



CHARTER ON ORGANIZATION AND OPERATION

ME LIN STEEL JOINT STOCK COMPANY

Phu Tho, April 24, 2026

TABLE OF CONTENTS

I. DEFINITIONS OF TERMS IN THE CHARTER	5
Article 1. Interpretation of Terms	5
II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY	6
Article 2. Name, legal form, head office, branches, representative offices and term of operation of the Company	6
III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY	6
Article 4. Objectives of the Company.....	6
Article 5. Scope of Business and Operations of the Company	8
IV. CHARTER CAPITAL AND SHARES	8
Article 6. Charter Capital and Shares.....	8
Article 7. Share Certificates.....	8
Article 8. Other Securities Certificates.....	9
Article 9. Transfer of Shares	9
Article 10. Share Forfeiture (Recovery of Shares).....	9
V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION.	10
Article 11. Organizational Structure, Management and Supervision.....	10
VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	10
Article 12. Rights of Shareholders.....	10
Article 13. Obligations of Shareholders	12
Article 14. General Meeting of Shareholders	13
Article 15. Rights and Obligations of the General Meeting of Shareholders.....	14
Article 16. Authorization to Attend the General Meeting of Shareholders	15
Article 17. Variation of Rights	16
Article 18. Convening, Meeting Agenda, and Notice of the General Meeting of Shareholders	17
Article 19. Conditions for Conducting the General Meeting of Shareholders.....	18
Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders.....	18
Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders	20

Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders	21
Article 23. Resolutions and Minutes of the General Meeting of Shareholders	22
Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders	23
VII. BOARD OF DIRECTORS	23
Article 25. Nomination and Candidacy for Members of the Board of Directors.....	23
Article 26. Composition and Term of Office of Members of the Board of Directors	24
Article 27. Rights and Obligations of the Board of Directors.....	25
Article 28. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors	26
Article 29. Chairman of the Board of Directors.....	26
Article 30. Meetings of the Board of Directors.....	27
Article 31. Person in Charge of Corporate Governance	28
VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES	29
Article 32. Organizational Structure of Management.....	29
Article 33. Executives of the Company.....	29
Article 34. Appointment, Dismissal, Duties, and Powers of the General Director	29
IX. BOARD OF SUPERVISORS	30
Article 35. Election, Dismissal and Removal of Members of the Board of Supervisors.....	30
Article 36. Members of the Board of Supervisors.....	30
Article 37. Head of the Board of Supervisors.....	31
Article 38. Rights and Obligations of the Board of Supervisors	31
Article 39. Meetings of the Board of Supervisors	32
Article 40. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors	32
X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES.....	33
Article 41. Duty of Care	33
Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest.....	33
Article 43. Liability for Damages and Indemnification	34
XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS.....	34
Article 44. Right to Inspect Books and Records.....	34

XII. EMPLOYEES AND TRADE UNION.....	35
Article 45. Employees and Trade Union.....	35
XIII. PROFIT DISTRIBUTION	35
Article 46. Profit Distribution	35
XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME.....	36
Article 47. Bank Accounts.....	36
Article 48. Fiscal Year	36
Article 49. Accounting Regime.....	36
XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES	36
Article 50. Annual, Semi-Annual and Quarterly Financial Statements.....	36
Article 51. Annual Report.....	37
XVI. COMPANY AUDIT	37
Article 52. Audit.....	37
XVII. COMPANY SEAL	37
Article 53. Company Seal	37
XVIII. DISSOLUTION OF THE COMPANY	37
Article 54. Dissolution of the Company.....	37
Article 55. Extension of Operation.....	38
Article 56. Liquidation.....	38
XIX. INTERNAL DISPUTE RESOLUTION	38
Article 57. Internal Dispute Resolution.....	38
XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER.....	39
Article 58. Company Charter	39
XXI. EFFECTIVE DATE	39
Article 59. Effective Date.....	39

PREAMBLE

This Charter is adopted pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders at the Meeting held on April 24, 2026.

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 that have been sold or registered for subscription upon the establishment of the enterprise and as stipulated in Article 6 of this Charter;
 - b. “Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on July 16, 2020;
 - c. “Law on Securities” means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on December 6, 2019;
 - d. “Vietnam” means the Socialist Republic of Vietnam;
 - e. “Date of Establishment” means the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent legal value);
 - f. “Executive Officer(s)” means the General Director, Deputy General Director(s), Chief Accountant and other executives as stipulated in this Charter;
 - g. “Manager(s)” means the Chairman of the Board of Directors, members of the Board of Directors, the General Director and other individuals holding managerial positions as stipulated in this Charter;
 - h. “Related Family Members” include: spouse, biological parents, adoptive parents, parents-in-law, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings, siblings-in-law and other relatives as defined under Vietnamese law;
 - i. “Related Person(s)” means individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;
 - j. “Shareholder(s)” means any individual or organization owning at least one share of the Company;
 - k. “Major Shareholder(s)” means shareholders as defined in Clause 18, Article 4 of the Law on Securities;
 - l. “Term of Operation” means the operating duration of the Company as stipulated in Article 2 of this Charter and approved by the General Meeting of Shareholders;
 - m. “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries;
 - n. “Company” means Me Lin Steel Joint Stock Company.
2. In this Charter, references to any provision or document shall include any amendments or replacements thereof.

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

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

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

1. Company Name

- Vietnamese name: **ME LIN STEEL JOINT STOCK COMPANY**
- Foreign name: **Me Lin Steel Joint Stock Company**
- Abbreviated name: **Me Lin Steel J.S.C**

2. Legal form and legal status

The Company is a joint stock company with full legal personality in accordance with the current laws of Vietnam.

3. Registered head office of the Company:

- Address: Administrative Area No. 08, Vinh Phuc Ward, Phu Tho Province
- Tel: 02112 479553

4. The Company may establish branches and representative offices in its business areas to achieve its operational objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.

5. Unless terminated prior to its term in accordance with Clause 2, Article 54, or extended pursuant to Article 55 of this Charter, the Company's term of operation shall be indefinite from the date of establishment.

Article 3. Legal Representative of the Company

1. The Company has one (01) legal representative: the General Director.

2. Rights and obligations of the legal representative

The legal representative of the Company represents the Company in exercising rights and performing obligations arising from the Company's transactions, and represents the Company as plaintiff, defendant, or a person with related rights and obligations before Arbitration or the Courts. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by applicable laws.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

1. The Company's business lines are as follows:

No.	Business Lines	Code
1	Manufacture of other fabricated metal products not elsewhere classified Details: Processing, manufacturing, trading, import and export of steel products	2599 (Main)
2	Manufacture of structural metal products Details: Manufacture of metal products (excluding machinery and equipment)	2511
3	Manufacture of tanks, reservoirs and containers of metal	2512
4	Machining; treatment and coating of metals	2592
5	Wholesale of machinery, equipment and other machine parts Details: Trading of machinery, equipment and spare parts	4659
6	Wholesale of metals and metal ores Details: Trading of iron, steel, steel pipes, non-ferrous metals; trading of minerals and metals (in accordance with current laws)	4672
7	Retail sale of motor vehicles and other motor vehicles Details: Retail of automobiles and other motor vehicles	4781
8	Other land passenger transport Details: Passenger transport by automobiles	4932
9	Freight transport by road	4933
10	Warehousing and storage Details: Warehouse leasing services	5210
11	Other short-term accommodation activities Details: Provision of short-term accommodation services	5520
12	Restaurants and mobile food service activities Details: Restaurant and mobile catering services	5610
13	Real estate business, land use rights of owners, users or lessees Details: Real estate business relating to land use rights of owners, users or lessees; investment and development of industrial zones, urban areas; leasing of offices and apartments	6810
14	Other real estate activities on a fee or contract basis	6829
15	Renting and leasing of machinery, equipment and other tangible goods without operator	7730
16	Other business support service activities not elsewhere classified Details: Import and export of goods traded by the Company in accordance with current laws	8299

2. Objectives of the Company:

To mobilize and utilize capital in the most efficient manner; to continuously organize and develop business activities in various sectors with the aim of maximizing profits; to ensure the interests of shareholders; to create stable employment and improve the income and living standards of employees; to fulfill tax obligations to the State Budget; and to develop the Company in a sustainable and strong manner.

Article 5. Scope of Business and Operations of the Company

The Company is entitled to conduct business activities in accordance with the business lines specified in this Charter, which have been duly registered, any changes to which have been notified to the business registration authority, and publicly disclosed on the National Business Registration Portal.

In the event that the Company engages in conditional business or investment sectors, it must satisfy all applicable conditions in accordance with the Law on Investment and relevant specialized laws and regulations.

IV. CHARTER CAPITAL AND SHARES

Article 6. Charter Capital and Shares

1. The charter capital of the Company is VND 150,000,000,000 (in words: One hundred and fifty billion Vietnamese Dong).

The total charter capital of the Company is divided into 15,000,000 shares with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
3. All shares of the Company as of the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
5. Ordinary shares shall be offered for sale on a pre-emptive basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for shall be determined by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and applicable laws.
7. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

2. A share certificate is a type of security evidencing the lawful rights and interests of its holder in respect of a portion of the charter capital of the issuing entity. A share certificate must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 15 (fifteen) days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within 15 (fifteen) days from the date of full payment for subscribed shares in accordance with the Company's share issuance plan (or such other period as stipulated in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay any cost for the printing of the share certificate.
4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate upon request. Such request must include the following:
 - a. Information relating to the lost, damaged, or destroyed share certificate;
 - b. A commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company must bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise provided in this Charter or by law. Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive bonus shares issued from equity, the right to subscribe for newly issued shares, and other rights in accordance with applicable laws.

Article 10. Share Forfeiture (Recovery of Shares)

1. In the event that a shareholder fails to fully and punctually pay the amount payable for subscribed shares, the Board of Directors shall notify and has the right to require such shareholder to pay the outstanding amount and to be liable corresponding to the total par value of the subscribed shares for the Company's financial obligations arising from such failure to make full payment.
2. The payment notice must clearly state a new payment deadline (which shall be at least seven (07) days from the date of the notice), the place of payment, and must specify that, in the event of non-payment in accordance with the requirements, the unpaid shares shall be subject to forfeiture.
3. The Board of Directors shall have the right to forfeit shares that have not been fully and timely paid if the requirements stated in the above notice are not complied with.

4. Shares that are forfeited shall be deemed shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize others to sell or reallocate such shares on such terms and in such manner as it deems appropriate.
5. A shareholder whose shares are forfeited shall cease to be a shareholder in respect of such shares but shall remain liable to pay all related amounts and accrued interest at the lending interest rate applicable to the Company at a bank at the time of forfeiture, as decided by the Board of Directors, from the date of forfeiture until full payment is made. The Board of Directors shall have full authority to enforce payment of the total value of such shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture. The forfeiture shall remain valid notwithstanding any error or negligence in the delivery of such notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 11. Organizational Structure, Management and Supervision

The organizational structure for management, governance, and supervision of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The General Director (Chief Executive Officer).

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and class of shares they hold. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through an authorized representative or by other methods as provided in this Charter and applicable laws. Each ordinary share carries one vote;
 - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. To be given priority in subscribing for new shares in proportion to their respective holdings of ordinary shares in the Company;
 - d. To freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
 - e. To examine, look up, and extract information relating to names and contact addresses in the list of voting shareholders; and to request correction of their inaccurate information;
 - f. To examine, look up, extract, or obtain copies of this Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- g. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
 - h. To request the Company to repurchase their shares in cases provided for in Article 132 of the Law on Enterprises;
 - i. To be treated equally. Each share of the same class confers equal rights, obligations, and benefits to its holder. In the case where the Company has preference shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. To access fully periodic and ad hoc information disclosed by the Company in accordance with applicable laws;
 - k. To have their lawful rights and interests protected; and to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises.
1. Other rights as provided by applicable laws and this Charter.
 2. A shareholder or a group of shareholders holding 5% or more of the total number of ordinary shares shall have the following rights:
 - a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. To examine, look up, and extract minutes, resolutions, and decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Supervisory Board; contracts and transactions subject to approval by the Board of Directors; and other documents, except those relating to the Company's trade secrets or business secrets;
 - c. To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include the following details: full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal documents, and head office address of organizational shareholders; number of shares and date of share registration of each shareholder; total number of shares held by the group of shareholders and their ownership ratio in the Company; matters to be inspected and the purpose of the inspection;
 - d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least 03 working days prior to the opening date. The proposal must specify the shareholder's name, number and class of shares held, and the matter proposed to be included in the meeting agenda;
 - e. Other rights as provided by applicable laws and this Charter.
 3. A shareholder or a group of shareholders holding 10% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates shall be conducted as follows:
 - a. Ordinary shareholders forming a group for the purpose of nominating candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of such grouping prior to the opening of the General Meeting of Shareholders;

- b. Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders as prescribed in this clause shall have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders, to the Board of Directors and the Supervisory Board. In the event that the number of candidates nominated by such shareholders or group of shareholders is fewer than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and punctually pay for the number of shares subscribed.
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or transferred to another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related persons in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any damages incurred.
3. To comply with this Charter and the Company's internal management regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain confidentiality of information provided by the Company in accordance with this Charter and applicable laws; to use such information only for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, copy, or distribute such information to any other organization or individual.
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following methods:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another individual or organization to attend and vote on their behalf;
 - c. Attending and voting via online meetings, electronic voting, or other electronic means;
 - d. Sending voting ballots to the meeting by mail, fax, or email;
 - e. Sending voting ballots by other means as provided in this Charter.
7. To bear personal responsibility when acting in the name of the Company in any form to carry out any of the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. Making payments of debts not yet due in the presence of financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders (“GMS”) comprises all shareholders with voting rights and is the highest decision-making body of the Company. The GMS shall convene an annual meeting once a year within four (04) months from the end of the fiscal year. Unless otherwise provided in this Charter, the Board of Directors may decide to extend the time for holding the annual GMS where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The location of the GMS shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual GMS and select an appropriate venue. The annual GMS shall decide on matters as prescribed by law and this Charter, in particular the approval of the audited annual financial statements. In the event that the independent auditor’s report on the Company’s annual financial statements contains material qualifications, adverse opinions, or disclaimers of opinion, the Company must invite a representative of the approved auditing firm that audited the Company’s financial statements to attend the annual GMS, and such representative shall be responsible for attending the meeting.
3. The Board of Directors must convene an extraordinary GMS in the following cases:
 - a. When deemed necessary for the interests of the Company;
 - b. When the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
 - c. Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the full signatures of the relevant shareholders (or be made in multiple copies with sufficient signatures collected);
 - d. Upon request of the Supervisory Board;
 - e. Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary GMS:
 - a. The Board of Directors must convene a GMS within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the level specified in Point b, Clause 3 of this Article, or from the date of receipt of the request specified in Points c and d, Clause 3 of this Article;
 - b. If the Board of Directors fails to convene the GMS as prescribed in Point a, Clause 4 of this Article, then within the following thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises;
 - c. If the Supervisory Board fails to convene the GMS as prescribed in Point b, Clause 4 of this Article, then the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene the GMS in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the GMS may request the business registration authority to supervise the order, procedures for convening, conducting the meeting, and issuing resolutions of the GMS. All expenses for convening and conducting the GMS shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the GMS, including accommodation and travel expenses.

- d. Procedures for organizing the GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

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

- a. To approve the development orientation of the Company;
- b. To decide on classes of shares and the total number of shares of each class authorized for offering; and to determine the annual dividend rate for each class of shares;
- c. To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d. To decide on investments or the sale of assets with a value equal to or exceeding 35% of the total value of assets recorded in the Company's most recent financial statements;
- e. To decide on amendments and supplements to this Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total number of issued shares of each class;
- h. To examine and handle violations by members of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- j. To decide on the budget or total remuneration, bonuses, and other benefits of the Board of Directors and the Supervisory Board;
- k. To approve the internal corporate governance regulations and the operational regulations of the Board of Directors and the Supervisory Board;
- l. To approve the list of approved auditing firms; to decide on the appointment of an approved auditing firm to audit the Company's activities; and to dismiss such approved auditors when necessary;
- m. Other rights and obligations as prescribed by law.

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

- a. The annual business plan;
- b. The audited annual financial statements;
- c. The report of the Board of Directors on its governance and operational performance, including that of each member of the Board of Directors;

- d. The report of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and the General Director;
 - e. The self-assessment report of the Supervisory Board and its members;
 - f. The dividend rate for each class of shares;
 - g. The number of members of the Board of Directors and the Supervisory Board;
 - h. The election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
 - i. The budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j. The approval of the list of approved auditing firms and the selection of an auditing firm to audit the Company's operations when necessary;
 - k. Amendments and supplements to this Charter;
 - l. The classes of shares and the number of new shares to be issued for each class, and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment;
 - m. The division, separation, consolidation, merger, or conversion of the Company;
 - n. The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
 - o. Decisions on investment or sale of assets with a value equal to or exceeding 35% of the total assets recorded in the most recent financial statements of the Company;
 - p. Decisions on the repurchase of more than 10% of the total issued shares of each class;
 - q. Approval of contracts and transactions between the Company and the persons specified in Clause 1, Article 167 of the Law on Enterprises, where the value is equal to or exceeds 35% of the total assets of the Company as recorded in the most recent financial statements;
 - r. Approval of transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s. Approval of the internal corporate governance regulations, the operational regulations of the Board of Directors, and the operational regulations of the Supervisory Board;
 - t. Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of an organizational shareholder may attend the General Meeting of Shareholders ("GMS") in person or authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to attend the GMS as provided in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly specify: the name of the authorizing shareholder; the name of the authorized individual or organization; the number of shares authorized; the content, scope, and duration of the authorization; and the signatures of both the authorizing party and the authorized party. The authorized representative must submit the power of attorney upon registration for attendance at the GMS. In the case of re-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).
3. The voting ballots of an authorized representative attending the meeting within the scope of authorization shall remain valid in any of the following cases, except where:
 - a. The authorizing person has died, has limited legal capacity, or has lost legal capacity;
 - b. The authorizing person has revoked the authorization;
 - c. The authorizing person has revoked the authority of the authorized representative.

This provision shall not apply if the Company receives notice of any of the above events prior to the opening of the GMS or before the reconvened meeting.

Article 17. Variation of Rights

1. Any variation or cancellation of special rights attached to a class of preference shares shall only be effective if approved by shareholders representing at least 65% of the total voting rights of attending shareholders. A resolution of the GMS that adversely affects the rights and obligations of holders of preference shares shall only be passed if it is approved by shareholders holding at least 75% of the total number of such preference shares of the same class attending the meeting, or by shareholders holding at least 75% of such preference shares of the same class in the case of a written resolution.
2. A meeting of shareholders holding a particular class of preference shares to approve such variation shall be valid only if at least two (02) shareholders (or their authorized representatives) are present and represent at least one-third (1/3) of the total par value of the issued shares of that class. If the quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and those shareholders holding shares of that class who are present in person or by proxy (regardless of their number or the number of shares held) shall constitute a valid quorum. At such meetings, shareholders holding shares of that class present in person or through their representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions set out in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares having preferential rights in respect of profit distribution or the Company's assets shall not be altered when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders ("GMS"). The Board of Directors shall convene an extraordinary GMS in the cases specified in Clause 3, Article 14 of this Charter.
2. The person convening the GMS must perform the following tasks:
 - a. To prepare the list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS shall be prepared no earlier than ten (10) days prior to the date of sending the meeting notice. The Company must disclose information regarding the preparation of such list at least twenty (20) days prior to the record date;
 - b. To prepare the agenda and contents of the meeting;
 - c. To prepare documents for the meeting;
 - d. To draft resolutions of the GMS corresponding to the proposed agenda;
 - e. To determine the time and venue of the meeting;
 - f. To notify and send the meeting notice to all shareholders entitled to attend;
 - g. To perform other tasks necessary for organizing the meeting.
3. The notice of the GMS shall be sent to all shareholders by a secure method and simultaneously published on the Company's website, the State Securities Commission, and the Stock Exchange. The convener must send the notice of invitation to all shareholders in the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent, postage-paid, or deposited in the mail).

The meeting agenda and documents relating to matters to be voted on at the GMS shall be sent to shareholders and/or published on the Company's website. Where such documents are not enclosed with the meeting notice, the notice must specify a link to all meeting documents so that shareholders can access them, including:

- a. The meeting agenda and documents used at the meeting;
 - b. The list and detailed information of candidates in the case of election of members of the Board of Directors and the Supervisory Board;
 - c. Voting ballots;
 - d. Draft resolutions for each matter on the agenda.
4. A shareholder or group of shareholders as specified in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the GMS agenda. Such proposals must be made in writing and sent to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, number and class of shares held, and the matter proposed for inclusion in the agenda.
 5. Where the convener refuses a proposal as specified in Clause 4 of this Article, a written response stating the reasons must be provided no later than two (02) working days prior to

the opening date of the GMS. The convener has the right to refuse such proposal in the following cases:

- a. The proposal is not submitted in accordance with Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as required under Clause 2, Article 12 of this Charter;
 - c. The proposed matter falls outside the decision-making authority of the GMS;
 - d. Other cases as prescribed by law and this Charter.
6. The convener must accept and include proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 5 of this Article. Such proposals shall be officially included in the agenda and contents of the meeting if approved by the GMS.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. A GMS shall be conducted when the number of attending shareholders represents more than 50% of the total voting shares.
2. If the first meeting does not meet the quorum requirement specified in Clause 1 of this Article, a notice for the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second GMS shall be conducted when the number of attending shareholders represents at least 33% of the total voting rights.
3. If the second meeting does not meet the quorum requirement specified in Clause 2 of this Article, a notice for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third GMS shall be conducted regardless of the total voting shares represented by the attending shareholders.

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

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and continue such registration until all shareholders entitled to attend have completed registration.
 - a. Upon registration, the Company shall issue to each shareholder or authorized representative a voting card stating the registration number, name of the shareholder, name of the authorized representative, and the number of voting rights of such shareholder. The General Meeting of Shareholders ("GMS") shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. At the meeting, voting cards shall be collected in the following order: approval votes first, followed by disapproval and abstention votes; thereafter, the total number of approval or disapproval votes shall be counted to determine the result. The vote-counting results shall be announced by the chairperson immediately before the closing of the meeting. The GMS shall elect vote counters or supervisors of vote counting as proposed by the chairperson. The number of members of the vote-counting committee shall be decided by the GMS based on the chairperson's proposal;
 - b. Shareholders, authorized representatives of organizational shareholders, or proxies arriving after the opening of the meeting shall have the right to register immediately and, thereafter,

to participate in and vote at the meeting. The chairperson is not required to suspend the meeting to wait for late attendees, and the validity of matters already voted on shall not be affected.

2. The election of the chairperson, secretary, and vote-counting committee shall be conducted as follows:
 - a. The Chairman of the Board of Directors shall act as the chairperson or may authorize another member of the Board of Directors to act as chairperson of the GMS convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one among themselves as chairperson by majority vote. If no chairperson can be elected, the Head of the Supervisory Board shall preside over the election of the chairperson by the GMS from among the attendees, and the person receiving the highest number of votes shall act as chairperson;
 - b. Except as provided in Point a above, the person who signs the notice convening the GMS shall preside over the election of the chairperson by the GMS, and the person receiving the highest number of votes shall act as chairperson;
 - c. The chairperson shall appoint one or more persons as the meeting secretary;
 - d. The GMS shall elect one or more persons to the vote-counting committee as proposed by the chairperson.
3. The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda must clearly and specifically allocate time for each matter to be discussed.
4. The chairperson has the right to take necessary and reasonable measures to ensure the orderly conduct of the GMS in accordance with the approved agenda and to reflect the will of the majority of attendees, including:
 - a. Arranging seating at the meeting venue;
 - b. Ensuring the safety of all persons present at the meeting venue;
 - c. Facilitating shareholders' attendance (or continued attendance) at the meeting. The convener has full authority to change such measures and to apply all necessary actions, including issuing admission passes or other selection methods.
5. The GMS shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. The vote-counting results shall be announced by the chairperson immediately before the closing of the meeting.
6. Shareholders or their proxies arriving after the opening of the meeting may still register and participate in voting immediately after registration; in such case, the validity of matters already voted on shall remain unchanged.
7. The convener or the chairperson of the GMS shall have the following rights:
 - a. To require all attendees to comply with inspection procedures or other lawful and reasonable security measures;
 - b. To request competent authorities to maintain order at the meeting and to expel any persons who fail to comply with the chairperson's authority, intentionally disrupt order, obstruct

the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The chairperson has the right to adjourn a GMS that has met the quorum for a period not exceeding three (03) working days from the scheduled opening date and may only adjourn or change the meeting venue in the following cases:
 - a. The meeting venue does not have sufficient seating capacity for all attendees;
 - b. The communication facilities at the venue are inadequate for shareholders to participate in discussions and voting;
 - c. There are attendees causing disruption, disorder, or posing a risk that the meeting cannot be conducted fairly and lawfully.
9. If the chairperson adjourns or suspends the GMS contrary to Clause 8 of this Article, the GMS shall elect another person from among the attendees to act as chairperson until the end of the meeting; all resolutions passed at such meeting shall remain valid.
10. Where the Company applies modern technology to conduct the GMS through online meetings, the Company must ensure that shareholders can attend and vote via electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of certain provisions of the Law on Securities.

Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting rights of all attending shareholders, except as otherwise provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
 - a. Classes of shares and the total number of shares of each class;
 - b. Changes to business lines and sectors;
 - c. Changes to the Company's management and organizational structure;
 - d. Investment projects or the sale of assets with a value equal to or exceeding 35% of the total assets recorded in the Company's most recent financial statements, unless otherwise provided in this Charter;
 - e. Reorganization or dissolution of the Company.
2. Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting rights of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be valid and effective even if the procedures for convening the meeting and passing such resolutions are not in compliance with the Law on Enterprises and this Charter.

Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders where deemed necessary for the interests of the Company, except as provided in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare voting forms, draft resolutions of the General Meeting of Shareholders, explanatory documents, and send them to all shareholders entitled to vote at least ten (10) days prior to the deadline for submission of completed voting forms. The requirements and method of sending such forms and documents shall comply with Clause 3, Article 18 of this Charter.
3. The voting form must include the following principal contents:
 - a. Name, head office address, and enterprise code of the Company;
 - b. Purpose of collecting opinions;
 - c. Full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal documents, and head office address of organizational shareholders; or details of the authorized representative of organizational shareholders; number of shares of each class and corresponding voting rights;
 - d. Matters on which opinions are sought;
 - e. Voting options including approval, disapproval, and abstention for each matter;
 - f. Deadline for returning the completed voting form to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
4. Shareholders may return completed voting forms to the Company by mail, fax, or email as follows:
 - a. In the case of submission by mail, the completed voting form must bear the signature of the individual shareholder or the authorized/legal representative of an organizational shareholder. The voting form must be placed in a sealed envelope and must not be opened before vote counting;
 - b. In the case of submission by fax or email, the voting form must be kept confidential until the time of vote counting;
 - c. Voting forms received after the specified deadline, or opened in the case of mail submissions, or disclosed in the case of fax/email submissions, shall be invalid. Voting forms not returned shall be deemed as non-participation in voting.
5. The Board of Directors shall conduct the vote counting and prepare a vote-counting record under the supervision of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote-counting record must include the following principal contents:

- a. Name, head office address, and enterprise code of the Company;
- b. Purpose and matters subject to voting;
- c. Number of shareholders and total voting rights participating, specifying valid and invalid votes and the method of submission, together with an appendix listing participating shareholders;
- d. Total number of votes in favor, against, and abstentions for each matter;
- e. Matters approved and corresponding approval ratios;
- f. Full names and signatures of the Chairman of the Board of Directors, vote counters, and supervisors of vote counting.

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

6. The vote-counting record and resolutions must be sent to shareholders within fifteen (15) days from the completion of vote counting. Such delivery may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of vote counting.
7. Completed voting forms, the vote-counting record, adopted resolutions, and related documents must be retained at the Company's head office.
8. A resolution adopted by collecting shareholders' written opinions shall be valid if approved by shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders ("GMS") must be recorded in minutes and may be audio-recorded, video-recorded, or stored in other electronic forms. The minutes must be prepared in Vietnamese and may be accompanied by an English translation, and must contain the following principal contents:
 - a. Name, head office address, and enterprise code of the Company;
 - b. Time and venue of the GMS;
 - c. Meeting agenda and contents;
 - d. Full name of the chairperson and the secretary;
 - e. dd. Summary of the proceedings and opinions expressed at the GMS on each matter in the agenda;
 - f. Number of shareholders and total voting rights of attending shareholders, together with an appendix listing registered shareholders and their representatives attending the meeting, including the number of shares and corresponding voting rights;
 - g. Total number of votes for each matter, specifying the number of votes in favor, against, and abstentions;
 - h. Matters approved and the corresponding voting ratios;

- i. Signatures of the chairperson and the secretary. In the event that the chairperson or the secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all contents as prescribed in this Clause. The minutes must clearly state the refusal of the chairperson or secretary to sign.
2. The minutes of the GMS must be completed and approved before the closing of the meeting. The chairperson, the secretary, or any other person signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.
4. Resolutions and minutes of the GMS, the appendix listing attending shareholders with their signatures, powers of attorney for attendance, all documents attached to the minutes (if any), and documents enclosed with the meeting notice must be disclosed in accordance with the laws on information disclosure in the securities market and must be retained at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders ("GMS"), or the vote-counting record of the written opinion collection, a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and annul, in whole or in part, a resolution of the GMS in the following cases:

1. The order and procedures for convening the meeting and adopting resolutions of the GMS seriously violate the provisions of the Law on Enterprises and this Charter, except as provided in Clause 3, Article 21 of this Charter;
2. The contents of the resolution violate the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for the Board of Directors ("BOD") have been identified in advance, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the GMS on the Company's website so that shareholders may review the candidates before voting. Candidates for the BOD must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected. Information relating to BOD candidates to be disclosed includes:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Employment history;

- d. Other managerial positions held (including positions on boards of directors of other companies);
 - e. Interests related to the Company and its related persons;
 - f. For public companies, disclosure must include information on companies where the candidate currently serves as a member of the board of directors, holds other managerial positions, and any related interests (if any).
2. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates to the BOD. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate a maximum of one (01) candidate; from 20% to less than 40% may nominate up to two (02) candidates; and from 40% or more may nominate the full number of candidates.
 3. Where the number of candidates nominated or self-nominated is insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD may introduce additional candidates or organize nominations in accordance with this Charter, the internal corporate governance regulations, and the operational regulations of the BOD. Any additional candidates introduced by the incumbent BOD must be clearly disclosed before the GMS conducts voting for the election of BOD members in accordance with applicable laws.
 4. Members of the BOD must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

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

1. The Board of Directors shall consist of three (03) members.
2. The term of office of a member of the Board of Directors shall be five (05) years and may be re-elected for an unlimited number of terms. Where all members of the BOD simultaneously expire their terms, they shall continue to serve as members until new members are elected and assume their duties.
3. The structure of the Board of Directors shall be as follows:

The Board of Directors must ensure that at least one-third (1/3) of its total members are independent members. The minimum number of independent members shall be determined by rounding down. The Company shall minimize the number of BOD members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.
4. A member of the Board of Directors shall cease to hold office in cases of dismissal, removal, or replacement by the GMS in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with laws on information disclosure in the securities market.
6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Rights and Obligations of the Board of Directors

1. The Board of Directors ("BOD") is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling under the authority of the General Meeting of Shareholders ("GMS").
2. The rights and obligations of the BOD shall be governed by law, this Charter, and the GMS. Specifically, the BOD shall have the following rights and obligations:
 - a. To decide on the Company's strategies, medium-term development plans, and annual business plans;
 - 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 number of shares authorized to be offered for each type; to decide on raising additional capital in other forms;
 - d. To decide on the selling price of shares and bonds of the Company;
 - e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f. To decide on investment plans and projects within its authority and limits as prescribed by law;
 - g. To decide on solutions for market development, marketing, and technology;
 - h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Company, and contracts or transactions falling under the decision-making authority of the GMS in accordance with Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i. To elect, dismiss, and remove the Chairman of the BOD; to appoint, dismiss, enter into and terminate contracts with the General Director and other key managers as prescribed in this Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies; to decide on remuneration and other benefits of such representatives;
 - j. To supervise and direct the General Director and other managers in the conduct of the Company's daily business operations;
 - k. 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 contributions or share acquisitions in other enterprises;
 - l. To approve agendas and materials for GMS meetings; to convene GMS meetings or collect shareholders' opinions for the adoption of GMS resolutions;
 - m. To submit the audited annual financial statements to the GMS;
 - n. To propose dividend levels; to decide on the time limits and procedures for dividend payment or handling of business losses;

- o. To propose reorganization or dissolution of the Company; to request the bankruptcy of the Company;
- p. To issue the BOD's operational regulations, internal corporate governance regulations (after approval by the GMS), and the Company's information disclosure regulations;
- q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and this Charter.
- r. The Board of Directors must report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

- 1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
- 2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill the duties of each BOD member and the daily remuneration rate. The BOD shall determine the remuneration for each member on the basis of consensus. The total remuneration and bonuses of the BOD shall be decided by the GMS at its annual meeting.
- 3. Remuneration of each BOD member shall be recorded as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the GMS at its annual meeting.
- 4. Members of the Board of Directors shall be reimbursed for all travel, accommodation, and other reasonable expenses incurred in performing their duties, including expenses incurred in attending meetings of the GMS, the BOD, or committees of the BOD.
- 5. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the GMS. Such insurance shall not cover liabilities arising from violations of law or this Charter.

Article 29. Chairman of the Board of Directors

- 1. The Chairman of the Board of Directors ("BOD") shall be elected, dismissed, or removed by the BOD from among its members.
- 2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
- 3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a. To formulate programs and plans for the activities of the BOD;
 - b. To prepare agendas, contents, and materials for meetings; to convene, preside over, and chair meetings of the BOD;
 - c. To organize the adoption of resolutions and decisions of the BOD;
 - d. To supervise the implementation of resolutions and decisions of the BOD;

- e. To chair meetings of the General Meeting of Shareholders;
- f. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises and this Charter.
4. In the event the Chairman resigns, is dismissed, or removed, the BOD must elect a replacement within ten (10) days from the date of receipt of the resignation or the decision on dismissal or removal.
5. In the absence of the Chairman or where the Chairman is unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman. In the absence of such authorization, or where the Chairman dies, is missing, detained, serving a prison sentence, subject to compulsory rehabilitation or educational measures, absconds, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among them as Chairman in accordance with the principle of majority approval until a new decision of the BOD is made.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the BOD within seven (07) working days from the completion of the election of the BOD. This meeting shall be convened and presided over by the member having the highest number or percentage of votes. In the event that more than one member has the same highest number or percentage of votes, the members shall elect, by majority, one among them to convene the meeting.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings when necessary.
3. The Chairman of the Board of Directors shall convene a BOD meeting in the following cases:
 - a. At the request of the Supervisory Board;
 - b. At the request of the General Director or at least five (05) other managers;
 - c. At the request of at least two (02) members of the BOD.
4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling within the authority of the BOD.
5. The Chairman must convene a BOD meeting within seven (07) working days from the date of receipt of such request. In case of failure to convene the meeting, the Chairman shall be liable for any damage caused to the Company; the requesting party shall have the right to convene the meeting in replacement of the Chairman.
6. The Chairman or the convener of the meeting must send a notice of invitation at least three (03) working days prior to the meeting date. The notice must specify the time, venue, agenda, and issues to be discussed and decided. The notice shall be accompanied by relevant documents and voting forms for members.

The notice of invitation may be sent by written invitation, telephone, fax, electronic means, or other methods as provided in this Charter, ensuring delivery to the registered contact address of each BOD member.

7. The Chairman or the convener must send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as to BOD members. Members of the Supervisory Board have the right to attend and discuss at BOD meetings but shall not have voting rights.
8. A BOD meeting shall be conducted when at least three-quarters (3/4) of the total number of members attend. If the first meeting does not meet this quorum, a second meeting shall be convened within seven (07) days from the intended date of the first meeting; the second meeting shall be valid if more than half of the BOD members attend.
9. A BOD member shall be deemed to attend and vote at a meeting in the following cases:
 - a. Attending and voting in person at the meeting;
 - b. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
 - c. Attending and voting via online conference, electronic voting, or other electronic forms;
 - d. Sending voting ballots to the meeting via mail, fax, or email;
 - e. Sending voting ballots by other means.
10. Where voting ballots are sent by mail, they must be sealed and delivered to the Chairman at least one (01) hour prior to the opening of the meeting. Such ballots shall only be opened in the presence of all attendees.
11. Members must attend all BOD meetings. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the BOD members.
12. Resolutions and decisions of the BOD shall be adopted if approved by a majority of attending members; in case of a tie, the final decision shall follow the opinion of the Chairman.

Article 31. Person in Charge of Corporate Governance

1. The Board of Directors ("BOD") shall appoint at least one (01) person in charge of corporate governance to support corporate governance activities within the Company. This person may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.
3. The person in charge of corporate governance shall have the following rights and obligations:
 - a. To advise the BOD on the organization of General Meeting of Shareholders ("GMS") meetings in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;

- b. To prepare meetings of the BOD, the Supervisory Board, and the GMS as requested by the BOD or the Supervisory Board;
- c. To advise on meeting procedures;
- d. To attend meetings;
- e. To advise on procedures for preparing BOD resolutions in compliance with legal regulations;
- f. To provide financial information, copies of minutes of BOD meetings, and other information to BOD members and Controllers;
- g. To monitor and report to the BOD on the Company's information disclosure activities;
- h. To act as a liaison with stakeholders;
- i. To maintain confidentiality of information in accordance with the law and this Charter;
- j. To perform other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Organizational Structure of Management

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the BOD in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, one (01) Chief Accountant, and other managerial positions appointed by the BOD. The appointment, dismissal, and removal of the above positions must be approved by resolutions or decisions of the BOD.

Article 33. Executives of the Company

1. Executives of the Company include the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed in this Charter.
2. Upon the proposal of the General Director and with the approval of the BOD, the Company may recruit other executives in numbers and with qualifications suitable to the Company's structure and internal management regulations as determined by the BOD. Executives are responsible for assisting the Company in achieving its operational and organizational objectives.
3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be decided by the BOD.
4. Salaries of executives shall be recorded as business expenses of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the GMS at its annual meeting.

Article 34. Appointment, Dismissal, Duties, and Powers of the General Director

1. The Board of Directors shall appoint one (01) of its members or hire another person to serve as General Director.

2. The General Director is responsible for the day-to-day business operations of the Company; is subject to the supervision of the BOD; and is accountable to the BOD and the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law.
4. The General Director shall have the following rights and obligations:
 - a. To decide on matters relating to the daily business operations of the Company that are not within the authority of the BOD;
 - b. To organize the implementation of resolutions and decisions of the BOD;
 - c. To implement the Company's business plans and investment projects;
 - d. To propose organizational structure plans and internal management regulations of the Company;
 - e. To appoint, dismiss, and remove managerial positions within the Company, except those under the authority of the BOD;
 - f. To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
 - g. To propose restructuring plans or measures for handling business losses;
 - h. To exercise other rights and perform other obligations as prescribed by law, this Charter, and resolutions or decisions of the BOD;
 - i. The BOD may dismiss the General Director if approved by a majority of attending BOD members with voting rights and appoint a new General Director as replacement.

IX. BOARD OF SUPERVISORS

Article 35. Election, Dismissal and Removal of Members of the Board of Supervisors

1. The nomination and self-nomination of members of the Board of Supervisors shall be carried out in accordance with Clauses 1 and 2, Article 25 of this Charter.
2. Where the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with this Charter, the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Supervisors. Any additional candidates introduced by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 36. Members of the Board of Supervisors

1. The Board of Supervisors shall consist of three (03) members. The term of office of a member is five (05) years and may be renewed for an unlimited number of terms.
2. Members of the Board of Supervisors must meet the criteria and conditions prescribed in Article 169 of the Law on Enterprises and this Charter, and must not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of an independent auditing firm that has audited the Company's financial statements in the preceding three (03) consecutive years.
3. A member of the Board of Supervisors shall be dismissed in the following cases:
- a. No longer meeting the criteria and conditions as prescribed in Clause 2 of this Article;
 - b. Submitting a resignation letter that is accepted;
 - c. Other cases as prescribed by law and this Charter.
4. A member of the Board of Supervisors shall be removed in the following cases:
- a. Failure to fulfill assigned duties and responsibilities;
 - b. Failure to exercise rights and perform obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Serious or repeated violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;
 - d. Other cases as decided by the General Meeting of Shareholders.

Article 37. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected, dismissed, or removed by the Board of Supervisors from among its members based on the majority principle. More than half of the members of the Board of Supervisors must reside in Vietnam. The Head must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business activities.
2. Rights and obligations of the Head of the Board of Supervisors:
 - a. To convene meetings of the Board of Supervisors;
 - b. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
 - c. To prepare and sign reports of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 38. Rights and Obligations of the Board of Supervisors

The Board of Supervisors shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following additional rights and obligations:

1. To propose and recommend the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm to examine the Company's operations and to dismiss the approved auditor when necessary.
2. To be accountable to shareholders for its supervisory activities.
3. To supervise the Company's financial status and the compliance with the law in the operations of members of the Board of Directors, the General Director, and other managers.

4. To ensure coordination with the Board of Directors, the General Director, and shareholders.
5. In case of detecting violations of law or this Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours and request the violators to cease the violation and take remedial measures.
6. To develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of a number of articles of the Law on Securities.
8. To have access to the Company's records and documents kept at the head office, branches, and other locations; and to visit the workplaces of managers and employees during working hours.
9. To request the Board of Directors, its members, the General Director, and other managers to provide full, accurate, and timely information and documents regarding management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

Article 39. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least twice a year. The number of members attending a meeting must be at least two-thirds (2/3) of the total members of the Board of Supervisors. Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and attending members of the Board of Supervisors must sign the meeting minutes. All minutes must be retained to determine the responsibilities of each member.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend meetings and respond to matters requiring clarification.

Article 40. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for accommodation, travel expenses, and expenses for using independent consulting services at reasonable levels. The total remuneration and expenses shall not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be separately presented in the Company's annual financial statements.

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

Article 41. Duty of Care

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives shall perform their duties, including duties as members of subcommittees of the Board of Directors, in an honest and prudent manner for the best interests of the Company.

Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and other relevant laws.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of charter capital, and themselves or their related persons, in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors must not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and this Charter.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons must not use or disclose internal information to conduct related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and related persons shall not be deemed invalid in the following cases:
 - a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the relevant persons, have been reported to the Board of Directors and approved by a majority vote of disinterested Board members;

- b. For transactions with a value exceeding 35%, or transactions leading to a cumulative value of 35% or more within 12 months from the first transaction, the material contents of the transaction, as well as the relationships and interests of the relevant persons, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.

Article 43. Liability for Damages and Indemnification

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their obligations of honesty and prudence or fail to perform their duties shall be liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become a party to claims, lawsuits, or legal proceedings (including civil and administrative cases, but excluding cases initiated by the Company) if such persons have been or are members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees, or authorized representatives of the Company, and have acted honestly, prudently, in the best interests of the Company, in compliance with the law, and there is no evidence that they have breached their duties.
3. Indemnification expenses shall include judgments, fines, and actual payments incurred (including legal fees) in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons to cover the above liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to Inspect Books and Records

1. Ordinary shareholders have the right to inspect books and records as follows:
 - a. Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of voting shareholders; request correction of inaccurate information; review, inspect, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares have the right to review, inspect, and extract minutes books, resolutions, and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except those related to trade secrets and business secrets of the Company.
2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney or a notarized copy thereof.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to inspect the Company's shareholder register, shareholder lists, books, and other records for purposes related to their positions, provided that such information must be kept confidential.
4. The Company must retain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership

of assets, 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, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at the head office or another location, provided that shareholders and the business registration authority are notified of the storage location.

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

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary actions for employees and executives.
2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade unions in accordance with best standards, practices, and management policies, as well as the provisions set out in this Charter, the Company's internal regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall decide on the annual dividend payout level and the form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividends or any amounts payable relating to any class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in shares, and the Board of Directors shall implement such decision.
4. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds in accordance with the provided bank details but the shareholder does not receive the money, the Company shall not be liable for such amount. Dividend payments for listed/registered shares may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution determining a record date. Based on this date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices, or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with the law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.
2. Subject to prior approval from competent authorities, where necessary, the Company may open bank accounts abroad in accordance with the law.
3. The Company shall conduct all payments and accounting transactions through its accounts in Vietnamese Dong or foreign currencies at the banks where it maintains accounts.

Article 48. Fiscal Year

1. The fiscal year of the Company shall begin on January 1 and end on December 31 each year.
2. The first fiscal year shall begin on the date of issuance of the Enterprise Registration Certificate and end on December 31 of that year.

Article 49. Accounting Regime

1. The Company shall apply the enterprise accounting regime or a specific accounting regime issued or approved by competent authorities.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant regulations. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as the accounting currency. In cases where most economic transactions are conducted in a foreign currency, the Company may choose that foreign currency as its accounting currency, shall be legally responsible for such choice, and must notify the directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

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

1. The Company must prepare annual financial statements, and such statements must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in compliance with regulations on information disclosure in the securities market and submit them to competent state authorities.
2. The annual financial statements must include all reports, appendices, and explanatory notes as required by laws on corporate accounting. The annual financial statements must present a true and fair view of the Company's operations.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.

Article 51. Annual Report

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

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements may attend General Meeting of Shareholders meetings, has the right to receive notices and other information related to such meetings, and may express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 53. Company Seal

1. The seal includes a seal engraved 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 shall decide on the type, quantity, form, and contents of the Company's seal, as well as those of its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a. Upon expiry of the operating term stated in this Charter without a decision on extension;
 - b. Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c. Upon revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
 - d. Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 55. Extension of Operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiry of the operating term so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operating term shall be extended if it is approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders attending the General Meeting of Shareholders.

Article 56. Liquidation

1. At least six (06) months before the expiry of the Company's operating term or after a decision on dissolution is made, the Board of Directors must establish a Liquidation Committee comprising three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to liquidation shall be paid by the Company with priority over other debts.
2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of its establishment and commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a. Liquidation expenses;
 - b. Outstanding salaries, severance allowances, social insurance, and other benefits of employees in accordance with collective labor agreements and signed labor contracts;
 - c. Tax liabilities;
 - d. Other debts of the Company;
 - e. The remaining amount after payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid prior to ordinary shares.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In the event of any dispute or complaint arising in connection with the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, other relevant laws, this Charter, including disputes between:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other managers;

The relevant parties shall first attempt to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the

resolution process and request each party to present relevant information within thirty (30) working days from the date the dispute arises.

In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert to act as a mediator in the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration or a competent court.
3. The parties shall bear their own costs related to negotiation and conciliation procedures. Court costs shall be allocated in accordance with the court's judgment.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 58. Company Charter


1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In cases where applicable laws contain provisions related to the Company's operations that are not yet provided for in this Charter, or where new legal provisions differ from those in this Charter, such legal provisions shall prevail and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This Charter, consisting of twenty-one (21) Chapters and fifty-nine (59) Articles, was unanimously adopted by the General Meeting of Shareholders of Me Lin Steel Joint Stock Company on April 24, 2026, and fully approved for effectiveness.
2. This Charter is made in five (05) originals of equal legal validity and shall be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or excerpts of this Charter shall be valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE'S SIGNATURE
GENERAL DIRECTOR**


PHAM QUANG