validity, and must be kept at the Company's head office.

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

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors./.

LEGAL REPRESENTATIVE

CHAIRMAN OF THE BOARD OF DIRECTORS

[__]

