SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

CHARTER

I.D.I INTERNATIONAL DEVELOPMENT AND INVESTMENT CORPORATION

Dong Thap, November 2026

Signature Not Verified
Ký bởi: CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ PHÁT TRIỂN ĐA QUỐC GIA I.D.I
Ký ngày: 7/11/2026 11:14:31

CONTENTS

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER 1

Article 1. Interpretation of Terms. 1

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY 1

Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations and Operation Term of the Company. 1

Article 3. Legal Representative of the Company 2

CHAPTER III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY 3

Article 4. Objectives of the Company. 3

Article 5. Business Scope and Operations. 5

CHAPTER IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS 5

Article 6. Charter Capital, Shares and Founding Shareholders. 5

Article 7. Share Certificates. 6

Article 8. Other Securities Certificates. 6

Article 9. Transfer of Shares. 6

Article 10. Recovery of Shares. 7

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION 7

Article 11. Organizational Structure, Management and Supervision. 7

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS 8

Article 12. Rights of Shareholders. 8

Article 13. Obligations of Shareholders 9

Article 14. General Meeting of Shareholders 9

Article 15. Rights and Obligations of the General Meeting of Shareholders 10

Article 16. Authorization to Attend the General Meeting of Shareholders 12

Article 17. Variation of Rights 13

Article 18. Convening of Meetings, Meeting Agenda and Notice of Invitation to the General Meeting of Shareholders 13

Article 19. Conditions for Conducting the General Meeting of Shareholders 14

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders 15

Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders 17

Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders for Adoption of Resolutions of the General Meeting of Shareholders 17

Article 23. Resolutions and Minutes of the General Meeting of Shareholders 19

Article 24. Request for Cancellation of Resolutions of the General Meeting of Shareholders 19

CHAPTER VII. BOARD OF DIRECTORS 19

Article 25. Composition and Term of Office of Members of the Board of Directors 19

Article 26. Rights and Obligations of the Board of Directors 20

Article 27. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors 22

Article 28. Chairman and Vice Chairman of the Board of Directors 22

Article 29. Meetings of the Board of Directors 23

Article 30. Person in Charge of Corporate Governance 26

CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES 27

Article 31. Organizational Structure 27

Article 32. Executives of the Company 27

Article 33. Appointment and Dismissal of the General Director 27

Article 34. Company Secretary 28

CHAPTER IX. BOARD OF SUPERVISORS 28

Article 35. Nomination and Candidacy for Members of the Board of Supervisors (Supervisors). 28

Article 36. Composition of the Board of Supervisors. 29

Article 37. Head of the Board of Supervisors 29

Article 38. Rights and Obligations of the Board of Supervisors 29

Article 39. Right of the Board of Supervisors to Access Information 30

Article 40. Responsibilities of Members of the Board of Supervisors 30

Article 41. Dismissal of Supervisors 31

Article 42. Meetings of the Board of Supervisors 31

Article 43. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors 31

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES 31

Article 44. Duty of Honesty and Avoidance of Conflicts of Interest 31

Article 45. Liability for Damages and Indemnification 32

CHAPTER XI. RIGHTS TO INSPECT COMPANY BOOKS AND RECORDS 33

Article 46. Rights to Inspect Books and Records 33

CHAPTER XII. EMPLOYEES AND TRADE UNION 33
Article 47. Employees and Trade Union 33
CHAPTER XIII. PROFIT DISTRIBUTION 34
Article 48. Profit Distribution 34
CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM 35
Article 49. Bank Accounts 35
Article 50. Reserve Fund for Supplementation of Charter Capital 35
Article 51. Fiscal Year 35
Article 52. Accounting System 35
CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS 35
Article 53. Annual, Semi-Annual and Quarterly Financial Statements 35
Article 54. Information Disclosure and Public Notices 36
CHAPTER XVI. COMPANY AUDIT 36
Article 55. Audit 36
CHAPTER XVII. COMPANY SEAL 36
Article 56. Company Seal 36
CHAPTER XVIII. DISSOLUTION OF THE COMPANY 37
Article 57. Dissolution/Termination of Operation of the Company 37
Article 58. Deadlock Between Members of the Board of Directors and Shareholders 37
Article 59. Extension of Operation 37
Article 60. Liquidation 37
CHAPTER XIX. RESOLUTION OF INTERNAL DISPUTES 38
Article 61. Resolution of Internal Disputes 38
CHAPTER XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER 39
Article 62. Amendment and Supplementation of the Company Charter 39
CHAPTER XXI. EFFECTIVE DATE 39
Article 63. Effective Date 39

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms.

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

a. "Charter Capital" means the total par value of shares sold or registered for subscription upon the establishment of the Company and as stipulated in Article 5 of this Charter.

b. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020.

c. "Establishment Date" means the date on which the Company is granted the Enterprise Registration Certificate.

d. "Enterprise Manager" means the Chairman of the Board of Directors, members of the Board of Directors, the Director or General Director, and the Chief Accountant.

e. "Executive Officer" means the General Director, Deputy General Directors, Chief Accountant, and Heads/Deputy Heads of departments/divisions of the Company.

f. "Related Person" means any individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises.

g. "Operation Term" means the duration of operation of the Company as prescribed in Article 2 of this Charter and any extension period (if any) approved by resolution of the General Meeting of Shareholders.

h. "Vietnam" means the Socialist Republic of Vietnam.

2. In this Charter, references to any provision or other document shall include any amendments thereto or replacement documents.

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

4. Terms or expressions defined in the Law on Enterprises (provided that they are not inconsistent with the subject matter or context) shall have the same meanings in this Charter.

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

Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations and Operation Term of the Company.

1. Company name:

a. Vietnamese name: CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ PHÁT TRIỂN ĐA QUỐC GIA I.D.I;

b. English name: I.D.I INTERNATIONAL DEVELOPMENT AND INVESTMENT CORPORATION;

c. Abbreviated name: I.D.I Joint Stock Company;

2. The Company is a joint stock company having legal entity status in accordance with the applicable laws of Vietnam.

3. The registered head office of the Company is:

a. Address: National Highway 80, Vam Cong Industrial Cluster, An Thanh Hamlet, Lap Vo Commune, Dong Thap Province.

b. Telephone: 02773 680 383

c. Fax: 02773 680 382

d. E-mail: info@idiseafood.com

e. Website: www.idiseafood.com

4. The General Director shall be the legal representative of the Company.

5. The Company may establish branches and representative offices in accordance with the provisions of law.

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

7. Unless the operation is terminated prior to its expiry pursuant to Clause 2 Article 57 and Article 58, or extended pursuant to Article 59 of this Charter, the operation term of the Company shall be indefinite.

Article 3. Legal Representative of the Company.

1. The legal representative of the Company shall be the General Director.

2. The rights and obligations of the General Director are as follows:

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

b. To decide on all matters not requiring resolutions of the Board of Directors, including on behalf of the Company entering into financial and commercial contracts, and organizing and managing the daily business operations of the Company in accordance with best management practices;

c. To recommend the number and types of managers that the Company needs to recruit for appointment or dismissal by the Board of Directors when necessary in order to apply operational activities and sound management structures proposed by the Board of Directors, and to advise the Board of Directors in determining salaries, remuneration, benefits and other terms of labor contracts of managers;

d. To consult with the Board of Directors in determining the number of employees, salaries, allowances, benefits, appointment, dismissal and other terms relating to their labor contracts;

e. By October 31 each year, the General Director shall submit to the Board of Directors for approval a detailed business plan for the following fiscal year on the basis of satisfying the requirements of the appropriate budget and annual financial plan;

f. To implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

g. To propose measures for improving the operations and management of the Company;

h. To prepare long-term, annual and monthly estimates of the Company (hereinafter referred to as the "Estimates") for the purpose of long-term, annual and monthly management of the Company in accordance with the business plan. The annual estimates (including the projected balance sheet, operational results report and cash flow statement) for each fiscal year shall be submitted to the Board of Directors for approval and must include information as prescribed in the Company's regulations;

i. To perform all other activities in accordance with this Charter and the regulations of the Company, resolutions of the Board of Directors, the labor contract of the General Director and applicable laws.

CHAPTER III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company.

1. The business lines of the Company are as follows:

No.	Business Line	Business Code
1	Processing and preserving of seafood and products made from seafood. Details: Seafood processing.	1020 (Main)
2	Wholesale of food. Details: Trading of seafood products.	4632
3	Wholesale of other household goods. Details: Trading of interior decoration products.	4649
4	Inland aquaculture. Details: Aquaculture farming.	0322
5	Manufacture of feed for cattle, poultry and aquatic animals. Details: Manufacture and processing of aquatic feed.	1080
6	Real estate business, land use rights belonging to owners, users or lessees.	6810
7	Manufacture of corrugated paper, corrugated paperboard, and packaging made from paper and paperboard. Details: Manufacture of paper packaging.	1702
8	Manufacture of plastic products. Details: Manufacture of plastic packaging.	2220
9	Manufacture of vegetable and animal oils and fats. Details: Manufacture and canning of vegetable and animal oils and fats.	1040
10	Quarrying of stone, sand, gravel and clay.	0810

11	Warehousing and storage of goods.	5210
12	Cargo handling. Details: Port cargo handling services.	5224
13	Freight transport by road. Details: Road freight transport by specialized trucks.	4933
14	Inland waterway freight transport. Details: Inland waterway freight transport by motorized vehicles.	5022
15	Construction of residential buildings. Details: Construction of civil works.	4101
16	Construction of non-residential buildings. Details: Construction of civil works.	4102
17	Road construction. Details: Construction of transport works.	4212
18	Wholesale of machinery, equipment and other machine spare parts.	4659
19	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan) and live animals. Details: Wholesale of feed and feed ingredients for cattle, poultry and aquatic animals.	4620
20	Construction of processing and manufacturing works. Details: Construction of industrial works.	4293
21	Wholesale of construction materials and other installation supplies. Details: Trading of construction materials.	4673
22	Other specialized wholesale activities not elsewhere classified. Details: Trading of veterinary and aquatic medicines.	4679
23	Hotels and similar accommodation services. Details: Hotel business.	5510
24	Electricity generation from renewable energy sources.	3512
25	Manufacture of non-alcoholic beverages and mineral water. Details: Production of bottled water.	1105
26	Water collection, treatment and supply	3600
27	Sewerage and wastewater treatment	3700
28	Construction of electrical works	4221
29	Construction of water supply and sewerage works	4222
30	Construction of other public utility works	4229

31	Construction of other civil engineering works	4299
32	Other real estate activities on a fee or contract basis	6829

2. The operational objectives of the Company are:

To mobilize and effectively utilize capital sources for investment and business activities with the objective of maximizing lawful profits; creating stable employment for employees; increasing dividends for shareholders; and fulfilling tax obligations and other financial obligations in accordance with the provisions of law.

Article 5. Business Scope and Operations.

1. The Company is entitled to formulate plans and conduct all business activities in accordance with the National Enterprise Registration Portal and this Charter, in compliance with the provisions of applicable laws, and to implement appropriate measures to achieve the objectives of the Company.

2. The Company may conduct business activities in other sectors permitted by law and approved by the Board of Directors or adopted by the General Meeting of Shareholders.

CHAPTER IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders.

1. The charter capital of the Company is VND 2,731,726,680,000 (In words: Two trillion seven hundred thirty-one billion seven hundred twenty-six million six hundred eighty thousand Vietnamese Dong).

The total charter capital of the Company is divided into 273,172,668 shares (In words: Two hundred seventy-three million one hundred seventy-two thousand six hundred sixty-eight shares) with a par value of VND 10,000/share.

2. The Company may increase its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company at the date of adoption of this Charter include ordinary shares. The rights and obligations attached to shares are stipulated in Article 12 and Article 13 of this Charter.

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

5. Ordinary shares must be offered for sale on a priority basis to existing shareholders in proportion to their respective ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed for by shareholders shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons under terms and conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by itself (including redeemable preference shares) in the manner prescribed in this Charter and applicable laws. Ordinary shares repurchased by the Company shall be treasury shares, and the Board of

Directors may offer such shares for sale in accordance with this Charter, the Law on Securities and relevant guiding documents.

7. The Company may issue other types of securities upon written approval by the General Meeting of Shareholders and in accordance with the laws on securities and the securities market.

Article 7. Share Certificates.

1. Shareholders of the Company shall be issued share certificates or share ownership certificates corresponding to the number and class of shares owned, except for the case stipulated in Clause 7 of this Article 7.

2. Share certificates must bear the seal of the Company and the signature of the legal representative of the Company in accordance with the Law on Enterprises. Share certificates must specify the quantity and class of shares held, the full name of the holder (in case of registered shares), and other information as prescribed by the Law on Enterprises. Each registered share certificate shall represent only one class of shares.

3. Within thirty (30) days from the date of submission of complete documents requesting transfer of share ownership in accordance with the Company's regulations, or within two (02) months (or a longer period as prescribed in the issuance terms) from the date of full payment for shares in accordance with the Company's share issuance plan, the owner of shares shall be issued a share certificate. Shareholders shall not be required to pay the Company any fee for printing share certificates or any other fees.

4. In the event that only part of the registered shares represented by a registered share certificate is transferred, the old certificate shall be cancelled and a new certificate recording the remaining shares shall be issued free of charge.

5. In the event that a registered share certificate is damaged, erased, lost, stolen or destroyed, the holder thereof may request issuance of a new share certificate provided that evidence of share ownership is submitted and all related expenses are paid to the Company.

6. Bearers of bearer share certificates shall be solely responsible for safeguarding such certificates, and the Company shall not be liable in cases where such certificates are stolen or used for fraudulent purposes.

7. The Company may issue registered shares in uncertificated form. The Board of Directors may promulgate regulations permitting registered shares (whether certificated or uncertificated) to be transferred without requiring a transfer instrument. The Board of Directors may issue regulations on share certificates and transfer of shares in accordance with the Law on Enterprises, laws on securities and the securities market, and this Charter.

Article 8. Other Securities Certificates.

Bond certificates or other securities certificates of the Company (except for offering documents, temporary certificates and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Company, unless otherwise provided in the terms and conditions of issuance.

Article 9. Transfer of Shares.

1. All shares may be freely transferred unless otherwise stipulated in this Charter and by law. Shares listed on the Stock Exchange/Securities Trading Center shall be

transferred in accordance with the laws on securities and the securities market and the regulations of the Stock Exchange/Securities Trading Center.

2. Shares that have not been fully paid for shall not be transferred or entitled to dividends.

Article 10. Recovery of Shares.

1. In the event that a shareholder fails to fully and timely pay the amount payable for subscribed shares, the Board of Directors shall notify and have the right to request such shareholder to pay the outstanding amount together with interest thereon and expenses incurred by the Company as a result of such failure in accordance with regulations.

2. The aforesaid notice must specify a new payment deadline (being at least seven (07) days from the date of dispatch of the notice), the place of payment, and clearly state that if payment is not made as required, the unpaid shares shall be recovered.

3. If the requirements stated in the aforesaid notice are not complied with, prior to full payment of all payable amounts, accrued interest and related expenses, the Board of Directors shall have the right to recover such shares. The Board of Directors may accept the surrender of recovered shares pursuant to Clauses 4, 5 and 6 of this Article and in other cases stipulated herein.

4. Recovered shares shall become assets of the Company. The Board of Directors may directly or authorize the sale, redistribution or settlement of such recovered shares to former holders or other persons under such terms and conditions as the Board of Directors deems appropriate.

5. Shareholders holding recovered shares shall cease to be shareholders with respect to such shares, but shall remain liable to pay all related amounts together with interest thereon (not exceeding 1.5 times the twelve-month lending interest rate of the Joint Stock Commercial Bank for Foreign Trade of Vietnam) at the time of recovery as determined by the Board of Directors from the date of recovery until the date of payment. The Board of Directors shall have full authority to decide on compulsory payment of the full value of shares at the time of recovery or may waive or reduce part or all of such payment obligation.

6. Notice of recovery shall be sent to holders of recovered shares prior to the recovery date. The recovery shall remain valid notwithstanding any error or negligence in sending such notice.

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 11. Organizational Structure, Management and Supervision.

The management organizational structure of the Company shall comprise:

a. The General Meeting of Shareholders;

b. The Board of Directors;

c. The Board of Supervisors;

d. The General Director.

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders.

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

2. Holders of ordinary shares shall have the following rights:

a. To participate in General Meetings of Shareholders and exercise voting rights directly or through authorized representatives;

b. To receive dividends;

c. To freely transfer fully paid shares in accordance with this Charter and applicable laws;

d. To be given priority to subscribe for newly offered shares in proportion to the ordinary shares they own;

e. To inspect information relating to shareholders in the list of shareholders eligible to attend the General Meeting of Shareholders and request correction of inaccurate information;

f. To examine, search, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g. In the event of dissolution of the Company, to receive a portion of the remaining assets corresponding to their contributed shares after the Company has paid creditors and shareholders of other classes in accordance with law;

h. To request the Company to repurchase their shares in the cases stipulated in Article 132 of the Law on Enterprises;

i. Other rights in accordance with this Charter and the law.

3. Shareholders or groups of shareholders holding at least 5% of the total ordinary shares shall have the following rights:

a. To examine, search, extract the minutes books and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;

b. To request the convening of a General Meeting of Shareholders in the cases stipulated in Clause 3 Article 115 of the Law on Enterprises;

c. To request the Board of Supervisors to inspect specific issues relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and must contain: full name, permanent address, nationality, Citizen Identification Card/Identity Card number, passport or other lawful personal identification of individual shareholders; name, permanent address, nationality, establishment decision number or enterprise registration number of organizational

shareholders; number of shares and registration date of shares of each shareholder, total number of shares held by the shareholder group and ownership ratio in the total shares of the Company; issues to be inspected and purposes of inspection;

d. Other rights as stipulated in this Charter.

4. Shareholders or groups of shareholders owning at least 10% of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors.

Article 13. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with the Company Charter and the regulations of the Company; and to comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

2. To pay for the shares subscribed for in accordance with regulations;

3. To provide an accurate address when registering for share subscription;

4. To fulfill other obligations in accordance with applicable laws;

5. To bear personal liability when acting in the name of the Company in any form to conduct one of the following acts:

a. Violating the law;

b. Conducting business activities and other transactions for personal gain or for the interests of other organizations or individuals;

c. Paying debts that are not yet due in the face of potential financial risks to the Company.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest decision-making authority of the Company. The annual General Meeting of Shareholders shall be held once every year. The annual General Meeting of Shareholders must be convened within four (04) months from the end of the fiscal year.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and determine an appropriate venue. The venue for the General Meeting of Shareholders must be within the territory of Vietnam. In the event that the General Meeting of Shareholders is held simultaneously at multiple locations, the meeting venue shall be deemed to be the location where the chairperson attends the meeting. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company Charter, particularly the approval of annual financial statements and financial plans for the following fiscal year.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the interests of the Company;

b. The annual balance sheet, quarterly or semi-annual reports, or audited financial statements of the fiscal year indicate that one-half of the charter capital has been lost:

c. The number of members of the Board of Directors is fewer than the number prescribed by law or fewer than one-half of the number stipulated in the Charter;

d. Shareholders or groups of shareholders specified in Clause 3 Article 12 of this Charter request the convening of a General Meeting of Shareholders by written request. Such request must clearly state the reasons and purposes of the meeting and bear the signatures of the relevant shareholders (the request may be made in multiple copies in order to collect sufficient signatures of all relevant shareholders);

e. At the request of the Board of Supervisors;

f. Other cases as prescribed by law and the Company Charter.

4. Convening of an extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the remaining number of members of the Board of Directors falls under the case specified at Point c Clause 3 Article 14 or from the date of receipt of the request specified at Points d and e Clause 3 Article 14 of this Charter.

b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a Clause 4 Article 14 of this Charter, within the following thirty (30) days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3 Article 140 of the Law on Enterprises.

c. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders in accordance with Point b Clause 4 Article 14 of this Charter, within the following thirty (30) days, the shareholders or group of shareholders making the request as prescribed at Point d Clause 3 Article 14 of this Charter shall have the right to replace the Board of Directors and the Board of Supervisors in convening the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the convening and conduct of the meeting if deemed necessary.

d. All expenses incurred for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

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

a. To approve the development orientation of the Company;

b. To decide on the classes of shares and the total number of shares of each class authorized for offering; and to decide on the annual dividend rate for each class of shares;

c. To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;

d. To decide on investments or sales of assets with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company;

e. To decide on amendments and supplements to the Company Charter;

f. To approve the annual financial statements;

g. To decide on the repurchase of more than 10% of the total sold shares of each class;

h. To review and handle violations committed by members of the Board of Directors or members of the Board of Supervisors causing damage to the Company and its shareholders;

i. To decide on the reorganization or dissolution of the Company;

j. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

k. To approve the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors and the Board of Supervisors.

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

a. Annual business plans of the Company;

b. Audited annual financial statements;

c. Reports of the Board of Directors on corporate governance and operational results of the Board of Directors and each member thereof;

d. Reports of the Board of Supervisors on the business performance of the Company and operational results of the Board of Directors and the Director (General Director);

e. Self-assessment reports on operational results of the Board of Supervisors and each member thereof;

f. Dividend level for each share of each class;

g. Number of members of the Board of Directors and the Board of Supervisors;

h. Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;

i. Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

j. Approval of the list of approved auditing firms; and decision on the approved auditing firm to inspect the Company's operations when deemed necessary;

k. Amendments and supplements to the Company Charter;

l. Classes of shares and the number of newly issued shares for each class, and transfer of shares of founding shareholders within the first three (03) years from the establishment date;

m. Division, separation, consolidation, merger or conversion of the Company;

n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

o. Decision on investments or sales of assets with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company;

p. Decision on the repurchase of more than 10% of the total sold shares of each class;

q. Approval of contracts and transactions entered into by the Company with entities specified in Clause 1 Article 167 of the Law on Enterprises where the transaction value is equal to or greater than 35% of the total asset value of the Company recorded in the latest financial statements;

r. Approval of transactions specified in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

s. Approval of the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors and the Operating Regulations of the Board of Supervisors;

t. Other matters as prescribed by law and this Charter.

3. Shareholders shall not be entitled to vote in the following cases:

a. Contracts specified in Clause 2 Article 15 of this Charter where such shareholder or a related person thereof is a party to the contract;

b. Repurchase of shares of such shareholder or related persons thereof.

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

Article 16. Authorization to Attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of institutional shareholders may directly attend meetings or authorize one or more other individuals or organizations to attend meetings, or attend meetings through one of the forms stipulated in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization of individuals or organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with civil laws and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, contents and scope of authorization, authorization term, and signatures of both the authorizing and authorized parties.

The authorized attendee of the General Meeting of Shareholders must submit the authorization document upon registration for attendance. In case of re-authorization, the attendee must additionally present the original authorization document of the shareholder or authorized representative of the institutional shareholder (if not previously registered with the Company).

3. Voting ballots of authorized attendees within the scope of authorization shall remain valid upon the occurrence of one of the following events, except where:

a. The authorizing person has died, has limited civil act capacity or has lost civil act capacity;

b. The authorizing person has revoked the authorization appointment;

c. The authorizing person has revoked the authority of the authorized person.

This provision shall not apply where the Company has received notice of one of the above events prior to the opening time of the General Meeting of Shareholders or prior to the reconvened meeting.

Article 17. Variation of Rights

1. Resolutions of the General Meeting of Shareholders (in the cases specified in Clause 2 Article 15 of this Charter relating to the share capital of the Company divided into different classes of shares) concerning the variation or cancellation of special rights attached to each class of shares shall only be passed upon written consent of holders representing at least 75% of the voting rights of the issued shares of such class.

2. Such meeting shall only be valid when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. In the event that the required quorum is not met, a reconvened meeting shall be held within thirty (30) days thereafter, and holders of shares of such class attending in person or through authorized representatives (regardless of the number of attendees and shares held) shall be deemed to constitute a sufficient quorum. At such separate meetings, holders of shares of such class present in person or through representatives may request voting by secret ballot, and each share of such class shall entitle the holder to one vote in the secret ballot.

3. Procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Article 19 and Article 21 of this Charter.

4. Unless otherwise stipulated in the terms of issuance of shares, the special rights attached to preference shares regarding certain or all matters relating to profit distribution or Company assets shall not be altered by the issuance of additional shares of the same class by the Company.

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

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Clause 3 Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following duties:

a. To prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the meeting notice. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the final registration date;

b. To determine the time and venue of the meeting;

c. To notify and send notices of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

3. Notices of invitation to the General Meeting of Shareholders shall be sent to all shareholders by methods ensuring delivery to the shareholders' contact addresses, and simultaneously published on the Company's website, the website of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send notices of invitation to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly

sent or dispatched). The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders or published on the Company's website. Where documents are not enclosed with the meeting notice, the notice must clearly specify the link to access all meeting documents, including:

a. Meeting agenda and documents to be used at the meeting;

b. List and detailed information of candidates in cases of election of members of the Board of Directors or Board of Supervisors;

c. Voting ballots;

d. Draft resolutions for each matter in the meeting agenda.

4. Shareholders or groups of shareholders referred to in Clause 3 Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the name of the shareholder, the quantity and class of shares held, and the proposed contents to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may refuse proposals related to Clause 4 Article 18 of this Charter in the following cases:

a. The proposal is not sent within the prescribed time limit or does not contain sufficient or proper contents;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 3 Article 12 of this Charter;

c. The proposed matter does not fall within the authority of the General Meeting of Shareholders for discussion and approval;

d. Other cases as prescribed by law.

6. The Board of Directors must prepare draft resolutions for each matter in the meeting agenda.

7. In the event that all shareholders representing 100% of the voting shares directly attend or attend through authorized representatives at the General Meeting of Shareholders, resolutions unanimously approved by the General Meeting of Shareholders shall be deemed valid even if the convening of the meeting does not comply with prescribed procedures or the voting contents are not included in the agenda.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall proceed when attending shareholders represent more than 50% of the total voting shares.

2. In the event that the required quorum is not present within thirty (30) minutes from the scheduled opening time of the meeting, the meeting must be reconvened within thirty (30) days from the intended date of the first General Meeting of Shareholders. The reconvened General Meeting of Shareholders shall only proceed when attending shareholders and authorized representatives represent at least 33% of the total voting shares.

3. In the event that the second meeting cannot proceed due to insufficient quorum within thirty (30) minutes from the scheduled opening time, the third General Meeting

of Shareholders may be convened within twenty (20) days from the intended date of the second meeting, and in such case the meeting shall proceed regardless of the number of shareholders or authorized representatives attending and shall be deemed valid and entitled to decide on all matters that the first General Meeting of Shareholders could have approved.

4. Upon proposal of the Chairperson, the General Meeting of Shareholders shall have the right to amend the meeting agenda enclosed with the meeting notice in accordance with Clause 3 Article 18 of this Charter.

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

1. On the date of the General Meeting of Shareholders, the Company must conduct shareholder registration procedures and continue such registration until all shareholders entitled to attend the meeting have completed registration.

2. Upon shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. During voting at the meeting, voting cards approving a resolution shall be collected first, followed by voting cards opposing the resolution, and finally the total votes in favor or against shall be counted to determine the result. The total number of votes in favor, against, or abstentions for each matter shall be announced by the Chairperson immediately after voting on such matter. The General Meeting shall elect from among the attendees persons responsible for vote counting or supervision of vote counting; if the General Meeting does not elect such persons, the Chairperson shall appoint them. The vote counting committee shall consist of no more than three (03) members.

3. Shareholders arriving late at the General Meeting of Shareholders shall have the right to immediately register and thereafter participate in and vote at the meeting. The Chairperson shall not be responsible for delaying the meeting to allow late shareholders to register, and the validity of voting conducted before the arrival of such shareholders shall not be affected.

4. The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors; in the absence of the Chairman, the Vice Chairman of the Board of Directors or a person elected by the General Meeting of Shareholders shall chair the meeting. If none of them can chair the meeting, the attending member of the Board of Directors holding the highest position shall organize the election of the Chairperson of the General Meeting of Shareholders, and such Chairperson need not be a member of the Board of Directors. The Chairman, Vice Chairman, or Chairperson elected by the General Meeting of Shareholders shall appoint a secretary to prepare the meeting minutes. In case of election of the Chairperson, the nominated Chairperson and the number of votes cast for such Chairperson must be announced.

5. Decisions of the Chairperson regarding procedures, order, or events arising outside the agenda of the General Meeting of Shareholders shall be final and binding.

6. The Chairperson of the General Meeting of Shareholders may adjourn the meeting even when the required quorum is present to another time and venue determined by the Chairperson without obtaining approval from the meeting if it is deemed that:

a. Attendees cannot be conveniently accommodated at the meeting venue;

b. The conduct of attendees causes or is likely to cause disorder at the meeting; or

c. Such adjournment is necessary for the proceedings of the meeting to be conducted validly.

In addition, the Chairperson may adjourn the meeting upon approval or request of the General Meeting of Shareholders where the required quorum is present. The maximum adjournment period shall not exceed three (03) days from the intended opening date of the meeting. The reconvened meeting shall only consider matters that could have been lawfully addressed at the adjourned meeting.

7. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to Clause 6 Article 20 of this Charter, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson in conducting the meeting until completion, and the validity of resolutions passed at such meeting shall not be affected.

8. The Chairperson or the Secretary of the meeting may carry out activities deemed necessary to conduct the General Meeting of Shareholders in a lawful and orderly manner, or to ensure that the meeting reflects the wishes of the majority of attendees.

9. The Board of Directors may require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo inspection or security measures deemed appropriate by the Board of Directors. In the event that a shareholder or authorized representative fails to comply with such inspection or security measures, the Board of Directors, after careful consideration, may refuse or expel such shareholder or representative from attending the General Meeting.

10. The Board of Directors, after careful consideration, may implement measures deemed appropriate by the Board of Directors to:

a. Regulate the number of persons present at the principal venue of the General Meeting of Shareholders;

b. Ensure the safety of persons present at such venue;

c. Facilitate attendance (or continued attendance) by shareholders at the meeting.

The Board of Directors shall have full authority to modify the above measures and apply all measures deemed necessary. Such measures may include issuance of entry passes or use of other selection methods.

11. In the event that the above measures are applied at the General Meeting of Shareholders, the Board of Directors, when determining the meeting venue, may:

a. Announce that the meeting shall be conducted at the venue stated in the notice and that the Chairperson shall be present there ("Principal Venue of the Meeting");

b. Arrange and organize for shareholders or authorized representatives unable to attend the meeting under this Clause, or those wishing to participate at a location other than the Principal Venue of the Meeting, to simultaneously attend the General Meeting.

The notice of meeting is not required to specify details of the organizational measures under this Clause.

12. In this Charter (unless otherwise required by the context), all shareholders shall be deemed to participate in the meeting at the Principal Venue of the Meeting.

The Company must hold the General Meeting of Shareholders at least once every year. The annual General Meeting of Shareholders shall not be conducted in the form of written opinion collection.

13. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises.

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

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all attending shareholders:

a. Classes of shares and total number of shares of each class;

b. Changes in business lines, trades and business sectors;

c. Changes in the organizational and management structure of the Company;

d. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the latest financial statements of the Company;

e. Reorganization or dissolution of the Company;

f. Amendments and supplements to the Company Charter.

2. Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all attending shareholders, except for the cases specified in Clause 1 of this Article and Article 148 of the Law on Enterprises.

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

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

1. The Board of Directors has the right to solicit shareholders' written opinions for the approval of resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, including the cases specified in Clause 2, Article 147 of the Law on Enterprises 2020.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. Opinion collection ballots together with draft resolutions and explanatory documents must be sent by a method ensuring delivery to the permanent address of each shareholder.

3. An opinion collection ballot must contain the following principal contents:

a. Name and address of the head office, number and issuance date of the Enterprise Registration Certificate, and place of business registration of the Company;

b. Purpose of the opinion collection;

c. Full name, permanent address, nationality, Citizen Identification Card/Identity Card number, passport or other lawful personal identification of an individual shareholder; name, permanent address, nationality, establishment decision number or enterprise registration number of a shareholder or authorized representative of an institutional shareholder; number of shares of each class and voting rights of the shareholder;

d. Matters to be voted on for adoption of resolutions;

e. Voting options including approval, disapproval, and abstention;

f. Deadline for returning completed opinion collection ballots to the Company;

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

4. Shareholders may send completed opinion collection ballots to the Company by one of the following methods:

a. By mail. The completed opinion collection ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. Ballots sent to the Company must be enclosed in sealed envelopes and no person shall open them before the vote counting;

b. By fax or electronic mail. Opinion collection ballots sent to the Company by fax or electronic mail must remain confidential until the time of vote counting.

Opinion collection ballots received by the Company after the deadline specified in the ballot, or ballots opened in the case of mail delivery, or disclosed in the case of fax or electronic mail, shall be invalid. Ballots not returned to the Company shall be deemed as non-voting ballots.

5. The Board of Directors shall conduct vote counting and prepare the vote counting minutes under the supervision of the Board of Supervisors or shareholders not holding managerial positions in the Company. The vote counting minutes must contain the following principal contents:

a. Name and address of the head office, number and issuance date of the Enterprise Registration Certificate, and place of business registration;

b. Purpose and matters for opinion collection to adopt resolutions;

c. Number of shareholders and total voting shares participating in the voting, including the number of valid and invalid ballots, attached with the list of shareholders participating in the voting;

d. Total number of votes in favor, against, and abstentions for each matter;

e. Resolutions adopted;

f. Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote counting supervisors;

g. 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 minutes and jointly liable for damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. Vote counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the completion date of vote counting. The sending of vote counting

minutes and resolutions may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of vote counting.

7. Completed opinion collection ballots, vote counting minutes, full texts of adopted resolutions, and related documents attached to the opinion collection ballots must be retained at the Company's head office.

8. Resolutions adopted by way of collecting written opinions of shareholders shall be valid if approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote, and such resolutions shall have the same validity as resolutions adopted at a meeting of the General Meeting of Shareholders.

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

The chairperson of the General Meeting of Shareholders shall be responsible for organizing the retention of minutes of the General Meeting of Shareholders and sending them to all shareholders within fifteen (15) days from the closing date of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders shall be deemed authentic evidence of matters conducted at the General Meeting of Shareholders unless objections to the contents of the minutes are raised in accordance with prescribed procedures within ten (10) days from the date the minutes are sent. The minutes must be prepared in Vietnamese, signed for certification by the Chairperson and the Secretary of the meeting, and prepared in accordance with the Law on Enterprises and this Charter. Records, minutes, attendance signature books of attending shareholders and authorization documents for attendance must be retained at the head office of the Company.

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

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the vote counting minutes of written opinion collection of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2 Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to consider and cancel the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening meetings and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 7 Article 18 of this Charter;

2. The contents of the resolution violate the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of from three (03) to five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously expire their terms, such members shall

continue to act as members of the Board of Directors until new members are elected to replace and assume the work.

3. The structure of the Board of Directors shall be as follows:

The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must satisfy the following requirements:

a. At least one (01) independent member where the Company has from three (03) to five (05) members of the Board of Directors;

b. At least two (02) independent members where the Company has from six (06) to eight (08) members of the Board of Directors;

c. At least three (03) independent members where the Company has from nine (09) to eleven (11) members of the Board of Directors.

4. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors if dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. Members of the Board of Directors are not necessarily required to be shareholders of the Company.

Article 26. Rights and Obligations of the Board of Directors

1. The business activities and affairs of the Company shall be managed or directed by the Board of Directors. The Board of Directors is vested with full authority to exercise all rights on behalf of the Company except for matters falling within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall be responsible for supervising the Director or General Director and other managers.

3. The rights and obligations of the Board of Directors shall be prescribed by law, the Charter, internal regulations of the Company and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and duties:

a. To decide on annual production, business development plans and annual budgets;

b. To determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

c. To appoint and dismiss managers of the Company upon proposal of the Director or General Director and decide on their salaries;

d. To decide on the organizational structure of the Company;

e. To resolve complaints of the Company against managers and decide on the appointment of representatives of the Company to resolve matters relating to legal proceedings against such managers;

f. To propose classes of shares that may be issued and the total number of shares to be issued for each class;

g. To propose issuance of bonds, convertible bonds and warrants entitling holders to purchase shares at predetermined prices; and to decide on issuance of non-convertible bonds;

h. To decide on offering prices of bonds, shares and convertible securities;

i. To appoint, dismiss or remove the Director or General Director, managers or representatives of the Company when the Board of Directors considers such action to be in the best interests of the Company. Such dismissal shall not contravene contractual rights of dismissed persons (if any);

j. To propose annual dividend rates and determine interim dividend rates; and organize dividend payments;

k. To propose restructuring or dissolution of the Company.

4. The following matters must be approved by the Board of Directors:

a. Addition of business lines and establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope prescribed in Clause 2 Article 153 of the Law on Enterprises, the Board of Directors shall from time to time decide on implementation, amendment and cancellation of major contracts of the Company (including contracts for purchase, sale, merger, acquisition and joint venture);

d. Appointment and dismissal of persons authorized by the Company as commercial representatives and lawyers of the Company;

e. Borrowings and implementation of mortgages, security interests, guarantees and indemnities of the Company;

f. Investments outside the business plan and budget exceeding 10% of the value of the annual business plan and budget;

g. Purchase or sale of shares in other companies established in Vietnam or abroad;

h. Valuation of non-cash assets contributed to the Company relating to issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

i. Purchase or redemption by the Company of not more than 10% of each class of shares;

j. Business matters or transactions that the Board determines require approval within its authority and responsibility;

k. Decision on purchase or redemption prices of shares of the Company.

5. The Board of Directors must report to the General Meeting of Shareholders on its activities, particularly on the supervision by the Board of Directors over the Director

or General Director and other managers during the fiscal year. In the event that the Board of Directors fails to submit such report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not approved by the Board of Directors.

6. Unless otherwise provided by law and this Charter, the Board of Directors may authorize subordinate employees and managers to handle affairs on behalf of the Company.

7. Members of the Board of Directors (excluding authorized alternate representatives) shall be entitled to remuneration for their work in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. Such remuneration shall be allocated among members of the Board of Directors according to agreement within the Board of Directors or equally allocated in the absence of such agreement.

8. The total remuneration paid to members of the Board of Directors and remuneration paid to each member must be detailed in the annual report of the Company.

9. Members of the Board of Directors holding executive positions (including the positions of Chairman or Vice Chairman), or members serving on committees of the Board of Directors, or performing duties which in the opinion of the Board of Directors are beyond the ordinary scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of lump-sum payments, salaries, commissions, percentages of profits, or other forms as decided by the Board of Directors.

10. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation and other reasonable expenses incurred in performing their responsibilities as members of the Board of Directors, including expenses arising from attendance at meetings of the Board of Directors, committees of the Board of Directors, or the General Meeting of Shareholders.

Article 27. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company shall be entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. The total remuneration and bonus amount of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax, separately presented in the annual financial statements of the Company and reported to the General Meeting of Shareholders at the annual meeting.

Article 28. Chairman and Vice Chairman of the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors shall elect from among the members of the Board of Directors one Chairman and one Vice Chairman.

2. The Chairman of the Board of Directors shall be responsible for convening and chairing meetings of the General Meeting of Shareholders and meetings of the Board of Directors, and shall have other rights and obligations as prescribed in this Charter and the Law on Enterprises.

The Vice Chairman shall have the same rights and obligations as the Chairman in the event of authorization by the Chairman, provided that the Chairman has notified the Board of Directors of his/her absence or inability to perform duties due to force majeure events or incapacity. In such cases, if the Chairman does not designate the Vice Chairman to act on his/her behalf, the remaining members of the Board of Directors shall appoint the Vice Chairman. Where both the Chairman and the Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another member among themselves to perform the duties of the Chairman based on the principle of simple majority.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports and supervisory reports of the Board of Directors to the shareholders at the General Meeting of Shareholders.

4. In the event that both the Chairman and the Vice Chairman of the Board of Directors resign or are dismissed, the Board of Directors must elect replacement persons within ten (10) days.

Article 29. Meetings of the Board of Directors

1. In cases where the Board of Directors elects the Chairman, the first meeting of the Board of Directors for a new term to elect the Chairman and make other decisions within its authority must be held within seven (07) working days from the date of completion of the election of the Board of Directors for such term. This meeting shall be convened by the member receiving the highest number of votes. In the event that more than one member receives the highest and equal number of votes, the elected members shall, based on the principle of majority vote, select one among them to convene the meeting of the Board of Directors.

2. Regular meetings. The Chairman of the Board of Directors must convene meetings of the Board of Directors, prepare the agenda, determine the time and venue of the meeting at least seven (07) days prior to the scheduled meeting date. The Chairman may convene meetings whenever deemed necessary, but at least once every quarter.

3. Extraordinary meetings. The Chairman must convene a meeting of the Board of Directors without undue delay where there are valid grounds upon written request stating the purpose of the meeting and matters to be discussed from one of the following persons or bodies:

a. The Director or General Director (General Manager) or at least five (05) managers;
b. Two (02) members of the Board of Directors;
c. The Chairman of the Board of Directors;
d. The Supervisory Board or an independent member of the Board of Directors.

4. Meetings of the Board of Directors referred to in Clause 3 of this Article 29 must be held within seven (07) days from the date of the request for such meeting. In the event that the Chairman of the Board of Directors refuses to convene the meeting as requested, the Chairman shall be liable for any damage caused to the Company; the requesting person(s) shall have the right to replace the Chairman in convening the meeting of the Board of Directors.

5. Upon request of the independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meeting venue. Meetings of the Board of Directors shall be held at the registered office of the Company or at other locations in Vietnam or overseas as decided by the Chairman of the Board of Directors and approved by the Board of Directors.

7. Notice and meeting agenda. Notice of a meeting of the Board of Directors must be sent to members of the Board of Directors at least five (05) days prior to the meeting date. Members of the Board of Directors may waive the notice requirement in writing, and such waiver may have retrospective effect.

The notice of meeting must be made in Vietnamese and must fully specify the agenda, time and venue of the meeting, together with necessary documents relating to matters to be discussed and voted on at the meeting and voting forms for members unable to attend the meeting.

The notice of meeting may be sent by post, fax, email or other means, provided that it is delivered to the registered address of each member of the Board of Directors kept at the Company.

8. A meeting of the Board of Directors shall be validly conducted when at least three-fourths (3/4) of the total members are present. In the event that the meeting convened pursuant to this Clause does not have the required quorum, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be validly conducted if more than one-half of the members of the Board of Directors are present.

9. Voting:

a. Except as provided in Point b Clause 9 of this Article 29, each member of the Board of Directors or his/her authorized representative personally present at the meeting of the Board of Directors shall have one (01) vote;

b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or his/her related person has interests that conflict or may conflict with the interests of the Company. Such member shall not be counted toward the minimum quorum required for a meeting of the Board of Directors in relation to resolutions on which such member is not entitled to vote;

c. Pursuant to Point d Clause 9 of this Article 29, where an issue arises at a meeting of the Board of Directors concerning the extent of interests of a member of the Board of Directors or concerning the voting rights of a member, and such issue cannot be resolved by voluntary abstention of such member, the issue shall be referred to the chairperson of the meeting. The decision of the chairperson relating to all other members of the Board of Directors shall be final and binding, except where the nature or scope of the relevant member's interests has not been adequately disclosed;

d. A member of the Board of Directors benefiting from a contract as provided in Points a and b Clause 4 Article 44 of this Charter shall be deemed to have a material interest in such contract. Disclosure of interests. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction entered into or proposed to be entered into with the Company and who is aware of such interest must disclose the nature and contents of such interest at the meeting where the Board of Directors first

considers the execution of such contract or transaction. Alternatively, such member may disclose the interest at the first meeting of the Board of Directors held after such member becomes aware that he/she has or will have interests in the relevant transaction or contract.

10. Majority voting. The Board of Directors shall pass resolutions and make decisions based on approval by the majority of members of the Board of Directors present at the meeting (more than 50%). In the event of an equal number of votes for and against, the vote of the Chairman shall be the casting vote.

11. Meetings by telephone or other means. A meeting of the Board of Directors may be organized in the form of discussions among members where all or some members are in different locations, provided that each participating member is able to:

a. Hear every other participating member speaking during the meeting;
b. If desired, speak simultaneously to all other participating members.

Communications among members may be conducted directly by telephone or through other means of communication (whether such means existed at the time this Charter was adopted or are developed later), or by a combination of such methods. Under this Charter, a member participating in such meeting shall be deemed to be "present" at the meeting. The venue of the meeting organized in accordance with this Clause shall be the place where the largest group of members of the Board of Directors is assembled, or if there is no such group, the place where the chairperson of the meeting is present.

Resolutions adopted at a telephone meeting duly organized and conducted shall take effect immediately upon conclusion of the meeting but must be confirmed by signatures in the minutes by all members of the Board of Directors attending such meeting.

12. Written resolutions. A written resolution must bear the signatures of all of the following members of the Board of Directors:

a. Members entitled to vote on such resolution at a meeting of the Board of Directors;
b. The number of participating members must not be lower than the minimum quorum required for a meeting of the Board of Directors.

Such resolution shall have the same validity and effect as a resolution adopted by the members of the Board of Directors at a duly convened and conducted meeting. A resolution may be adopted by using multiple copies of the same document, provided that each copy bears at least one signature of a member.

13. Minutes of meetings of the Board of Directors. The Chairman of the Board of Directors shall be responsible for sending the minutes of meetings of the Board of Directors to members, and such minutes shall be deemed conclusive evidence of the matters conducted at such meetings unless objections to the contents of the minutes are raised within ten (10) days from the date of dispatch. Minutes of meetings of the Board of Directors must be made in Vietnamese and signed by the chairperson and the minute-taker of the meeting. The chairperson and the minute-taker shall be responsible for the truthfulness and accuracy of the contents of the meeting minutes.

14. Committees of the Board of Directors. The Board of Directors may establish and delegate authority to committees under its authority. Members of a committee may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. In exercising delegated authority, such

committees must comply with regulations prescribed by the Board of Directors. Such regulations may permit the appointment of persons who are not members of the Board of Directors to such committees and permit such persons to vote as committee members, provided that (a) The number of external members must be less than one-half of the total number of committee members and (b) Resolutions of committees shall only be effective when approved by the majority of attending and voting committee members who are members of the Board of Directors.

15. Legal validity of acts. Acts performed in implementation of resolutions of the Board of Directors, committees under the Board of Directors, or persons acting as committee members of the Board of Directors shall remain legally valid notwithstanding any defects in the election or appointment of members of such committees or the Board of Directors.

Article 30. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support the corporate governance activities of the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing organization currently auditing the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a. Advising the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and shareholders;

b. Preparing meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c. Advising on meeting procedures;

d. Attending meetings;

dd. Advising on procedures for preparation of resolutions of the Board of Directors in compliance with the provisions of law;

e. Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;

g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;

h. Acting as the contact point with stakeholders;

i. Maintaining confidentiality of information in accordance with the provisions of law and the Company's Charter;

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

CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 31. Organizational Structure

The Company shall establish a management system under which the management apparatus shall be responsible to and under the direction of the Board of Directors. The Company shall have a Director or General Director (General Manager), one or more Deputy Directors or Deputy General Directors (Deputy General Managers), and a Chief Accountant appointed by the Board of Directors. The General Director and Deputy Directors or Deputy General Directors may concurrently serve as members of the Board of Directors and shall be appointed or dismissed by the Board of Directors through duly adopted resolutions.

Article 32. Executives of the Company

1. Executives of the Company include the General Director, Deputy General Directors, Chief Accountant and other executives as prescribed in the Company's Charter.

2. Upon the proposal of the General Director and subject to approval by the Board of Directors, the Company may recruit other executives in numbers and with qualifications appropriate to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Executives must be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

Article 33. Appointment and Dismissal of the General Director

1. Appointment: The Board of Directors shall appoint either one of its members or another person as the General Director and shall enter into a contract specifying salary, remuneration, benefits and other terms relating to employment. Information regarding the salary, allowances and benefits of the Director or General Director must be reported at the annual General Meeting of Shareholders and disclosed in the annual report of the Company.

2. Term of office: The term of office of the General Director shall be five (05) years unless otherwise decided by the Board of Directors and may be renewed upon reappointment. Such appointment may terminate pursuant to the provisions of the labor contract. The Director or General Director must not be persons prohibited by law from holding such position, including minors, persons lacking legal capacity, persons sentenced to imprisonment, persons currently serving prison sentences, members of the armed forces, state officials and civil servants, and persons adjudged to have caused bankruptcy of companies previously managed by them.

3. Reporting to the Board of Directors and shareholders: The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to such bodies upon request.

4. Dismissal: The Board of Directors may dismiss the General Director upon approval by at least two-thirds of the members of the Board of Directors voting in favor (in such case, the vote of the General Director shall not be counted) and appoint a

replacement General Director. A dismissed General Director shall have the right to object to such dismissal at the next nearest General Meeting of Shareholders.

Article 34. Company Secretary.

The Board of Directors shall appoint a person to act as the Company Secretary with a term of office and conditions as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal is not contrary to the prevailing labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

a. Organizing meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Chairman of the Board of Directors or the Board of Supervisors;

b. Recording minutes of meetings;

c. Advising on procedures of meetings;

d. Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and the Board of Supervisors.

The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with the law and the Charter of the Company.

CHAPTER IX. BOARD OF SUPERVISORS

Article 35. Nomination and Candidacy for Members of the Board of Supervisors (Supervisors).

Supervisors must satisfy the following standards and conditions:

1. Be trained in one of the following disciplines: finance, accounting, auditing, law or business administration and have at least three (03) years of working experience. The Head of the Board of Supervisors must have at least five (05) years of working experience related to the trained discipline of finance, accounting, auditing, law or business administration.

2. Not work in the accounting or finance department of the Company.

3. Not be the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling, brother-in-law or sister-in-law of the following persons:

a. The head or deputy head of the agency representing the owner of the Company;

b. Members of the Members' Council of the Company;

c. Deputy Directors or Deputy General Directors and the Chief Accountant of the Company;

d. Other Supervisors of the Company.

4. Must not concurrently serve as Director or General Director of another enterprise.

5. Must not concurrently serve as Supervisor, member of the Members' Council or member of the Board of Directors of a non-state-owned enterprise.

Article 36. Composition of the Board of Supervisors

The Board of Supervisors shall consist of from three (03) to five (05) Supervisors. The term of office of a Supervisor shall not exceed five (05) years and Supervisors may be re-appointed; however, each individual may only be appointed as Supervisor of one Company for no more than two (02) terms.

Article 37. Head of the Board of Supervisors

The Supervisors shall elect one of themselves as the Head of the Board of Supervisors. More than half of the members of the Board of Supervisors must permanently reside in Vietnam. The Head of the Board of Supervisors must hold a university degree.

In the event that, upon expiry of the term of office, the new Board of Supervisors has not yet been elected, the outgoing Supervisors shall continue to exercise their rights and perform their duties until the new Supervisors are elected and assume their duties.

Article 38. Rights and Obligations of the Board of Supervisors

1. The Board of Supervisors shall supervise the Board of Directors and the Director (General Director) in the management and operation of the Company and shall be responsible before the General Meeting of Shareholders for the performance of its assigned duties.

2. To inspect the reasonableness, legality, truthfulness and prudence in the management and administration of business operations, the organization of accounting and statistical work, and the preparation of financial statements.

3. To examine reports on business performance, annual and semi-annual financial statements of the Company, and reports evaluating the management performance of the Board of Directors.

To submit reports on the examination of financial statements, annual business performance reports of the Company and reports evaluating the management performance of the Board of Directors to the General Meeting of Shareholders at the annual meeting.

4. To examine accounting books, accounting records and other documents of the Company, and the management and operation of the Company when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the 2020 Law on Enterprises.

5. Upon request of shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the 2020 Law on Enterprises, the Board of Supervisors shall conduct inspections within seven (07) working days from the date of receipt of such request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors must submit explanatory reports on the matters requested for inspection to the Board of Directors and the requesting shareholder(s) or group of shareholders.

The inspections conducted by the Board of Supervisors under this Clause must not obstruct the normal operations of the Board of Directors or disrupt the management and business operations of the Company.

6. To propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure, supervision and management of the Company's business operations.

7. Upon detecting that any member of the Board of Directors, Director or General Director has violated Article 165 of the 2020 Law on Enterprises, the Board of Supervisors must immediately notify the Board of Directors in writing, request the violating person to terminate the violation and adopt remedial measures.

8. To engage independent consultants or the internal audit department of the Company to perform assigned duties.

9. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

Article 39. Right of the Board of Supervisors to Access Information

1. Notices of invitation to meetings, voting forms for members of the Board of Directors and accompanying documents must be sent to the Supervisors at the same time and in the same manner as those sent to members of the Board of Directors.

2. Resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors must be sent to the Supervisors at the same time and in the same manner as those sent to shareholders and members of the Board of Directors.

3. Supervisors shall have the right to access files and documents of the Company kept at the head office, branches and other locations; and shall have the right to visit the workplaces of managers and employees of the Company during working hours.

4. The Board of Directors, members of the Board of Directors, the Director or General Director and other managers must provide complete, accurate and timely information and documents regarding the management, administration and business operations of the Company at the request of a member of the Board of Supervisors or the Board of Supervisors.

Article 40. Responsibilities of Members of the Board of Supervisors

1. To comply with the law, the Charter of the Company, resolutions of the General Meeting of Shareholders and professional ethics in performing assigned rights and obligations.

2. To perform assigned rights and obligations honestly, prudently and to the best of their ability in order to ensure the maximum lawful interests of the Company.

3. To be loyal to the interests of the Company and its shareholders; not to use information, know-how, business opportunities of the Company, position, title or assets of the Company for personal gain or for the benefit of other organizations or individuals.

4. In case of violation causing damage to the Company or other persons, the Supervisor must bear personal liability or joint liability for compensation of such damage. Any income and other benefits obtained by the Supervisor must be returned to the Company.

5. In case a Supervisor is found to have violated assigned rights and obligations, the Board of Directors must notify the Board of Supervisors in writing; request the violating person to cease the violation and adopt remedial measures.

Article 41. Dismissal of Supervisors

A Supervisor shall be dismissed in the following cases:

a. No longer satisfying the standards and conditions for being a Supervisor as stipulated in Article 35 of this Charter;

b. Failing to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;

c. Submitting a resignation letter which is accepted.

Article 42. Meetings of the Board of Supervisors

1. The Board of Supervisors must hold at least two (02) meetings each year, with at least two-thirds (2/3) of the members attending the meeting. Minutes of meetings of the Board of Supervisors must be prepared in detail and clearly. The minute recorder and attending members of the Board of Supervisors must sign the minutes of the meeting. Minutes of meetings of the Board of Supervisors must be retained in order to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors shall have the right to request members of the Board of Directors, the Director (General Director) and representatives of the approved auditing organization to attend meetings and clarify issues requiring explanation.

Article 43. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors

1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salaries, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable accommodation, travel and expenses for using independent consulting services. The total remuneration and such expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

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

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

Article 44. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, the General Director and managers shall not be permitted to use business opportunities that may benefit the Company for personal purposes; nor may they use information obtained by virtue of their positions for personal gain or for the benefit of other organizations or individuals.

2. Members of the Board of Directors, the General Director and managers are obligated to notify the Board of Directors of all interests that may conflict with the interests of the Company which they may enjoy through economic entities, transactions

or other individuals. The above-mentioned persons may only use such opportunities when members of the Board of Directors without related interests have resolved not to pursue the matter.

3. The Company shall not provide loans, guarantees or credit facilities to members of the Board of Directors, the General Director, managers and their family members or legal entities in which such persons have financial interests, unless otherwise decided by the General Meeting of Shareholders.

4. Any contract or transaction between the Company and one or more members of the Board of Directors, the General Director, managers or their related persons, or companies, partners, associations or organizations in which one or more members of the Board of Directors, managers or their related persons are members or have related financial interests, shall not be invalidated due to such relationships, or because such member of the Board of Directors or manager is present at or participates in the relevant meeting or in the Board of Directors or sub-committee that authorizes the implementation of such contract or transaction, or because their votes are counted for such purpose, provided that:

a. For contracts valued at less than 20% of the total asset value recorded in the latest financial statements, material elements of the contract or transaction and the relationships and interests of the manager or member of the Board of Directors have been reported to the Board of Directors or the relevant sub-committee. At the same time, such Board of Directors or sub-committee has approved the contract or transaction in good faith by a majority vote of the members of the Board of Directors having no related interests; or

b. For contracts valued at more than 20% of the total asset value recorded in the latest financial statements, material elements of such contract or transaction and the relationships and interests of the manager or member of the Board of Directors have been disclosed to shareholders without related interests who are entitled to vote on such matter, and such shareholders have voted in favor of such contract or transaction;

c. Such contract or transaction is considered fair and reasonable by an independent consulting organization in all aspects relating to the shareholders of the Company at the time such transaction or contract is authorized, approved or ratified by the Board of Directors, a sub-committee under the Board of Directors or the shareholders.

Members of the Board of Directors, the General Director, managers or their related persons shall not be permitted to buy, sell or otherwise trade shares of the Company or its subsidiaries at the time they possess information that is certain to affect the price of such shares while other shareholders are unaware of such information.

Article 45. Liability for Damages and Indemnification

1. **Liability for Damages:** Members of the Board of Directors, the General Director and other executives who violate their duty to act honestly or fail to perform their duties with due care, diligence and professional competence shall be liable for damages caused by their violations.

2. **Indemnification:** The Company shall indemnify persons who have been, are, or may become a related party in complaints, lawsuits or prosecutions that have been, are being or may be initiated, whether civil or administrative proceedings (excluding litigation initiated by the Company or under the authority of the Company), if such

person has been or is a member of the Board of Directors, manager, employee or authorized representative of the Company (or a subsidiary of the Company), or has acted at the request of the Company (or a subsidiary of the Company) as a member of the Board of Directors, manager, employee or authorized representative of another company, partnership, joint venture, trust or other legal entity. Indemnifiable expenses include incurred expenses (including attorney's fees), judgment expenses, fines and amounts actually paid or considered reasonable in settlement of such matters to the extent permitted by law, provided that such person acted honestly, prudently, diligently and with professional competence in a manner that such person believed to be in or not contrary to the best interests of the Company, on the basis of compliance with the law and without any finding or determination that such person had breached his/her responsibilities. The Company may purchase insurance for such persons against the indemnification liabilities mentioned above.

CHAPTER XI. RIGHTS TO INSPECT COMPANY BOOKS AND RECORDS

Article 46. Rights to Inspect Books and Records

1. Shareholders or groups of shareholders referred to in Clause 2, Article 12 of this Charter shall have the right, either directly or through a lawyer or authorized representative, to submit a written request to inspect during working hours and at the Company's principal place of business the shareholders register, minutes of the General Meeting of Shareholders, and to copy or extract such records. Requests for inspection made by a lawyer or other authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder represented or a notarized copy thereof.

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

3. The Company shall keep this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and any other documents as required by law at its head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are stored.

4. Shareholders shall be entitled to receive one copy of the Company Charter free of charge. In the event the Company maintains its own website, this Charter must be published on such website.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 47. Employees and Trade Union

The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, employment, dismissal, salaries, social insurance, welfare, rewards, and disciplinary actions applicable to managers and employees, as well as the Company's relationship with recognized trade union

organizations in accordance with best management standards, practices and policies, the provisions of this Charter, the Company's internal regulations, and applicable laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 48. Profit Distribution

1. Subject to resolutions of the General Meeting of Shareholders and in accordance with the provisions of law, dividends shall be declared and paid out of the retained earnings of the Company, but shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders.

2. In accordance with the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it considers that such payment is consistent with the profitability of the Company.

3. The Company shall not pay interest on dividend amounts or any other amounts payable in relation to any class of shares.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in specific assets (such as fully paid-up shares or bonds issued by another company), and the Board of Directors shall be the body responsible for implementing such resolution.

5. Where dividends or other amounts relating to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong and may do so by cheque or payment order sent by post to the registered address of the entitled shareholder, and any risks arising therefrom (from the shareholder's registered address) shall be borne by such shareholder. In addition, dividend payments or other cash payments relating to a class of shares may be made by bank transfer where the Company has been provided with the shareholder's banking details sufficient to permit direct transfer to the shareholder's bank account. In the event that the Company has transferred funds in accordance with the banking details provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred to the entitled shareholder. Dividend payments in respect of shares listed on the Stock Exchange/Securities Trading Center may be made through securities companies or the Securities Depository Center.

6. Subject to approval by the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares shall receive dividends in the form of ordinary shares instead of cash dividends. Such additional shares issued for dividend payment purposes shall be deemed fully paid-up on the basis that the value of the dividend shares is equivalent to the cash dividend amount.

7. Pursuant to the Law on Enterprises, the Board of Directors may pass a resolution specifying a particular date as the Company's record date. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents. Such record date may be on the same date as or prior to the implementation of such entitlements. This shall not affect the rights of the parties to any transfer transaction involving shares or related securities.

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

CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 49. Bank Accounts

1. The Company shall open accounts at a Vietnamese bank or at foreign banks licensed to operate in Vietnam.

2. Subject to prior approval from the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts opened by the Company at banks.

Article 50. Reserve Fund for Supplementation of Charter Capital

Annually, the Company shall appropriate from its after-tax profits an amount to the reserve fund for supplementation of charter capital in accordance with the provisions of law. Such appropriation shall not exceed 5% of the Company's after-tax profits and shall continue until the reserve fund reaches 10% of the Company's charter capital.

Article 51. Fiscal Year

The fiscal year of the Company shall commence on the first day of January each year and end on the 31st day of December of the same year.

Article 52. Accounting System

1. The accounting system used by the Company shall be the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.

2. The Company shall maintain accounting books and records in Vietnamese. The Company shall retain accounting records appropriate to the nature of the business activities in which the Company engages. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnam Dong as the accounting currency.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS

Article 53. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company shall prepare annual financial statements in accordance with the provisions of law and regulations of the State Securities Commission, and such statements must be audited in accordance with Article 55 of this Charter. Within ninety (90) days from the end of each fiscal year, the Company shall submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange/Securities Trading Center, and the business registration authority.

2. The annual financial statements shall include the statement of business performance accurately and objectively reflecting the Company's profit and loss situation during the fiscal year, and the balance sheet accurately and objectively reflecting the Company's operational status up to the reporting date, the cash flow statement, and notes to the financial statements. In the event the Company is a parent company, in addition to the annual financial statements, it shall also include consolidated

balance sheets reflecting the operational status of the Company and its subsidiaries at the end of each fiscal year.

3. The Company shall prepare semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange/Securities Trading Center.

4. Audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements must be disclosed in accordance with the securities laws and published on the Company's website.

5. Organizations and individuals concerned shall have the right to inspect or copy audited annual financial statements, semi-annual reports, and quarterly reports during the Company's working hours at the Company's head office and must pay a reasonable copying fee.

Article 54. Information Disclosure and Public Notices

Annual financial statements and accompanying supporting documents must be publicly disclosed in accordance with the regulations of the State Securities Commission and submitted to the relevant tax authority and business registration authority in accordance with the provisions of the Law on Enterprises.

CHAPTER XVI. COMPANY AUDIT

Article 55. Audit

1. At the Annual General Meeting of Shareholders, an independent auditing firm legally operating in Vietnam and approved by the State Securities Commission to audit listed companies shall be appointed to conduct the audit of the Company for the following fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The Company shall prepare and submit its annual financial statements to the independent auditing firm after the end of each fiscal year.

3. The independent auditing firm shall examine, certify, and report on the annual financial statements, specifying the Company's revenues and expenditures, prepare an audit report, and submit such report to the Board of Directors within two (02) months from the end of the fiscal year. Auditors conducting the audit for the Company must be approved by the State Securities Commission.

4. A copy of the audit report shall be attached to each annual accounting report of the Company.

5. Auditors conducting the audit of the Company shall be entitled to attend all General Meetings of Shareholders, receive notices and other information relating to General Meetings of Shareholders which shareholders are entitled to receive, and express opinions at such meetings on matters relating to the audit.

CHAPTER XVII. COMPANY SEAL

Article 56. Company Seal

1. The Board of Directors shall decide on the official seal of the Company, and such seal shall be engraved in accordance with the provisions of law.

2. The Board of Directors and the General Director shall use and manage the seal in accordance with the applicable laws.

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 57. Dissolution/Termination of Operation of the Company

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

a. Expiry of the operating term stated in the Company Charter without any resolution on extension;

b. The Company is declared bankrupt by a court in accordance with applicable laws;

c. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;

d. Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended operating term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authorities (if required) in accordance with regulations.

Article 58. Deadlock Between Members of the Board of Directors and Shareholders

Unless otherwise provided in this Charter, shareholders holding one-half of the outstanding voting shares in the election of members of the Board of Directors shall have the right to petition the court for dissolution on one or more of the following grounds:

1. The members of the Board of Directors fail to reach agreement in managing the affairs of the Company, resulting in the inability to obtain the number of votes required for the Board of Directors to operate.

2. The shareholders fail to reach agreement and therefore cannot obtain the number of votes required to elect members of the Board of Directors.

3. Internal disputes and divisions among two or more groups of shareholders exist to the extent that dissolution would be more beneficial for all shareholders.

Article 59. Extension of Operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven months before the expiry of the operating term so that shareholders may vote on extending the Company's operation for an additional period upon the proposal of the Board of Directors.

2. The operating term shall be extended if approved by shareholders representing at least 65% of the total votes of shareholders with voting rights attending in person or through authorized representatives at the General Meeting of Shareholders.

Article 60. Liquidation

1. At least six months before the expiry of the Company's operating term or upon issuance of a resolution on dissolution of the Company, the Board of Directors shall establish a Liquidation Committee consisting of three members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation

Committee may be selected from among the Company's employees or independent experts. All expenses relating to the liquidation shall be paid by the Company in priority over other liabilities of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority the date of its establishment and commencement of operation. From that time onward, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:

a. Liquidation expenses;

b. Salaries and insurance expenses for employees;

c. Taxes and tax-related obligations payable by the Company to the State;

d. Loans (if any);

e. Other liabilities of the Company;

f. The remaining balance after payment of all liabilities specified in items (a) through (e) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

CHAPTER XIX. RESOLUTION OF INTERNAL DISPUTES

Article 61. Resolution of Internal Disputes

1. In the event of any dispute or complaint relating to the operations of the Company or to the rights of shareholders arising from this Charter or from any rights or obligations prescribed by the Law on Enterprises, other laws, or administrative regulations, between:

a. Shareholders and the Company;

b. Shareholders and the Board of Directors, the Supervisory Board, the Director or General Director, or senior managers.

The relevant parties shall endeavor to resolve such dispute through negotiation and conciliation. Except for disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and request each party to present the factual matters relating to the dispute within ten (10) working days from the date the dispute arises. In the event the dispute relates to the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to act as arbitrator for the dispute resolution process.

2. If no conciliation decision is reached within six weeks from the commencement of the conciliation process, or if the conciliator's decision is not accepted by the parties, either party may submit the dispute to an Economic Arbitration Center or an Economic Court.

3. The parties shall bear their own costs relating to negotiation and conciliation procedures. Court costs shall be borne by the party as determined by the court.

CHAPTER XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 62. Amendment and Supplementation of the Company Charter

1. Any amendment or supplementation to this Charter must be considered and approved by the General Meeting of Shareholders.

2. In cases where provisions of law relating to the Company's operations are not provided for in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the operations of the Company.

CHAPTER XXI. EFFECTIVE DATE

Article 63. Effective Date

1. This Charter consists of 21 Chapters and 63 Articles, and was unanimously approved by the Extraordinary General Meeting of Shareholders of I.D.I International Development and Investment Corporation on October 31, 2026; amended on 07 November 2026, with the entire amended Charter being approved and agreed to take effect.

2. This Charter is made in 02 copies of equal legal validity.

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

Signature of the General Director of the Company./.

GENERAL DIRECTOR

M.S.D.N: 0303141296 - C.T.C.P
CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ PHÁT TRIỂN ĐA QUỐC GIA I.D.I
X. LẤP VÒ - T. ĐỒNG THÁP

LE VAN CANH