

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

CHARTER
OF BINH DINH PHARMACEUTICAL AND
MEDICAL EQUIPMENT JOINT STOCK
COMPANY

Binh Dinh, April 26, 2025

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INTRODUCTION

This Charter is ratified under the Resolution No. []/NQ-ĐHĐCĐ dated . 2025 of the General Meeting Of Shareholders.

I. DEFINITIONS

Article 1. Definitions

1. For the purpose of this Charter, the terms below are construed as follows:
 - a. Charter capital means the total nominal value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;
 - b. Voting capital means the share capital that bestows upon the holders the right to vote on the issues within the decision authority of the General Meeting of Shareholders;
 - c. The Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d. The Law on Securities means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e. Viet Nam means the Socialist Republic of Vietnam;
 - f. Establishment date means the day on which the Company's first Enterprise Registration Certificate (Business Registration Certificate and equivalent documents) is issued;
 - g. Business Executives include the General Director, Vice General Director and Chief accountant;
 - h. Managers include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Vice General Director and Chief Accountant.
 - i. Affiliated persons are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities
 - j. Shareholder means an individual or organization that owns at least one share of the Company;
 - k. Founding shareholder means a shareholder that holds at least one ordinary share and is included in the Company's list of founding shareholder;
 - l. Major shareholder is defined in Clause 18 Article 4 of the Law on Securities
 - m. Operating period is the period specified in Article 2 of this Charter and may be extended if approved by the General Meeting of Shareholders;
 - n. Stock Exchanges include Vietnam Exchange (VNX) and its subsidiary companies.
2. The references in this Charter also include their amendments or replacements.
3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company

1. Name of the Company

a) Vietnamese name:

**CÔNG TY CỔ PHẦN DƯỢC - TRANG THIẾT BỊ Y TẾ
BÌNH ĐỊNH (BIDIPHAR)**

b) Foreign language name:

**BINH DINH PHARMACEUTICAL AND MEDICAL EQUIPMENT
JOINT STOCK COMPANY**

c) Abbreviated name:

BIDIPHAR

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.
3. Headquarter:
 - a) Address: No.498 Nguyen Thai Hoc, Quang Trung Ward, Quy Nhon City, Binh Dinh, Viet Nam
 - b) Phone number: 0256. 3846500 - 3846040 - 3847798
 - c) Fax: 0256. 3846846
 - d) E-mail: info@bidiphar.com
 - e) Website: www.bidiphar.com
4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the law.
5. Unless the Company is shut down before the expiration of the period specified in Clause 2 Article 53 or extends the operating period as prescribed in Article 54 of this Charter, the Company's operating period shall be 50 years from the establishment date.

Article 3. The Company's legal representatives

1. The Company has 01 legal representative: General Director;
2. Rights and obligations of the legal representative:
 - a. Represent the Company in making transactions and exercising rights and obligations arising from the Company's transactions, representing the Company as a person requesting

settlement of civil matters, claimant, respondent, person with related rights and obligations before the arbitration, court and other rights and obligations as prescribed by law.

- b. Other rights and obligations as prescribed in Article 12 and Article 13 of the Law on Enterprises.

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

Article 4. Targets, scope of business and operation of the Company

1. The Company's business lines

No.	Name of business lines	Business line codes
1.	Manufacture of pharmaceuticals, medicinal chemical and botanical products Details: Manufacture of pharmaceuticals, pharmaceutical materials, medicinal chemical and botanical products.	2100 (Main business)
2.	Wholesale of other household products Details: Trading in pharmaceuticals produced by the Company; Exporting botanical products and pharmaceuticals according to regulations of the Ministry of Health; Importing finished pharmaceutical products and cosmetics; Trading, importing and exporting cosmetic products.	4649
3.	Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores Details: Retail sale of pharmaceuticals and botanical products produced by the Company; retail sale of medical supplies, medical masks, medical equipment and instruments in the medical and pharmaceutical sectors; cosmetics, functional foods, health protection foods; insecticides and disinfectants used in the medical and household sectors, except for groups of goods in the National Reserve list according to Decree No. 56/2021/ND-CP dated May 31, 2021 of the Government.	4772
4.	Manufacture of dairy products	1050
5.	Manufacture of other food products n.e.c Details: Production of functional foods, health protection foods, supplementary foods, fortified foods and micronutrients; Production of iodized salt; Production of foods from natural herbs, drinks from medicinal herbs; Production of herbal teas; Production, exploitation and processing of honey.	1079
6.	Wholesale of food Details: Buying and selling dairy products, functional foods, health protection foods, food supplements, fortified foods and micronutrients (except rice, cane sugar, beet sugar); Wholesale of herbal tea and other types of tea; Wholesale of honey and bee products. Wholesale of other foods.	4632

No.	Name of business lines	Business line codes
7.	Wholesale of other machinery and equipment Details: Wholesale, import and export of medical supplies, equipment, medical instruments in the medical, pharmaceutical and other scientific and technical sectors, equipment and instruments used for laboratories (physics-chemistry-biology) except for groups of goods in the National Reserve list according to Decree No. 56/2021/ND-CP dated May 31, 2021 of the Government.	4659
8.	Other specialized wholesale n.e.c Details: Trading, importing and exporting veterinary pharmaceutical ingredients; Importing and exporting materials for human medicine when permitted by the Ministry of Health and competent authorities (Importing raw materials for medicine does not include performing activities directly related to the distribution of raw materials for medicine in Vietnam, except for raw materials for medicine produced by the Company in Vietnam); Trading, importing and exporting testing chemicals, vaccines, biological products for human use, packaging types produced in the fields of medicine, pharmacy, food, cosmetics; Wholesale, importing and exporting industrial chemicals, cleaning chemicals, insecticides, disinfectants; Functional foods. Except for chemicals that are not allowed to be traded, wholesaled, or retailed according to Appendix 2 of the Investment Law 2014 and chemicals prohibited from distribution and export according to Circular 34/2013/TT-BCT). The Company does not provide third-party pharmaceutical distribution services in the Vietnamese market.	4669
9.	Manufacture of non-alcoholic beverages, and mineral waters Details: Production of mineral water and soft drinks.	1104
10.	Manufacture of corrugated paper and paperboard and of containers of paper and paperboard Details: Production of raw paper and carton packaging.	1702
11.	Manufacture of glass and glass products Details: Production of glass bottles and tubes for pharmaceutical and consumer industries.	2310
12.	Freight transport by road Details: Internal transportation by road to serve the company's production activities.	4933
13.	Trading of own or rented property and land use rights Details: Renting houses and construction works for sublease; Investing in building houses for rent; Investing in building houses and construction works other than houses for sale, rent, or lease-purchase on land leased by the State; Receiving the transfer of all or part of a real estate project from the investor to build houses and construction works	6810

No.	Name of business lines	Business line codes
	for sale, rent, or lease-purchase; Investing in building houses for sale, rent, or lease-purchase on land allocated by the State.	
14.	Repair of machinery and equipment Details: Repair, maintenance, and servicing of equipment, machinery, and tools in the medical and pharmaceutical manufacturing fields.	3312
15.	Other professional, scientific and technical activities n.e.c. Details: Research, development, and transfer of new products in the pharmaceutical field.	7490
16.	Warehousing and storage Details: Warehousing and warehouse services (excluding warehouse and yard rental).	5210
17.	Repair of electronic and optical equipment Details: Repair activities of machinery, medical equipment and diagnostic equipment with display screens, measuring and testing equipment, laboratory equipment, radar equipment and/or underwater object locating equipment using ultrasound or ultrasonic.	3313
18.	Growing of perennial spices, pharmaceutical and aromatic crops	0128
19.	Electrical installation	4321
20.	Manufacture of medical and dental, and orthopedic and rehabilitation instruments and supplies	3250
21.	Plumbing, heat and air-conditioning installation	4322
22.	Other manufacturing n.e.c. Details: Electrical and refrigeration processing	3290
23.	Growing of rubber trees	0125
24.	Manufacture of other chemical products n.e.c Details: Production of industrial chemicals, cleaning chemicals, insecticides and disinfectants for household and medical use; production of natural essential oils.	2029
25.	Manufacture of cosmetics, soap and detergents, cleaning and polishing preparations and toilet preparations	2023
26.	Mixed crop-livestock farming Details: Cultivation and animal husbandry (not animal husbandry at headquarters, not including animal husbandry services and seed source development)	0150
27.	Distilling, rectifying and blending of spirits	1101
28.	Wholesale of beverages	4633

No.	Name of business lines	Business line codes
	Details: Wholesale, import and export of purified water, natural mineral water and medicinal drinks, non-alcoholic beverages	
29.	Manufacture of wines	1102
30.	Raising of other animals Details: Investing in beekeeping for honey	0149
31.	Retail sale of food products in specialized stores Details: Retail of honey and bee products	4722
32.	Wholesale of agricultural raw materials (except wood, bamboo) and live animals Details: Except for goods that foreign-invested enterprises are not allowed to exercise import, export and distribution rights according to Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade.	4620
33.	Perennial plant seedling propagation and care	0132
34.	Annual plant seedling propagation and care	0131
35.	Growing of vegetables, leguminous crops and flowers	0118
36.	Growing of fruits	0121
37.	Growing of other annual crops	0119
38.	Other retail sale of new goods in specialized stores Details: Retail of agricultural and forestry products; Retail of flowers and ornamental plants (except for goods that foreign-invested enterprises are not allowed to exercise distribution rights according to Appendix 3 issued with Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade).	4773
39.	Retail sale of food, beverages and tobacco products via stalls or markets Details: Retail of livestock and poultry meat	4781
40.	Technical testing and analysis Details: Testing services for raw materials, packaging, finished pharmaceutical products, medicinal herbs, functional foods, cosmetics	7120
41.	Other human health activities n.e.c Details: Services for preserving medicines, functional foods, and cosmetics; Consulting and management services to ensure quality in the production of medicines, functional foods, and cosmetics.	8699
42.	Manufacture of plastics products Details: Production of plastic packaging	2220

No.	Name of business lines	Business line codes
43.	Activities must ensure conditions and Business License according to regulations.	Business do not match the Vietnam Industry Code

2. The Company's operational objectives:

The Company was established to gather many resources of the parties contributing capital, using capital effectively in developing production and business, attracting and creating stable jobs for local workers, saving costs to maximize profits, increase dividends for shareholders, contribute to the State budget and develop the Company sustainably.

Article 5. Scope of business and operation of the Company

The Company is entitled to conduct business within the business lines specified in this Charter and changes thereof which have been registered to the business registration authority and published on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's Charter capital is **935,938,470,000 VND** (in words: Nine hundred and thirty-five billion, nine hundred and thirty-eight million, four hundred and seventy thousand dong).
The Company's Charter capital is divided into 93,593,847 ordinary shares with a nominal value of 10,000 VND/share.
When there is a change in charter capital according to the Resolution of the General Meeting of Shareholders, this provision will be amended according to the content of the Resolution of that General Meeting of Shareholders.
2. The Company's charter capital may be changed if approved by the General Meeting of Shareholders and conformed to the regulations of law.
3. The Company's shares on the ratification date of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.
4. The Company may issue other preference shares after it is approved by the General Meeting of Shareholders and it is conformable with regulations of law.
5. Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The unsubscribed shares shall be decided by the Board of Directors. The Board

of Directors may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own shares following the methods specified in this Charter and applicable laws.
7. The Company may issue other types of shares as prescribed by law.

Article 7. Share certificate

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.
2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.
3. Within 03 months from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within 03 months from the day on which the shares are fully paid for under the Company's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.
4. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:
 - a) Information about the lost or damaged share certificate;
 - b) Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

Article 8. Other securities certificates

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

Article 9. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with regulations of law on securities and the securities market.
2. Shares that are not fully paid must not be transferred and received receive relevant rights such as right to dividends, right to receive shares issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

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Article 10. Withdrawal of shares

- a. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total nominal value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.
- b. The notice shall specify the deadline at least 07 days from the noticing date, payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.
- c. The Board of Directors has the right to withdraw the shares that are not fully and punctually paid for if the aforementioned request is not fulfilled.
- d. Withdrawn shares shall be considered as authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.
- e. The shareholder holding the withdrawn shares will no longer have shareholder status in relation to these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.
- f. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or not successfully sent.

V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL

Article 11. Organizational structure, administration and control

Organizational structure, administration and control of the Company include:

1. General Meeting of Shareholders.
2. The Board of Directors, Audit Committee under the Board of Directors (the Company applies the model specified in Point b Clause 1 Article 137 of the Law on Enterprises).
3. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the right to:

- a) Participate, comment in the General Meeting of Shareholders; exercise the right to vote directly or through authorized representatives or another method prescribed by the Company's Charter and the law. Each ordinary share has one vote;
 - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) Priority when buying new shares in proportion to each shareholder's holding of ordinary shares;
 - d) Freely transfer shares to other persons, except for the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;
 - e) Review, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;
 - f) Review, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the General Meeting of Shareholders;
 - g) When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
 - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
 - i) Being treated equally. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the General Meeting of Shareholders; and informed to the shareholders;
 - j) Access to periodic and extraordinary information published by the Company as prescribed by law;
 - k) Have their lawful rights and interests protected; demand suspension, cancellation of resolutions, decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - l) Other rights prescribed by law and this Charter.
2. The shareholder or group of shareholders that holds at least 05% of total ordinary shares has the rights to:
- a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
 - b) Examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets;
 - c) Propose inclusion of the issues in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 05 working days before

the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues.

- d) Other rights prescribed by law and the Company's Charter.
- 3. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors. Candidates shall be nominated as follows:
 - a) The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders before the opening of the General Meeting of Shareholders.
 - b) Depending on the quantity of members of the Board of Directors, the shareholder or groups of shareholders prescribed in this Clause may nominate one or some candidates according to the decision of the General Meeting of Shareholders to the Board of Directors. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by Board of Directors and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the obligations to:

1. Fully and punctually pay for the subscribed shares.
2. Not withdraw the capital that has been contributed in the form of ordinary shares in any methods, unless these shares are repurchased by the Company or other persons. In case a shareholder withdraws a part or all of the contributed capital contrary to the provisions of this clause, Otherwise, such shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. Comply with the Company's Charter and its internal regulation on corporate governance .
4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.
6. Participate in the General Meeting of Shareholders and exercise the right to vote in the following manners:
 - a) Participate and vote in person at the meeting;
 - b) Authorize other organizations and individuals to participate and vote at the meeting;
 - c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;

- d) Send votes by mail, fax or email.
- 7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:
 - a) Violations of law;
 - b) Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
 - c) Paying undue debts while the Company is facing financial risks.
- 8. Fulfill other obligations prescribed by applicable regulations of law.

Article 14. General Meeting of Shareholders

- 1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making body of the Company. The General Meeting of Shareholders shall be conducted annually and within 04 months from the ending date of the fiscal year. The Board of Directors may delay the date of conducting the annual General Meeting of Shareholders but still within 06 months from the ending date of the fiscal year. Extraordinary General Meeting of Shareholders may be conducted in addition to annual General Meeting of Shareholders. The location of General Meeting of Shareholders is where the chair participates in and must be within Vietnam's territory.
- 2. The Board of Directors shall convene the annual General Meeting of Shareholders and choose a suitable location. The annual General Meeting of Shareholders shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited audit organization that audited the Company's financial statement to participate in the annual General Meeting of Shareholders. The invited representative of the audit organization has the responsibility to participate in the annual General Meeting of Shareholders.
- 3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) It is considered necessary for the Company's interests by the Board of Directors;
 - b) The remaining number of Board of Directors is smaller than the minimum number prescribed by law;
It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
 - c) Other cases prescribed by law and this Charter.

4. Convening the extraordinary General Meeting of Shareholders

- a) The Board of Directors shall convene the General Meeting of Shareholders within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors falls below the minimum number mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;
- b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article is entitled to request the Company's representatives to convene the General Meeting of Shareholders in accordance with the Law on Enterprises within the next 30 days;
In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the General Meeting of Shareholders. The costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the General Meeting of Shareholders, including lodging and travel costs.
- c) The General Meeting of Shareholders shall be conducted following the procedures specified in 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 has following rights and obligations:
 - a) Approve the Company's development orientation;
 - b) Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
 - c) Elect, dismiss and discharge members of the Board of Directors;
 - d) Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement.
 - e) Decide revisions to the Company's Charter;
 - f) Approve annual financial statements;
 - g) Decide repurchase of over 10% of shares of each type;
 - h) Consider taking actions against violations committed by members of the Board of Directors if they cause damage to the Company and its shareholders;
 - i) Decide re-organization and dissolution of the Company;
 - j) Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors;

- k) Approve Internal Regulation on Corporate Governance, Regulation on Operation of the Board of Directors;
 - l) Approve the list of approved audit organizations; decide whether to allow approved audit organizations to inspect the Company's operation; dismiss approved auditors when necessary;
 - m) Other rights and obligations prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a) The Company's annual business plan;
 - b) The audited annual financial statement;
 - c) The report of the Board of Directors on administration and performance of the Board of Directors and each of its members; Independent members of the Board of Directors shall report at the annual General Meeting of Shareholders in accordance with Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
 - d) Dividend per share of each type;
 - e) The quantity of members of the Board of Directors;
 - f) Election, dismissal and discharge of members of the Board of Directors;
 - g) The budget or total remunerations, bonuses and other benefits of the Board of Directors;
 - h) Approval for the list of approved audit organizations; whether to allow approved audit organizations to inspect the Company's operation when necessary;
 - i) Revisions to the Company's Charter;
 - j) Types and quantity of additional shares of each type and transfer of shares by founders within the first 03 years after the establishment date;
 - k) Division, consolidation, merger or conversion of the Company;
 - l) Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;
 - m) Investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
 - n) Repurchase of over 10% of shares of each type;
 - o) Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;
 - p) Approval of transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

- q) Approval of Internal Regulation on Corporate Governance , Regulation on Operation of the Board of Directors;
 - r) Other issues prescribed by law and this Charter.
3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the General Meeting of Shareholders.

Article 16. Authorizing participation in General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate in the General Meeting of Shareholders in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises.
2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall be made in accordance with the provisions of Civil Law and shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.
The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company).
3. Votes casted by the authorized participants within authorization scope shall be effective unless:
 - a) The authorizing person is dead, has limited legal capacity or is incapacitated;
 - b) The authorizing person has cancelled the authorization;
 - c) The authorizing person has cancelled the authority of the authorized person;This Clause does not apply in case the Company receives a notification of any of the aforementioned events before the opening hour of the General Meeting of Shareholders or before the General Meeting of Shareholders is re-convened.

Article 17. Changes of rights

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The General Meeting of Shareholders' resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of

the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.

2. The organization of a meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.
3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.
4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

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

1. The Board of Directors shall convene annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene extraordinary General Meeting of Shareholders in the cases specified in Clause 3 Article 14 of this Charter.
2. The person who convenes the General Meeting of Shareholders shall perform the following tasks:
 - a) Compile the list of shareholders eligible to participate in and vote at the General Meeting of Shareholders. This list shall be compiled within 10 days before the day on which the invitation to the General Meeting of Shareholders is sent. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;
 - b) Prepare the meeting agenda and contents;
 - c) Prepare meeting documents;
 - d) Draft the resolution of the General Meeting of Shareholders according to the meeting contents;
 - e) Determine the meeting time and location;
 - f) Make an announcement and send invitations to all shareholders that are eligible to participate in the General Meeting of Shareholders;
 - g) Perform other tasks serving the general meeting.

3. The invitations to the General Meeting of Shareholders shall be sent to mailing addresses of all shareholders by express mail and posted on the websites of the Company, SSC and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the General Meeting of Shareholders shall send invitations to all shareholders on the list of shareholders eligible to participate in the General Meeting of Shareholders at least 21 days before the opening date of the General Meeting of Shareholders (from the day on which the invitation is validly sent). The agenda of the General Meeting of Shareholders and documents relevant to the issues to be voted on at the General Meeting of Shareholders shall be sent to the shareholders and/or posted on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents, including:
 - a) The meeting agenda and documents to be used during the meeting;
 - b) The list of and detailed information about all candidates in case of election of members of the Board of Directors;
 - c) Votes;
 - d) Draft resolution on each issue mentioned in the meeting agenda.
4. The shareholder or group of shareholders mentioned in Clause 2 Article 12 of this Charter is entitled to propose inclusion of other issues to the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 05 working days before the opening date of the General Meeting of Shareholders. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues.
5. The person who convenes the General Meeting of Shareholders is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:
 - a) The proposal is sent against the regulations of Clause 4 of this Article;
 - b) The proposing shareholder or group of shareholders is holding less than 5% of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of this Charter;
 - c) The proposed issue is not subject to the decision authority of the General Meeting of Shareholders;
 - d) Other cases prescribed by law and this Charter.
6. The person who convenes the General Meeting of Shareholders shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the General Meeting of Shareholders.

Article 19. Conditions for opening the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when it is participated in by a number of shareholders that represent over 50% of the voting shares.
2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when it is participated in by a number of shareholders that represent at least 33% of the voting shares.
3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the number of participating shareholders.

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

1. Before opening the General Meeting of Shareholders, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:
 - a) The Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and , and the number of voting shares they possess. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. Affirmative votes shall be collected first, negative votes later. Affirmative votes and negative votes shall be counted. The vote counting result shall be announced by the chair right before the meeting is closed. The General Meeting of Shareholders shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the General Meeting of Shareholders at the request of the chair;
 - b) The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting to allow late-arriving Shareholders to register to attend the meeting and votes conducted prior to the arrival of late-arriving Shareholders shall remain valid..
2. Election of the chair, secretary and vote counting board:
 - a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders if it is convened by the Board of Directors. If the Chairman of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the

- majority rule. In case a chair cannot be elected, the Chairman of Audit Committee shall preside over the election of the chair among the participants by the General Meeting of Shareholders, in which case the person who receives the most votes shall chair the meeting;
- b) Except for the case specified in Point a of this Clause, the person that signs the decision to convene the General Meeting of Shareholders preside over the election of the chair by the General Meeting of Shareholders. The person who receives the most votes shall chair the meeting;
 - c) The chair shall appoint one or some people as secretaries of the meeting;
 - d) The General Meeting of Shareholders shall elect one or some persons to the vote counting board at the request of the chair.
3. The meeting agenda and contents shall be approved by the General Meeting of Shareholders during the opening session. The agenda shall specify the time of each issue.
 4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.
 - a) Arrange seats at the meeting location;
 - b) Ensure safety of the participants;
 - c) Enable shareholders to participate in (or continue to participate in) the General Meeting of Shareholders. The person who convenes the General Meeting of Shareholders has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.
 5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.
 6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.
 7. The person who convenes the General Meeting of Shareholders or the chair has the rights to:
 - a) Request all participants to undergo inspection or other lawful and reasonable security measures;
 - b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.
 8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The General Meeting of Shareholders may only be delayed or relocated in the following cases:

- a) The current location does not have adequate convenient seats for all participants;
 - b) Communications equipment is not sufficient for discussion and voting by participating shareholders;
 - c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.
9. In case the chair delay or suspend the The General Meeting of Shareholders against the regulations of Clause 8 of this Article, the The General Meeting of Shareholders shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.
10. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

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

1. Resolutions on the following issues shall be issued if they receive at least 65% affirmative votes from participating shareholders, except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:
- a) Types of shares and quantity of each type;
 - b) Change of business lines and fields;
 - c) Changes to the Company's organizational structure;
 - d) Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
 - e) Re-organization, dissolution of the Company;
 - f) Revisions to the Company's Charter.
2. A resolution shall be ratified when it is voted for by a number of shareholders that hold over 50% of the votes of all participating shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, 6 Article 148 of the Law on Enterprises.
3. A resolution of the General Meeting of Shareholders that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for carrying out questionnaire survey for ratification of resolutions of the the General Meeting of Shareholders

The authority and procedures for ratifying resolutions of the General Meeting of Shareholders by questionnaire survey:

1. The Board of Directors is entitled to carry out a questionnaire survey to ratify resolutions of the General Meeting of Shareholders when it is considered necessary for the Company's interests, unless:
 - a) Revisions to the company's charter;
 - b) Orientation for development of the company;
 - c) Types of shares and quantity of each type;
 - d) Election and dismissal or members of the Board of Directors and the Board of Controllers;
 - e) Investment or sale of assets that are worth at least 35% of the total assets written in the latest financial statement, unless another ratio or value is specified in the company's charter;
 - f) Ratification of the annual financial statement;
 - g) Reorganization or dissolution of the company.
2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the General Meeting of Shareholders, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the questionnaires in accordance with Clause 3 Article 18 of this Charter.
3. A questionnaire shall contain the following information:
 - a) The enterprise's name, headquarters address, identification number;
 - b) Purposes of the survey;
 - c) Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;
 - d) The issues being voted on;
 - e) Voting options for each issue, including affirmative, negative and abstentions;
 - f) Submission deadline;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:
 - a) The questionnaire that is sent by mail shall bear the signature of the shareholder that is an individual or signature of the authorized representative of the shareholder that is an

organization. The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;

- b) Questionnaires that are sent by fax or email must be kept confidential until vote counting time;
 - c) The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.
5. The Board of Directors shall count the votes and prepare the vote counting records in the presence shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:
- a) The enterprise's name, headquarters address, identification number;
 - b) The purposes and issues voted on;
 - c) The quantity of shareholders and cast votes, in which distinguishing the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;
 - d) Quantity of affirmative votes, negative votes and abstentions on each issue;
 - e) Ratified issues and ratio of affirmative votes;
 - f) Full name and signature of the Chairman of the Board of Directors, Vote counters and Vote counting supervisors.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting.

- 6. The vote counting record and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date. The sending of vote counting minutes and resolutions can be replaced by the publication on the Company's website within 24 hours after vote counting is completed.
- 7. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.
- 8. A resolution shall be ratified by questionnaire survey if it receives at least 50% affirmative votes from all voting shareholders and has the same value as those ratified at the General Meeting of Shareholders.

Article 23. Resolutions and minutes of meetings of the General Meeting of Shareholders

- 1. Minutes of all General Meeting of Shareholders shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a) The enterprise's name, headquarters address, identification number;
 - b) Time and location of the General Meeting of Shareholders;
 - c) Agenda and contents of the meeting;
 - d) Full names of the chair and secretaries;
 - e) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
 - f) The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
 - g) Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;
 - h) Ratified issues and ratios of affirmative votes;
 - i) Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.
2. The General Meeting of Shareholders minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.
 3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
 4. Resolutions, minutes of the General Meeting of Shareholders, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters.

Article 24. Requesting cancellation of a resolution of the General Meeting of Shareholders

Within 90 days from the receipt of the resolution or minutes of the General Meeting of Shareholders or the vote counting record, the shareholder or group of shareholders holds at least 05% of total ordinary shares is entitled to request the Court or Arbitral Tribunal to consider cancelling all or part of the resolution of the General Meeting of Shareholders in the following cases:

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1. The procedures for convening the meeting and decision-making of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 3 Article 21 of this Charter.
2. The contents of the resolution violate regulations of law or this Charter.

VII. THE BOARD OF DIRECTORS

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

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to study their profiles before voting. Each candidate shall have a written commitment to the honesty and accuracy of the published personal information and performing their duties honestly, carefully and for the best interests of the Company if elected as member of the Board of Directors. Each candidate shall commit Information about candidates of the Board of Directors includes:
 - a) Full name, date of birth;
 - b) Qualifications;
 - c) Work experience;
 - d) Other managerial positions (including positions in the Board of Directors of other companies);
 - e) Interests relevant to the Company and the Company's related parties;
 - f) Other information (if any) specified in the Company's Charter;
 - g) The Company has the responsibility to publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).
2. The shareholder or group of shareholders that holds at least 10% of total ordinary shares or a smaller amount specified in the Company's Charter is entitled to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
3. In case the number **nomination and self-nomination** candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, Internal Regulation on Corporate Governance and Regulation on operation of the Board of Directors. Such nomination must be obviously published before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.
4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises.

Article 26. Term of office and composition of members of the Board of Directors

1. The Board of Directors has at least 03 and at most 11 members;
2. The term of office of members of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. In case the term of office of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.
3. The compositionComposition of the Board of Directors is as follows:
Board of Directors of public company has at least one third (1/3) of the members shall be non-executive members.
Board of Directors has at least one fifth (1/5) of its members must be independent members.
The total number of independent members of the Board of Directors shall satisfy the following requirements:
 - a) At least 01 independent member if the Board of Directors has 03 – 05 members;
 - b) At least 02 independent members if the Board of Directors has 06 – 08 members;
 - c) At least 03 independent members if the Board of Directors has 09 – 11 members.
4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
5. Information about election, designationelection, appointment, dismissal of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. In particular, the Board of Directors has the rights and obligations as follow:
 - a) Decide the strategy, medium-term development and annual business plans of the Company;
 - b) Propose types of authorized shares and quantity of each type;
 - c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;

- d) Decide selling prices for shares and bonds of the Company;
- e) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- f) Decide investment plans and investment projects within its decision authority and limits prescribed by law;
- g) Decide solutions for market development, marketing and technology;
- h) Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, except for contracts and transactions within the decision authority of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
- i) Elect, dismiss, discharge the Chairman of the Board of Directors; designate, dismiss, conclude and terminate contracts with the General Director, Vice General Director, Chief Accountant and other managers perform assistance functions to the Board of Directors, including: members of committee/subcommittee under the Board of Directors, Corporate Governance Officers, Company Secretary and other positions deemed necessary by the Board of Directors to be appointed by Resolution of the Board of Directors from time to time; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or General Meeting of Shareholders of other companies; decide their remunerations and other benefits;
- j) Supervise the General Director and other managers operating everyday business of the Company;
- k) Decide the organizational structure, internal regulation of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises; decide the termination of operations of subsidiaries, branches, and representative offices.
- l) Approve the agenda and documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect comments for the General Meeting of Shareholders to ratify its resolutions;
- m) Submit audited annual financial statements to the General Meeting of Shareholders;
- n) Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
- o) Propose re-organization, dissolution of the Company; request bankruptcy of the Company;
- p) Decide promulgation of Regulation on Operation of the Board of Directors, Internal Regulation on Corporate Governance internal regulations after they are ratified by the General Meeting of Shareholders; decide promulgation of Operating Regulation of the

Audit Committee affiliated to the Board of Directors, Regulation On Information Disclosure;

- q) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.
3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors

- 1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.
- 2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily remuneration rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual General Meeting of Shareholders.
- 3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual General Meeting of Shareholders.
- 4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.
- 5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.
- 6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the General Meeting of Shareholders. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
3. Rights and obligations of the Chairman of the Board of Directors:
 - a) Formulate operating plans and programs of the Board of Directors;
 - b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
 - c) Organize the ratification of resolutions and decisions of the Board of Directors;
 - d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;
 - e) Chair the General Meeting of Shareholders;
 - f) Other rights and obligations prescribed by the Law on Enterprises.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within 10 days from the resignation or dismissal date.
5. In case the Chairman of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.
2. The Board of Directors shall have at least 01 meeting per quarter and may have extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) The meeting is requested by the independent members of the Board of Directors or by at least 02 members of the Board of Directors;
 - b) The meeting is requested by the General Director or at least 05 more managers;
4. The request for meeting mentioned in Clause 3 of this Article must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.
5. The Chairman of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors.
6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.
7. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.
8. It is considered that a member of the Board of Directors has participated in and voted at a meeting when he/she:
 - a) Participate and vote in person at the meeting;
 - b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
 - c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
 - d) Send votes by mail, fax or email;
9. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

10. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.
11. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairman of the Board of Directors shall have the casting vote.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors is empowered to establish Subcommittees to take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 03 persons that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up a majority of the subcommittee and one of these member shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.
2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.

Article 32. Corporate Governance Officers

1. The Board of Directors of the Company shall appoint at least 01 Corporate Governance Officer, who will assist in governance works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.
3. The Corporate Governance Officer has the following rights and obligations:
 - a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;
 - b) Prepare for meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;
 - c) Provide consultancy on meeting procedures;
 - d) Participate in the meetings;
 - e) Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;

- f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors;
- g) Supervise and report to the Board of Directors on the Company's information disclosure;
- h) Assist in contact between parties with relevant interests;
- i) Protect confidentiality of in accordance with regulations of law and the Company's Charter;
- j) Other rights and obligations prescribed by law.

VIII. GENERAL DIRECTOR AND OTHER BUSINESS EXECUTIVES

Article 33. Organization of the management apparatus

The Company's management system must guarantee that the management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a General Director, Vice General Directors, a Chief Accountant designated by the Board of Directors. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

Article 34. The Company's Business Executives

1. The Company's Business Executives include the General Director, Vice General Director and Chief Accountant.
2. When requested by the General Director and approved by the Board of Directors, the Company may recruit other Business Executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the Board of Directors. Business Executives shall assist the Company in achieving its organizational and business objectives.
3. General Director shall receive salaries and bonuses, which are decided by the Board of Directors.
4. Salaries of Business executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual General Meeting of Shareholders.

Article 35. Designation, dismissal, duties and entitlements of the General Director

1. The Board of Directors shall designate 01 member of the Board of Directors or hires a person as the General Director.

2. The General Director shall administer the Company' everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.
3. The term of office of the General Director shall not exceed 05 years without term limit. The General Director shall satisfy the requirements prescribed by law and the Company's Charter.
4. The General Director has the following rights and obligations:
 - a) Decide the issues relevant to the Company's everyday business operation outside the authority of the Board of Directors;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the Company's business plans and investment plans;
 - d) Propose organizational structure and internal regulation on corporate governance of the Company;
 - e) Designate, dismiss and discharge managerial positions in the Company, except for those within the authority of the Board of Directors;
 - f) Decide the salaries and other benefits of the Company's employees, including the managers designated by the General Director;
 - g) Recruit employees;
 - h) Propose dividend payment plan or business loss settlement;
 - i) Other rights and obligations prescribed by law, the Company's Charter, resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director if it is approved by the majority of members of the Board of Directors having the right to vote and participate in the meeting, and designate a new General Director.

IX. AUDIT COMMITTEE AFFILIATED TO THE BOARD OF DIRECTORS

Article 36. Nomination and self-nomination of members of the Audit Committee

1. The chairperson and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be Business Executives of the Company.
2. The designation of the chairperson and other members of the Audit Committee is subject to approval by the Board of Directors at its meeting.

Article 37. Composition of the Audit Committee

1. The Audit Committee shall have at least 02 members. The chairperson of the Audit Committee shall be an independent member of the Board of Directors. Other members of the Audit Committee shall be non-executive members of the Board of Directors.

2. Members of the Audit Committee shall have knowledge about accounting, audit, law and the Company' operation, and must not:
 - a) Work in the Company's accounting or finance department;
 - b) Be a member of employee of the accredited audit organization that is auditing the Company's financial statements over the last 03 years.
3. The chairperson of the Audit Committee shall have a bachelor's degree or higher in economics, finance, accounting, audit, law or business administration.

Article 38. Rights and obligations of the Audit Committee

In addition to the rights and obligations in Article 161 of the Law on Enterprises and the Company's Charter, the Audit Committee also has the following rights and obligations:

1. Access documents about the Company's operation; discuss with other members of the Board of Directors, the General Director, Chief Accountant and other managers to collect information serving the operation of the Audit Committee.
2. Request representatives of the approved audit organization to participate in meetings of the Audit Committee to provide explanation for issues relevant to the audited financial statements.
3. Use external legal counseling, accounting and other counseling services when necessary.
4. Formulate policies on detection and management or risks and submit them to Board of Directors; propose solutions for the risks that occur during the Company's operation.
5. Submit a written report to the Board of Directors whenever determining that a member of the Board of Directors, the General Director or another manager fails to fulfill their responsibilities prescribed in the Law on Enterprises and the Company's Charter.
6. Prepare Audit Committee Operation Regulation and submit them to the Board of Directors for approval.

Article 39. Meetings of the Audit Committee

1. The Audit Committee shall have at least 02 meetings per year. Minutes of these meetings must be detailed, clear and fully retained, bear the signatures of the minute taker and participating members.
2. The Audit Committee shall ratify its decisions by voting at meetings, questionnaire survey or other methods prescribed by Audit Committee Operation Regulation. Each member of the Audit Committee has one vote. Unless a higher ratio is prescribed by the Audit Committee Operation Regulation, a decision of the Audit Committee shall be ratified if it is voted for by the majority of the participating members. In case of a tie, the chairperson of the Audit Committee shall have the casting vote.

Article 40. Reporting by independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders

1. Independent members of the Board of Directors in the Audit Committee shall report at the annual General Meeting of Shareholders.
2. Such a report shall have the following contents:
 - a) Remunerations, operating costs and other benefits of the Audit Committee and each of its members as prescribed in the Law on Enterprises and the Company's Charter;
 - b) Summaries of meetings of the Audit Committee, its verdicts and proposals;
 - c) Results of supervision of the Company's financial statements, finance and operation;
 - d) Evaluation of transactions between the Company, subsidiary companies and companies over 50% charter capital of which is held by the Company with members of the Board of Directors, the General Director, other Business Executives of the Company and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors, the General Director or Business Executives over the last 03 years from the transaction date;
 - e) Evaluation of the Company's internal control and risk management system;
 - f) Performance of the Board of Directors, the General Director and other Business Executives of the Company;
 - g) Cooperation between the Audit Committee with the Board of Directors, the General Director and shareholders.

X. RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND OTHER BUSINESS EXECUTIVES

Members of the Board of Directors, the General Director, other Business Executives shall fulfill their duties as members of subcommittees of the Board of Directors in a truthful and prudent manner to serve the interests of the Company.

Article 41. Responsibility for honesty and prevention of conflict of interest

1. Members of the Board of Directors, the General Director and other managers shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.
2. Members of the Board of Directors, the General Director, other managers and their related persons may only use the information obtained from their positions to serve the interests of the Company.

3. Members of the Board of Directors, the General Director and other managers shall send written notices to the Board of Directors and the Audit Committee of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the General Meeting of Shareholders or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.
4. Members of the Board of Directors must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.
5. Members of the Board of Director, the General Director, other managers and their related persons must not use or reveal internal information to other persons to carry out relevant transactions.
6. Transactions between the Company with one or some members of the Board of Directors, the General Director, other Business Executives and their related persons shall not be invalidated in the following cases:
 - a) For transactions whose value do not exceed 20% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, the General Director, other Business Executives have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;
 - b) For transactions whose separate value or cumulative value over 12 months from the day the first transaction is conducted exceed 20% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, the General Director, other Business Executives have been published to the shareholders and are approved by the General Meeting of Shareholders by votes of shareholders without relevant interests.

Article 42. Responsibility for damage and compensation

1. Any members of the Board of Directors, the General Director or other Business Executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.
2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, General Director, other Business Executives, employees or authorized representatives of the

Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.

3. Costs of compensation include judgment costs, fines, amounts payable in reality (including lawyer payment) during the settlement of these cases. The Company may purchase insurance for these people in order to avoid this liability.

XI. RIGHTS TO ACCESS THE COMPANY'S DOCUMENTS AND RECORDS

Article 43. Rights to access the Company's documents and records

1. Ordinary shareholders have the rights to access the Company's documents and records. To be specific:
 - a) Ordinary shareholders are entitled to review, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;
 - b) The shareholder or group of shareholders that hold at least 05% of ordinary shares is entitled to examine, access, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets.
2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.
3. Members of the Board of Directors, the General Director and other Business Executives are entitled to access the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.
4. The Company shall retain this Charter and its revising documents, the Enterprise Registration Certificate, regulations and documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.
5. The Company's Charter shall be posted on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

1. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, discipline and commendation of employees and Business Executives.
2. The General Director shall formulate a plan for the Board of Directors to approve the issues relevant to the Company's relationships with trade union organizations according to best standards, practice and management policies, the practice and policies specified in this Charter, the Company's regulations and applicable laws.

XIII. DISTRIBUTION OF PROFITS

Article 45. Distribution of profits

1. The General Meeting of Shareholders shall decide the dividends and method of annual dividend payment from the Company's retained profit.
2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.
3. The Board of Directors may request the General Meeting of Shareholders to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.
4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or Vietnam Securities Depository and Clearing Corporation (VSDC.).
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.
6. Other issues relevant to profit distribution prescribed by law.

XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING

Article 46. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.

2. When necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of law.
3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

Article 47. Fiscal year

The Company's fiscal year begins on January 1st and ends on December 31th every year. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on December 31th after that date.

Article 48. Accounting

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.
2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions.
3. The accounting currency shall be VND.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 49. Annual, half-year and quarterly financial statements

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.
2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.
3. The Company shall prepare and disclose examined biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

Article 50. Annual reports

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

XVI. AUDIT

Article 51. Audit

1. The General Meeting of Shareholders shall appoint an independent audit company or authorize the Board of Directors to select one on the list of independent audit companies, which will audit the Company's financial statements of the next year under agreements with the Board of Directors.
2. Audit reports shall be enclosed with the Company's annual financial statements.
3. Independent auditors that audit the Company's financial statements are entitled to participate in the General Meeting of Shareholders, receive notices and information relevant to the General Meeting of Shareholders, comment at the General Meeting of Shareholders on the issues relevant to the audit of the Company's financial statements.

XVII. THE COMPANY'S SEALS

Article 52. The Company's seals

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.
2. The Board of Directors shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable regulations of law.

XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

1. The Company can be dissolved in the following cases:
 - a) The operating period specified in the Company's Charter expires without a decision on extension;
 - b) The dissolution is decided under a resolution or decision of the General Meeting of Shareholders.
 - c) The Enterprise Registration Certificate is revoked, unless otherwise prescribed by the Law on Tax Administration;
 - d) Other cases prescribed by law.
2. Dissolution of the Company ahead of schedule (including extensions) shall be decided by the General Meeting of Shareholders and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

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Article 54. Extension of operating period

1. The Board of Directors shall convene the General Meeting of Shareholders at least 7 months before the expiry of the operating period for shareholders to vote on extension of the operating period of the Company at the request of the Board of Directors.
2. The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least 65% of the votes of all participating shareholders.

Article 55. Liquidation

1. At least 06 months before the expiry of the Company's operating period or after a decision on dissolution of the Company is issued, the Board of Directors shall establish a liquidation board, which consists of 03 members, 02 of whom shall be appointed by the General Meeting of Shareholders and 01 by the Board of Directors from 01 independent audit company. The liquidation board shall formulate its own operating regulations. Members of the liquidation board may be selected from the Company's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of the Company.
2. The liquidation board shall inform the business registration authority of its establishment date and commencement date. From that date, the liquidation board shall perform all liquidation tasks on behalf of the Company in the court and administrative authorities.
3. Proceeds from the liquidation shall be used in the following order:
 - a) Liquidation costs;
 - b) Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 56. Settlement of internal disputes

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:
 - a) The shareholders and the Company;
 - b) The shareholders and the Board of Directors, the General Director or other Business Executives;

The related parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 20 working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party is entitled to request to appoint an independent expert as a mediator.

2. In case the dispute cannot be settled through mediation within 06 weeks or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.
3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

XX. REVISING THE COMPANY'S CHARTER

Article 57. The Company's Charter

1. Revisions to this Charter are subject to approval by the General Meeting of Shareholders.
2. In case regulations of law that are relevant to the Company's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company's operation.

XXI. EFFECTIVE DATE

Article 58. Effective date

1. This Charter has 21 Sections, 58 Articles and is fully ratified by the General Meeting of Shareholders of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company . 26 / 4 / 2025 at No.498 Nguyen Thai Hoc Street, Quang Trung Ward, Quy Nhon City, Binh Dinh and accept the full validity of this Charter.
2. This Charter shall be made into 05 copies with equal value and retained at the Company's headquarters.
3. This is the only and official Charter of the Company.
4. Copies and extracts of this Charter shall be effective when they bear the signature of the Chairman of the Board of Directors or at least half of the members of the Board of Directors.

LEGAL REPRESENTATIVE

