

Số/No. : 003/TB/SRF/BTGD/26

TP.HCM, ngày 12 tháng 01 năm 2026

(V/v/ Re: CBTT Điều lệ bản dịch tiếng
Anh/ *Disclosure of the English*
Translation of the Charter)

HCM City, January 12 , 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG/
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: - Ủy ban Chứng khoán Nhà nước/ *State Securities Commission of Vietnam*
 - Sở Giao dịch chứng khoán Thành phố Hồ Chí Minh/ *Hochiminhnh Stock Exchange*

- Tên tổ chức/ Name of Organization: Công ty Cổ phần Searefico/ *Searefico Corporation*
- Mã chứng khoán/ Stock Code: SRF
- Địa chỉ trụ sở chính/ Headquarters Address: 253 Hoàng Văn Thụ, Phường Tân Sơn Hòa, TP. HCM, Việt Nam/ *253 Hoang Van Thu street, Tan Son Hoa Wards, HCM City, Vietnam.*
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Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 12/01/2026 tại đường dẫn: <https://searefico.com/> This information has been published on the Company's website on January 12th , 2026, at the following link: <https://searefico.com.>

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố./ *I hereby commit that the information disclosed above is true and accurate, and I take full responsibility before the law for the content of the information that has been disclosed.*

CÔNG TY CỔ PHẦN SEAREFICO/ SEAREFICO CORPORATION

Người đại diện theo pháp luật/ Legal Representative

Nơi nhận/ Recipients:

- Như trên/ *As above;*
- Lưu VT/ Document archive.



NGUYỄN KHOA ĐĂNG

Tổng Giám đốc/ Chief Executive Officer



SEAREFICO CORPORATION

**ENGLISH
TRANSLATION**

CHARTER

Ho Chi Minh City, 06/01/2026

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I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall have the meanings set forth below:

- a. “Company” means SEAREFICO Joint Stock Company as stipulated in this Charter;
- b. “Charter Capital” means the total par value of shares sold or registered for subscription upon establishment of the enterprise and as stipulated in Article 6 of this Charter;
- c. “Luật Doanh nghiệp” có nghĩa là Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17 tháng 06 năm 2020 và Luật sửa đổi, bổ sung, thay thế Luật Doanh nghiệp (nếu có) tại từng thời điểm; / “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, and any amendments, supplements or replacements thereof from time to time;
- d. “Luật Chứng khoán” có nghĩa là Luật Chứng khoán số 54/2019/QH14 được Quốc hội thông qua ngày 26 tháng 11 năm 2019 và Luật sửa đổi, bổ sung, thay thế Luật Chứng khoán (nếu có) tại từng thời điểm; / “Law on Securities” means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019, and any amendments, supplements or replacements thereof from time to time;
- e. “Cổ đông” là cá nhân, tổ chức sở hữu ít nhất một (01) cổ phần của Công ty; / “Shareholder” means any individual or organization owning at least one (01) share of the Company;
- f. “Major Shareholder” means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- g. “Công ty con” là công ty mà Công ty là công ty mẹ theo quy định tại Khoản 1 Điều 195 của Luật Doanh nghiệp; / “Subsidiary” means a company in which the Company is the parent company in accordance with Clause 1, Article 195 of the Law on Enterprises;
- h. “Associate Company” means a company in which the Company directly or indirectly holds from twenty percent (20%) to less than fifty percent (50%) of the charter capital;
- i. “Branch” means a dependent unit of the Company which performs all or part of the functions of the Company, including representation by authorization. The business lines of a Branch must be consistent with those of the Company;
- j. “Representative Office” means a dependent unit of the Company which represents the Company’s interests under authorization and protects such interests;
- k. “Establishment Date” means the date on which the Company is first granted the Enterprise Registration Certificate;
- l. “Executive Officers” mean the General Director, Deputy General Directors, Director of Business Development, Chief Financial Officer, Investment Director, Human Resources Director, Chief Accountant, and other positions as decided by the Board of Directors from time to time;
- m. “Capital Representative” means a person appointed and authorized in writing by the Board of Directors to represent part or all of the Company’s shares or capital contribution in other companies and to exercise the Company’s rights and obligations therein;
- n. “Company Managers” mean the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as approved by the Board of Directors from time to time;

- o. “Internal Persons” mean individuals as defined in Clause 45, Article 4 of the Law on Securities;
 - p. “Related Persons” mean individuals or organizations as stipulated in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - q. “Corporate Governance Regulations” mean the internal corporate governance regulations developed by the Board of Directors and approved by the General Meeting of Shareholders, governing corporate governance and management matters in compliance with applicable laws and this Charter from time to time;
 - r. “SRF Group” is an abbreviation of Searefico Group, comprising the Company, its subsidiaries, and its associate companies;
 - s. “Duration of Operation” means the operating period of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders by resolution;
 - t. “Vietnam” means the Socialist Republic of Vietnam.
2. In this Charter, references to any provisions or documents shall include any amendments, supplements or replacements thereof.
 3. Headings (chapters and articles of this Charter) are used for convenience only and shall not affect the interpretation of this Charter.
 4. Words or terms defined in the Law on Enterprises (to the extent not inconsistent with the subject or context) shall have the same meanings when used in this Charter.

II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION AND LEGAL REPRESENTATIVES OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices and Duration of Operation of the Company

5. Name of the Company

- o Vietnamese name : **SEAREFICO JOINT STOCK COMPANY**
- o English name : **SEAREFICO CORPORATION**
- o Tên viết tắt / Abbreviated name : **SEAREFICO CORP**

6. The Company is a joint stock company with legal entity status in accordance with the prevailing laws of the Socialist Republic of Vietnam.

7. Registered head office of the Company:

- o Address : 253 Hoang Van Thu Street, Tan Son Hoa Ward,
Ho Chi Minh City, Vietnam
- o Telephone : +84 28 3822 7260
- o Fax : +84 28 3822 6001
- o Mail : info@searefico.com
- o Website : <http://www.searefico.com>
- o Logo : 

8. Công ty có thể thành lập chi nhánh và văn phòng đại diện tại địa bàn kinh doanh để thực hiện các mục tiêu hoạt động của Công ty phù hợp với quyết định của Hội đồng quản trị và trong phạm vi luật pháp cho phép. / The Company may establish branches and representative offices in business locations to carry out its operational objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.
9. Trừ khi chấm dứt hoạt động trước thời hạn theo Khoản 2 Điều 56 của Điều lệ này, hoặc gia hạn hoạt động theo Điều 58 của Điều lệ này, thời hạn hoạt động của Công ty sẽ bắt đầu từ Ngày thành lập và là năm mươi (50) năm. / Unless terminated prior to expiry in accordance with Clause 2, Article 56 of this Charter, or extended pursuant to Article 58 of this Charter, the duration of operation of the Company shall commence from the Establishment Date and shall be fifty (50) years.

Article 3. Legal Representatives of the Company

10. The Company shall have two (02) legal representatives, namely the Chairman of the Board of Directors and the General Director.

A legal representative may authorize another person to perform his/her rights and obligations and shall notify the Board of Directors in accordance with the internal regulations of the Company.

11. A legal representative of the Company is an individual who represents the Company in exercising rights and performing obligations arising from transactions of the Company, and represents the Company as requester in civil matters, plaintiff, defendant, or person with related rights and obligations before arbitration bodies and courts.

Legal representatives shall have other rights and obligations as prescribed by law, resolutions of the Board of Directors, and internal rules and regulations of the Company.

12. The Company shall ensure that at all times there is at least one (01) legal representative residing in Vietnam. In the event that the Company has only one (01) legal representative residing in Vietnam, such person, when leaving Vietnam, must authorize in writing another person to exercise the rights and perform the duties of the legal representative of the Company.

13. Where the authorization period referred to in Clause 3 of this Article expires while the legal representative has not returned to Vietnam and no other authorization has been granted, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative within the scope of authorization until the legal representative returns to work at the Company or until the Board of Directors appoints another legal representative.

In the event that the Company has only one (01) legal representative and such person is absent from Vietnam for more than thirty (30) days without authorizing another person to perform the rights and duties of the legal representative, or in cases of death, missing status, criminal prosecution, detention, imprisonment, compulsory administrative measures at rehabilitation or compulsory education establishments, limitation or loss of civil act capacity, difficulties in cognition or behavior control, or being prohibited by a court from holding positions, practicing professions, or performing certain jobs, the Board of Directors shall appoint another person as the legal representative of the Company.

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

Article 4. Objectives of the Company

14. The business lines of the Company include:

No.	Business line	Code
1	Installation of other building systems, including: elevators, escalators, automatic doors of all kinds; lighting systems; dust extraction systems; sound systems; industrial refrigeration works; electrical construction works up to 35kV; heating systems; air conditioning and ventilation systems (HVAC); mechanical systems; CCTV surveillance systems; anti-theft/security systems; cable television systems; satellite television (parabolic dish) systems; automatic fire alarm systems; telephone systems; communication devices and two-way radios; private branch exchange (PBX) systems; data transmission systems; building management systems (BMS); grounding and lightning protection systems; fire prevention and firefighting systems; gas, oil and compressed air supply systems; generator systems; medical gas systems; and water treatment systems.	4329 (Main)
2	Repair and Maintenance of Computers, Information and Communication Equipment (excluding mechanical processing, waste recycling, and electroplating at the head office)	9510
3	Construction of Residential Buildings Details: Construction of high-rise residential buildings (CPC 512)	4101
4	Construction of non-residential buildings Details: Construction of high-rise buildings (CPC 512)	4102
5	Repair and maintenance of machinery and equipment (excluding mechanical processing, waste recycling, and electroplating at the head office)	3312
6	Repair and maintenance of transport equipment (excluding cars, motorcycles, motorbikes and other motor vehicles) (excluding mechanical processing, waste recycling, and electroplating at the head office).	3315
7	Repair and maintenance of motor vehicles and other motorized vehicles (excluding mechanical processing, waste recycling, and electroplating at the head office)	9531
8	Repair and maintenance of motorcycles and motorbikes	9532

	(excluding mechanical processing, waste recycling, and electroplating at the head office)	
9	Other security and safety services	8019
10	<p>Real estate business and trading of land use rights owned, used, or leased by the enterprise</p> <p>Details: Leasing houses and construction works for subleasing; for land leased by the State, investing in the construction of residential houses for lease; investing in the construction of non-residential houses and construction works for sale, lease, or lease-purchase; acquiring the whole or part of real estate projects from investors to construct houses and construction works for sale, lease, or lease-purchase; for land allocated by the State, investing in the construction of residential houses for sale, lease, or lease-purchase; for land leased in industrial zones, industrial clusters, export processing zones, high-tech parks, and economic zones, investing in the construction of houses and construction works for business purposes in accordance with the approved land-use purposes.</p>	6810
11	<p>Architectural activities and related technical consultancy</p> <p>Details: Investment project preparation services and investment management services</p>	7110
12	<p>Installation of industrial machinery and equipment</p> <p>(excluding installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water chillers) using R22 refrigerant in the seafood processing sector, and excluding mechanical processing, waste recycling, and electroplating at the head office).</p>	3320
13	<p>Specialized design activities</p> <p>Details: Interior and exterior decoration of construction works; consultancy and survey services for the design of industrial refrigeration works, air conditioning systems, electrical systems, fire prevention and firefighting systems, elevators, water supply and drainage systems, and mechanical systems for industrial and civil works; construction and interior and exterior decoration of civil and industrial works domestically and abroad.</p>	7410
14	<p>Chuẩn bị mặt bằng</p> <p>Chi tiết: San lấp mặt bằng</p> <p>Site preparation</p> <p>Details: Land leveling and ground filling</p>	4312

15	<p>Sản xuất sản phẩm từ plastic</p> <p>Chi tiết: Sản xuất tấm panel, tấm cách nhiệt, vật liệu cách nhiệt (không hoạt động tại trụ sở).</p> <p>Manufacture of plastic products</p> <p>Details: Manufacture of panels, insulation panels, and thermal insulation materials (not conducted at the head office).</p>	2220
16	<p>Other professional, scientific and technological activities not elsewhere classified</p> <p>Details: Consultancy services for the installation of industrial refrigeration works; electrical construction works up to 35kV; heating systems; air conditioning and ventilation systems (HVAC); mechanical systems; CCTV surveillance systems; anti-theft/security systems; cable television systems; satellite television (parabolic dish) systems; automatic fire alarm systems; telephone systems; communication devices and two-way radios; private branch exchange (PBX) systems; data transmission systems; building management systems (BMS); grounding and lightning protection systems; fire prevention and firefighting systems; gas, oil and compressed air supply systems; generator systems; medical gas systems; water treatment systems; and industrial machinery and equipment.</p>	7499
17	<p>Manufacture of other special-purpose machinery</p> <p>Details: Manufacture of machinery, equipment, and electromechanical refrigeration materials (not manufactured at the head office).</p>	2829
18	<p>Bán buôn máy móc, thiết bị và phụ tùng máy khác</p> <p>(trừ việc thực hiện xuất khẩu, nhập khẩu, phân phối đối với hàng hóa thuộc Danh mục hàng hóa nhà đầu tư nước ngoài, tổ chức kinh tế có vốn đầu tư nước ngoài không được thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối theo quy định của pháp luật)</p> <p>Wholesale of other machinery, equipment and spare parts (excluding the exercise of export, import and distribution rights for goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import and distribution rights in accordance with the law).</p>	4659
19	<p>(trừ lắp đặt các thiết bị điện lạnh (thiết bị cấp đông, kho lạnh, máy đá, điều hòa không khí, làm lạnh nước) sử dụng ga lạnh</p>	4322

	<p>R22 trong lĩnh vực chế biến thủy hải sản và trừ gia công cơ khí, tái chế phế thải, xi mạ điện tại trụ sở)</p> <p>Installation of water supply and drainage systems, heating systems and air-conditioning systems</p> <p>(excluding installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water chillers) using R22 refrigerant in the seafood processing sector, and excluding mechanical processing, waste recycling, and electroplating at the head office).</p>	
20	<p>Bán buôn thiết bị và linh kiện điện tử, viễn thông</p> <p>(trừ việc thực hiện xuất khẩu, nhập khẩu, phân phối đối với hàng hóa thuộc Danh mục hàng hóa nhà đầu tư nước ngoài, tổ chức kinh tế có vốn đầu tư nước ngoài không được thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối theo quy định của pháp luật)</p> <p>Wholesale of electronic and telecommunications equipment and components</p> <p>(excluding the exercise of export, import and distribution rights for goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import and distribution rights in accordance with the law).</p>	4652
21	Wholesale of other construction materials and installation equipment	4673
22	<p>Xây dựng công trình kỹ thuật dân dụng khác</p> <p>Construction of other civil engineering works</p>	4299
23	<p>Xây dựng công trình đường sắt</p> <p>Construction of railway works</p>	4211
24	<p>Bán buôn đồ dùng khác cho gia đình</p> <p>(trừ việc thực hiện xuất khẩu, nhập khẩu, phân phối đối với hàng hóa thuộc Danh mục hàng hóa nhà đầu tư nước ngoài, tổ chức kinh tế có vốn đầu tư nước ngoài không được thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối theo quy định của pháp luật)</p> <p>Wholesale of other household goods</p> <p>(excluding the exercise of export, import and distribution rights for goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import and distribution rights in accordance with the law).</p>	4649
25	Xây dựng công trình đường bộ	4212

	<p>Chi tiết: Thi công xây dựng các công trình kỹ thuật dân dụng (CPC 513)</p> <p>Construction of road works</p> <p>Details: Construction of civil engineering works (CPC 513)</p>	
26	<p>Xây dựng công trình công ích khác</p> <p>Chi tiết: Thi công xây dựng các công trình kỹ thuật dân dụng (CPC 513)</p> <p>Construction of other public utility works</p> <p>Details: Construction of civil engineering works (CPC 513)</p>	4229
27	<p>Bán buôn chuyên doanh khác chưa được phân vào đâu</p> <p>(trừ việc thực hiện xuất khẩu, nhập khẩu, phân phối đối với hàng hóa thuộc Danh mục hàng hóa nhà đầu tư nước ngoài, tổ chức kinh tế có vốn đầu tư nước ngoài không được thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối theo quy định của pháp luật)</p> <p>Other specialized wholesale not elsewhere classified</p> <p>(excluding the exercise of export, import and distribution rights for goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import and distribution rights in accordance with the law).</p>	4679
28	<p>Repair and maintenance of household audio and visual electronic equipment</p> <p>(excluding mechanical processing, waste recycling, and electroplating at the head office)</p>	9521
29	<p>Installation of electrical systems</p> <p>(excluding mechanical processing, waste recycling, and electroplating at the head office)</p>	4321
30	<p>Business management consultancy and other management consultancy activities</p> <p>(excluding financial, accounting and legal consultancy)</p>	7020
31	<p>Other financial service support activities not elsewhere classified</p> <p>Details: Investment consultancy activities (excluding financial, accounting and legal consultancy)</p>	6619
32	<p>Hoạt động của trụ sở văn phòng</p> <p>Activities of head offices</p>	7010

33	Hoạt động hành chính và hỗ trợ văn phòng Administrative and office support activities	8210
34	Hoạt động liên quan đến kế toán, kiểm toán và tư vấn về thuế Chi tiết: Dịch vụ thuế (CPC 863) Accounting, auditing and tax consultancy activities Details: Tax services (CPC 863)	6920
35	Activities of employment placement agencies Details: Activities of labour consultancy, job placement and labour brokerage agencies (excluding activities of employment service centers; excluding recruitment, selection, supply and export of labour for overseas employment).	7810
36	Temporary employment agency activities Details: Domestic temporary labour supply services.	7821
37	Other human resources provision activities Details: Other domestic human resource supply services.	7822
38	Development of electronic games, video game software and electronic game software tools	6211
39	Other computer programming	6219
40	Computer consultancy and computer infrastructure management	6220
41	Other computer and information technology service activities	6290
42	Information technology infrastructure, data processing, hosting and related activities	6310
43	Web search portal activities and other information services	6390
44	Trade promotion and introduction services	8230
45	Rental of non-financial intangible assets Details: Franchise services (CPC 8929)	7740
46	Warehousing and storage of goods Details: Services of bonded warehouses, tax-protected warehouses, consolidation points for less-than-container shipments (CFS) for export goods, cold storage, general	5210

	warehouses, inland clearance depots (IDC), and storage of transshipment import-export goods.	
47	Support activities for water transport	5222
48	Cargo handling (Excluding cargo handling at airports)	5224
49	Support activities for road transport	5225
50	Other transport support activities Details: Logistics services; customs brokerage services	5229
51	Packing services Details: Packing services and marking/labeling of goods for domestic and foreign manufacturers on commission (excluding packing of pesticides)	8292

In case of necessity, the Board of Directors shall propose to the General Meeting of Shareholders for decision on the narrowing or expansion of the Company's business lines in accordance with the provisions of this Charter and relevant laws.

15. The objectives of the Company are to operate in business lines consistent with its Enterprise Registration Certificate and applicable laws, with the aim of maximizing profits, developing production and business activities, providing optimal benefits to shareholders, contributing to the State budget through taxes arising from production and business activities, and concurrently creating employment and generating income for employees.

Article 5. Scope of Business and Operations of the Company

- Công ty được phép tiến hành tất cả các hoạt động kinh doanh quy định tại Điều lệ này, và đăng ký kinh doanh phù hợp với quy định của pháp luật. / The Company is permitted to conduct all business activities as stipulated in this Charter and as registered in accordance with applicable laws.
- Công ty có thể tiến hành hoạt động kinh doanh trong các ngành, nghề khác được pháp luật không cấm và được Đại hội đồng cổ đông thông qua. / The Company may conduct business activities in other industries and trades not prohibited by law, subject to approval by the General Meeting of Shareholders.

IV. CHARTER CAPITAL AND SHARES

Article 6. Charter Capital and Shares

- The charter capital of the Company is VND 355,667,800,000 (In words: Three hundred fifty-five billion six hundred sixty-seven million eight hundred thousand Vietnamese Dong).

The par value of each share is VND 10,000 (ten thousand Vietnamese Dong) per share. The total number of shares of the Company shall be equal to the charter capital divided by the par value per share.

The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

- As of the date of adoption of this Charter, all shares of the Company are ordinary shares, including any shares held by the State.

The rights and obligations of shareholders holding each class of shares are stipulated in Articles 12 and 13 of this Charter.

3. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
4. Ordinary shares may be used as underlying assets for the issuance of non-voting depository receipts, which shall be referred to as underlying ordinary shares. Matters relating to underlying ordinary shares shall be implemented in accordance with applicable laws.
5. Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders.

The Company shall notify shareholders in writing of such share offering, clearly stating the number of shares offered and the subscription period (at least twenty (20) working days or such other period as prescribed by law) to enable shareholders to register for subscription. Such notice shall be accompanied by a share subscription form issued by the Company. Shareholders shall have the right to transfer their pre-emptive subscription rights to other persons.

Any shares not subscribed by shareholders or transferees of pre-emptive rights shall be decided upon by the Board of Directors.

The Board of Directors shall have the right to sell the remaining shares to shareholders of the Company or other persons in a reasonable manner, provided that the terms and conditions are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or such shares are sold through the Stock Exchange by auction.

6. The Company shall have the right to repurchase not more than thirty percent (30%) of the total number of ordinary shares sold by the Company, and a part or the whole of dividend preference shares sold, in accordance with the methods prescribed in this Charter and applicable laws.

Treasury shares and the repurchase of shares by the Company shall be conducted in accordance with applicable laws.

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share certificate is a certificate issued by the Company, a book-entry record, or electronic data confirming ownership of one or more shares of the Company. A share certificate shall contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. In the event that a share certificate is lost, destroyed, or damaged, the owner of such share certificate may request the issuance of a new share certificate, provided that evidence of share ownership is submitted, together with information relating to the lost, destroyed, or damaged share certificate, and a commitment to bear responsibility for any disputes arising from the re-issuance of the share certificate, and payment of all related costs to the Company.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise provided in this Charter or by law. Shares listed or registered for trading on a Stock Exchange shall be transferred in accordance with the provisions of securities laws and stock market regulations.
2. Shares that have not been fully paid are not transferable and do not confer rights such as the right to receive dividends, the right to receive newly issued shares from capital increase from equity, the right to subscribe for newly offered shares, and other rights under applicable law.

Article 10. Employee Stock Option Plan (ESOP)

1. The Company may issue shares under an employee stock option plan according to a plan approved by the General Meeting of Shareholders, provided that the total number of shares issued under the program in any twelve (12) months does not exceed five percent (5%) of the Company's outstanding shares.
2. The General Meeting of Shareholders or its authorized body (Board of Directors) shall approve the rules regarding eligibility criteria, the list of employees entitled to participate, principles for allocating shares to each participant, timing, procedures for implementation, and conditions for recall or transfer of such shares.
3. The Company must comply with all statutory conditions when issuing shares under the employee stock option program.
4. Shares issued under the program shall be subject to a minimum one (1) year transfer restriction from the end date of the issuance round, or other period determined by the Board of Directors in accordance with applicable law. If an employee terminates their employment before the transfer restriction period ends, the handling of the allocated shares shall follow the rules of the program and decisions of the Board of Directors.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Governance, and Control

The Company's organizational structure for governance, management, and control comprises:

1. General Meeting of Shareholders;
2. Board of Directors, with an Audit Committee under the Board of Directors; and
3. Chief Executive Officer (CEO).

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. A shareholder is an individual or organization that owns at least one (01) share of the Company and shall have rights and obligations corresponding to the number and type of shares they hold. A shareholder shall only be liable for the Company's debts and other property obligations within the scope of the capital contributed to the Company.
2. Common shareholders shall have the following rights:
 - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly at such meetings or through an authorized representative or other forms as prescribed in Clause 2, Article 13 of this Charter;

- b. To receive dividends at a rate determined by the General Meeting of Shareholders corresponding to the proportion of shares they hold in the Company at the time the list of shareholders entitled to dividends is established;
 - c. To freely transfer fully-paid shares in accordance with the provisions of this Charter and the prevailing law, except in cases specified in Articles 9.1 and 10 of this Charter;
 - d. To have the priority to purchase newly issued shares in proportion to the common shares they hold at the time the Company issues new shares, and to have the right to transfer such preemptive rights to others in the event the Company issues additional common shares;
 - e. To inspect, consult, and extract information regarding the names and contact addresses in the list of shareholders entitled to vote, and to request corrections of inaccurate shareholder information;
 - f. To inspect, consult, extract, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g. In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to their shareholding proportion in the Company after the Company has paid its debts (including obligations to the State, taxes, and fees) and paid other shareholders holding different types of shares in accordance with the law;
 - h. To request the Company to buy back their shares in cases prescribed in Article 132 of the Law on Enterprises;
 - i. To be treated equally. Each share of the same type shall entitle its holder to equal rights, obligations, and benefits. In the case the Company issues preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
 - j. To have full access to periodic information and any extraordinary information disclosed by the Company in accordance with the law;
 - k. To request the Court to suspend the implementation of, or annul, resolutions or decisions of the Board of Directors that are passed in violation of the law, the resolutions of the General Meeting of Shareholders, this Charter, and cause damage to the Company; and
 - l. Other rights as provided by law and this Charter.
3. Shareholders or a group of shareholders holding at least eight percent (8%) of the total common shares shall have the right to nominate candidates for the Board of Directors in accordance with the provisions of Article 26 of this Charter.
4. Shareholders or a group of shareholders holding at least five percent (5%) of the total common shares shall have the following rights:
- a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. To inspect, consult, and extract minutes, resolutions, and decisions of the Board of Directors, interim and annual financial statements, contracts, transactions requiring Board approval, and other documents, except for documents related to the Company's trade secrets or business secrets;
 - c. To propose matters to be included in the agenda of the General Meeting of Shareholders in accordance with Clause 2, Article 142 of the Law on Enterprises and Clause 4, Article 18 of this Charter; and

- d. Other rights as prescribed by law and this Charter.
- 5. Shareholders or a group of shareholders holding at least one percent (1%) of the total common shares shall have the right to, on their own or on behalf of the Company, initiate lawsuits for personal liability or joint liability of members of the Board of Directors and the General Director to recover benefits or claim compensation for the Company or others in accordance with Article 166 of the Law on Enterprises.

Article 13. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with the Company's Charter and internal management regulations; to implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another individual or organization to attend and vote at the meeting;
 - c. Attend and vote via online conference, electronic voting, or other electronic forms;
 - d. Submit voting ballots to the meeting via mail, fax, or email.
3. To pay in full and on time for the shares they have committed to purchase.
4. To provide accurate contact information when registering to purchase shares.
5. To fulfill other obligations as prescribed by the prevailing law.
6. To be personally liable when acting on behalf of the Company in any of the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for personal benefit or for the benefit of other organizations or individuals;
 - c. Paying debts before maturity when the Company faces potential financial risks.
7. To maintain confidentiality of information provided by the Company under the Charter and law; to use such information only to exercise and protect their legal rights and interests; strictly prohibited from disseminating, copying, or sending information provided by the Company to other organizations or individuals.
8. Not to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the Company or others repurchase the shares. In the event a shareholder withdraws part or all of their contributed shares in violation of this Clause, the shareholder and any related parties in the Company shall be jointly liable for the Company's debts and other financial obligations up to the value of the withdrawn shares and for any resulting damages.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The annual General Meeting of Shareholders shall be held once a year. In addition to the annual meeting, extraordinary General Meetings may be convened. The venue of the General Meeting of Shareholders must be within the territory of Vietnam. In cases where the meeting is held simultaneously at multiple locations, the meeting venue shall be determined as the location attended by the chairperson. The annual General Meeting of Shareholders must be held within four (04) months from the end of the financial year. If necessary, the

Board of Directors may decide to extend the meeting, but no longer than six (06) months from the end of the financial year.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter, particularly the approval of annual financial statements and the business plan for the following financial year. In the event the Company's audited financial statements contain significant exceptions, contradictory opinions, or a refusal opinion, the Company must invite the representative of the approved auditing organization to attend the annual General Meeting to explain the relevant contents, and such representative shall be obliged to attend. Members of the Board of Directors must attend the annual General Meeting to answer shareholders' questions; in cases of force majeure, a Board member who cannot attend must report in writing to the Board.
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 in the interest of the Company;
 - b. The remaining members of the Board of Directors or independent Board members are fewer than the minimum number prescribed by law;
 - c. Shareholders or a group of shareholders as stipulated in Clause 4, Article 12 of this Charter request a General Meeting of Shareholders. The request must be in writing, contain full content, comply with the form prescribed in Clause 4, Article 115 of the Law on Enterprises, and include the signatures of the relevant shareholders or multiple copies of the request signed by all relevant shareholders;
 - d. Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders:

The Board of Directors must convene the extraordinary General Meeting of Shareholders within thirty (30) days from the date when the remaining Board members or independent Board members fall below the minimum number as prescribed in Point c, Clause 3, Article 14, or upon receiving the request stipulated in Point d, Clause 3, Article 14.

If the Board of Directors fails to convene the meeting as prescribed, the shareholders or group of shareholders stipulated in Clause 4, Article 12 may, on behalf of the Company, convene the General Meeting, conduct the meeting, and adopt resolutions in accordance with the Law on Enterprises and this Charter. All expenses for convening and conducting the General Meeting shall be reimbursed by the Company, excluding expenses incurred by shareholders to attend the meeting, including travel and accommodation costs.

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

16. The annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:
 - a. Annual financial statements audited by the auditor;
 - b. Reports of the Board of Directors on governance and the performance of the Board of Directors and each member thereof;
 - c. Dividend rate per share for each type of share; and
 - d. The Company's annual business plan.
17. The General Meeting of Shareholders shall approve decisions on the following matters:
 - a. The Company's annual business plan;

- b. Amendments and supplements to the Company's Charter;
 - c. The type and number of newly issued shares for each type of share;
 - d. Repurchase of more than ten percent (10%) of the total issued shares of each type;
 - e. Annual dividend rate for each type of share in accordance with the Law on Enterprises and the rights attached to such type of share. This dividend rate shall not exceed the rate proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
 - f. Investment in or disposal of assets with a value of thirty-five percent (35%) or more of the total assets as recorded in the Company's most recent financial statements;
 - g. Signing contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than thirty-five percent (35%) of the total assets as recorded in the most recent financial statements;
 - h. Approving transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed guidance for the implementation of certain provisions of the Law on Securities;
 - i. Granting loans or guarantees to members of the Board of Directors, the General Director, other corporate officers who are not shareholders, and related individuals or organizations;
 - j. Approving internal regulations on corporate governance and regulations on the operation of the Board of Directors;
 - k. Approving the annual financial statements;
 - l. Splitting, dividing, merging, consolidating, or converting the Company;
 - m. Reorganizing or dissolving (liquidating) the Company and appointing the liquidator;
 - n. Determining the number of members of the Board of Directors;
 - o. Electing, dismissing, removing, and replacing members of the Board of Directors;
 - p. Reviewing and handling violations of the Board of Directors causing damage to the Company and shareholders;
 - q. Approving the budget or total remuneration, bonuses, and other benefits of the Board of Directors;
 - r. Approving the list of approved audit firms; appointing approved audit firms to conduct audits of the Company, and dismissing approved auditors when deemed necessary;
 - s. Other matters as prescribed by law and this Charter.
18. Shareholders shall not participate in voting in the following cases:
- a. Approval of contracts specified in Clause 2 of this Article when the shareholder or their related party is a party to such contracts;
 - b. The repurchase of shares of that shareholder or related parties, except in cases where the repurchase is proportionally applied to all shareholders or conducted through transactions on a stock exchange or a public tender as prescribed by law.
19. All resolutions and matters included in the agenda must be discussed and voted on at the General Meeting of Shareholders.
20. The General Meeting of Shareholders shall have the right to authorize/delegate the Board of Directors or the Chairman of the Board of Directors to exercise one or more of its rights

and/or duties. Such authorization/delegation must be made by resolution and specify the content of the authorization clearly and specifically.

Article 16. Proxy Representation

1. Shareholders may attend meetings directly or authorize in writing one or more individuals or organizations to attend the meeting or attend through one of the forms prescribed in Clause 2, Article 13 of this Charter. If more than one proxy is appointed, the number of shares and votes represented by each proxy must be clearly specified.
2. The authorization for a proxy to attend the General Meeting of Shareholders must be in writing, using the Company's form, and bear signatures as follows:
 - a. If the shareholder is an individual, the proxy form must be signed by the shareholder and the individual or legal representative of the authorized organization attending the meeting;
 - b. If the shareholder is an organization, the proxy form must be signed by the authorized representative, the legal representative of the shareholder organization, and the individual or legal representative of the authorized organization attending the meeting;
 - c. In other cases, the proxy form must be signed by the legal representative of the shareholder and the authorized attendee.

The proxy must submit the written authorization when registering to attend the meeting before entering the meeting room.

3. In the case of re-delegation, the attendee must additionally present the original shareholder's authorization if the proxy represents an organization and has not been previously registered with the Company.
4. Except as prescribed in Clause 3 of this Article, the voting ballot of the authorized proxy within the scope of authorization shall remain valid in the following cases:
 - a. The shareholder has passed away, been restricted in civil capacity, or lost civil capacity;
 - b. The shareholder has revoked the authorization; or
 - c. The shareholder has revoked the authority of the authorized person.

This provision shall not apply if the Company receives notice of any of the above events before the opening of the General Meeting or before the reconvening of the meeting.

Article 17. Changes to Rights

1. Any change or cancellation of special rights attached to a type of preferred share shall take effect when approved by shareholders holding at least sixty-five percent (65%) of common shares present at the meeting. A resolution of the General Meeting that adversely affects the rights and obligations of holders of a type of preferred shares shall only be adopted if approved by shareholders holding at least seventy-five percent (75%) of the total issued preferred shares of that type present at the meeting, or seventy-five percent (75%) if adopted in writing.

A meeting of holders of a type of preferred shares to approve such changes shall be valid only if at least two (02) shareholders (or their proxies) holding at least one-third (1/3) of the par value of issued shares of that type are present. If the quorum is not met, the meeting shall be reconvened within thirty (30) days, and shareholders of that type present directly or through proxies shall be considered a sufficient quorum. At such meetings, holders may request a secret ballot. Each share of the same type shall carry equal voting rights.

2. The procedures for such separate meetings shall follow the same rules as in Articles 19, 20, and 21 of this Charter.

3. Unless otherwise specified in the terms of issuance, special rights attached to preferred shares regarding profit or asset distribution shall not be changed when the Company issues additional shares of the same type.

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

1. The Board of Directors shall convene the General Meeting of Shareholders, or a meeting of the General Meeting of Shareholders shall be convened in cases prescribed in Clause 4, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a. Prepare the list of shareholders eligible to attend and vote at the General Meeting. The list of shareholders entitled to attend the General Meeting shall be prepared no earlier than ten (10) days before the date of sending the meeting notice. The Company must announce the preparation of this list at least twenty (20) days before the record date;
 - b. Prepare the agenda and content of the meeting;
 - c. Prepare meeting documents;
 - d. Draft resolutions of the General Meeting of Shareholders according to the proposed agenda;
 - e. Determine the time and venue of the meeting;
 - f. Notify and send meeting notices to all shareholders entitled to attend; and
 - g. Perform other tasks serving the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all entitled shareholders by a reliable method and simultaneously published on the Company's website and on the website of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The meeting notice must be sent to all shareholders on the list of entitled shareholders no later than twenty-one (21) days before the meeting date. The agenda and related documents for matters to be voted on shall be sent to shareholders or posted on the Company's website. If the documents are not attached to the notice, the notice must provide a link to access all meeting documents, including:
 - a. The agenda and meeting documents;
 - b. List and details of candidates in case of Board of Directors elections;
 - c. Voting ballots; and
 - d. Draft resolutions for each agenda item.
4. Shareholders or a group of shareholders as prescribed in Clause 4, Article 12 of this Charter may propose matters to be included in the meeting agenda. Proposals must be submitted in writing to the Company at least three (03) working days prior to the meeting date, including full shareholder identification, number and type of shares held, and content of the proposed agenda item.
5. The convener of the General Meeting of Shareholders has the right to refuse a proposal referred to in Clause 4, Article 18 of these Charter, and must respond in writing stating the reason no later than two (02) working days before the opening date of the General Meeting of Shareholders, if it falls under any of the following cases:
 - a. The proposal is submitted after the deadline, or is incomplete, or does not contain the proper content;

- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares in accordance with Clause 4, Article 12 of this Charter;
 - c. The proposed matter is not within the decision-making authority of the General Meeting of Shareholders; or
 - d. Other cases as provided by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposals referred to in Clause 4, Article 18 of this Charter in the draft agenda and content of the meeting, except in cases specified in Clause 5 of this Article; such proposals shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Holding the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be held when the shareholders present represent more than fifty percent (50%) of the total voting shares.
2. If the required number of shareholders is not present within thirty (30) minutes from the scheduled commencement time of the meeting as stipulated in Clause 1 of this Article, the convener shall cancel the meeting. The General Meeting of Shareholders must then be reconvened within thirty (30) days from the originally scheduled meeting date. The second convened meeting shall be held provided that the shareholders present represent at least thirty-three percent (33%) of the total voting shares.
3. If the second General Meeting fails to take place due to insufficient shareholders as required in Clause 2 of this Article within thirty (30) minutes from the scheduled commencement time, the third General Meeting may be convened within twenty (20) days from the originally scheduled date of the second meeting. In this case, the General Meeting may proceed regardless of the number of shareholders or proxies present and shall be deemed valid and entitled to decide on all matters that the first General Meeting could have approved.
4. At the request of the Chairperson, the General Meeting of Shareholders has the right to amend the meeting agenda sent with the notice of meeting in accordance with Clause 3, Article 18 of this Charter.

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

1. Before the commencement of the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have registered.
2. During shareholder registration, the Company shall issue to each shareholder or their authorized representative entitled to vote a voting card/ballot, indicating the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes held by that shareholder. When voting at the meeting, ballots in favor of the resolutions shall be collected first, followed by ballots against the resolutions. The total number of votes for and against each resolution shall then be counted to determine the outcome. The results of the vote count shall be announced by the Chairperson or a person authorized by the Chairperson immediately before the closure of the meeting. The General Meeting shall elect persons responsible for vote counting or supervising the vote counting based on the Chairperson's proposal. The number of members of the vote counting committee shall be decided by the General Meeting based on the Chairperson's proposal.
3. Shareholders or authorized representatives arriving after the meeting has commenced have the right to register immediately and may participate and vote once registered. The

Chairperson is not required to pause the meeting to allow late arrivals to register, and the validity of resolutions already voted upon shall not be affected.

4. The Chairman of the Board of Directors shall preside over meetings convened by the Board of Directors or may authorize another Board member to do so. The Chairperson may appoint one or more persons to assist with matters related to the General Meeting. If the Chairman is absent or temporarily unable to perform duties, the remaining Board members shall elect one among themselves as Chairperson by majority vote.

In other cases, the person who signed the meeting notice shall preside over the General Meeting to elect the Chairperson, and the candidate with the highest votes shall be appointed as Chairperson.

5. The Chairperson shall have the authority to decide on the order, procedures, or any incidents arising outside the meeting agenda.
6. The meeting agenda and content must be approved by the General Meeting during the opening session. The agenda must specify clearly and in detail the timing for each matter in the meeting program.
7. The Chairperson may adjourn the General Meeting in accordance with Clause 8, Article 146 of the Law on Enterprises.
8. In the event the Chairperson unlawfully adjourns or suspends the meeting, the General Meeting shall elect another person from among the attendees to replace the Chairperson and preside over the meeting until its conclusion, and the validity of votes already cast shall not be affected.
9. The Chairperson may carry out activities necessary to manage the General Meeting lawfully, orderly, in accordance with the approved agenda, and reflecting the wishes of the majority of attending shareholders.
10. The convener or the Chairperson has the right to require shareholders or authorized representatives attending the meeting to undergo checks or other lawful and reasonable security measures; to request competent authorities to maintain order; or to remove from the meeting those who do not comply with the Chairperson's authority, deliberately disrupt order, obstruct the normal progress of the meeting, or fail to comply with security check requirements.
11. The convener, after careful consideration, may take appropriate measures to:
 - a. Arrange seating at the meeting venue;
 - b. Ensure the safety of all persons present at the venue; and
 - c. Facilitate the participation (or continued participation) of shareholders.

The convener has full authority to modify these measures and implement all necessary measures. Such measures may include issuing entry passes or other alternative methods.

12. In cases where the above measures are applied, the convener may:
 - a. Announce that the meeting is held at the location stated in the notice, with the Chairperson present there ("Main Meeting Venue");
 - b. Arrange for shareholders or authorized representatives unable to attend at the Main Meeting Venue, or those wishing to participate at another location, to participate in the meeting simultaneously.

Notice of the meeting is not required to specify the detailed arrangements of such measures.

Notice of the meeting is not required to specify the detailed arrangements of such measures.

13. Unless otherwise required, all shareholders are deemed to participate at the Main Meeting Venue.
14. The Company shall hold the General Meeting of Shareholders at least once (1) a year. Annual General Meetings shall not be conducted in the form of obtaining shareholders' opinions in writing.
15. The Company may apply modern technology to hold the General Meeting of Shareholders online, or in a hybrid form combining in-person and online attendance. The Company shall ensure that shareholders can participate and vote through electronic voting or other electronic forms as permitted by law.

Article 21. 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 sixty-five percent (65%) of the total voting shares of all shareholders present and voting at the meeting:
 - a. Types of shares and the total number of shares of each type;
 - b. Changes in industries, trades, or business sectors;
 - c. Changes in the Company's management organizational structure;
 - d. Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements; or
 - e. Reorganization or dissolution of the Company.
2. Other resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders present and voting at the meeting, or by more than fifty percent (50%) of the total voting shares approved in a written shareholder opinion, except for cases specified in Clauses 1, 3, and 5 of this Article.
3. The election of members of the Board of Directors shall be conducted using the cumulative voting method, whereby each shareholder has a total number of votes equal to the total number of shares they hold multiplied by the number of Board members to be elected. Shareholders may allocate all or part of their votes to one or more candidates. Successful candidates shall be determined based on the number of votes received, from highest to lowest, until the number of Board members specified in the Company's Charter is filled. In the event that two (2) or more candidates receive the same number of votes for the final Board member position, a re-election shall be conducted among the candidates with equal votes, or selection shall be made according to the criteria specified in the election regulations.
4. Resolutions of the General Meeting of Shareholders adopted with one hundred percent (100%) of the total voting shares shall be valid and effective even if the procedures for convening the meeting or adopting the resolution violate the provisions of the Law on Enterprises or the Company's Charter.
5. Resolutions of the General Meeting of Shareholders that adversely affect the rights and obligations of holders of preferred shares shall only be adopted if approved by holders of the same type of preferred shares present at the meeting representing at least seventy-five percent (75%) of the total preferred shares of that type, or by holders of the same type of preferred shares representing at least seventy-five percent (75%) of the total preferred shares of that type in the case of adoption by written shareholder opinion.

Article 22. Authority and Procedures for Obtaining Shareholders' Written Opinions to Approve Decisions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions to approve decisions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the right to obtain shareholders' written opinions to approve General Meeting of Shareholders' decisions on the following matters:
 - a. Amendments or supplements to the Company's Charter;
 - b. The Company's development orientation and development strategy;
 - c. Types of shares and total number of shares of each type;
 - d. Dismissal, removal, additional election, or replacement of members of the Board of Directors;
 - e. Investment transactions or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - f. Changes in industries, trades, or business sectors; or
 - g. Other matters deemed necessary in the interest of the Company.
2. The Board of Directors shall prepare the written opinion form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution. The Board of Directors must ensure that these documents are sent or made available to shareholders within a reasonable time for consideration and voting, and in any case, at least ten (10) days prior to the deadline for receipt of the completed opinion forms. The requirements and method of sending the opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. Each opinion form must include the following key information:
 - a. Name, address of the head office, and business registration number of the Company;
 - b. Purpose of obtaining shareholders' opinions;
 - c. Full name, contact address, nationality, citizen identification number, personal ID, passport, or other legal personal identification of the individual shareholder; for corporate shareholders: name, business registration number or legal document number, head office address, and for the authorized representative of the corporate shareholder: full name, contact address, nationality, identification number or other legal personal identification; number of shares of each type and total voting shares of the shareholder;
 - d. Matters requiring shareholder approval, including the proposed resolution;
 - e. Voting options, including approval, disapproval, or abstention for each matter;
 - f. Deadline for submission of completed opinion forms to the Company; and
 - g. Full name and signature of the Chairman of the Board of Directors.
4. Completed opinion forms must bear the signature of the individual shareholder, or the legal representative of the corporate shareholder, or an authorized representative of the corporate shareholder.
5. Opinion forms may be submitted to the Company via:
 - a. Mail: the opinion form must be sealed in an envelope and must not be opened prior to vote counting; or

- b. Fax or email: forms submitted via fax or email must be kept confidential until vote counting.

Opinion forms received after the deadline, or opened prematurely in the case of mailed forms, or disclosed prior to vote counting in the case of fax or email forms, are invalid. Opinion forms not submitted shall be considered as abstentions.

- 6. The Board of Directors shall organize vote counting and prepare a vote-counting record under the observation and supervision of shareholders who do not hold management positions in the Company. The vote-counting record must include the following key information:
 - a. Name, address of the head office, and business registration number of the Company;
 - b. Purpose and matters requiring shareholder approval for the decision or resolution;
 - c. Number of shareholders and total voting shares participating, distinguishing between valid and invalid votes, and method of submission of the votes, with an appendix listing participating shareholders;
 - d. Total number of votes in favor, against, or abstaining for each matter;
 - e. Matters approved and the corresponding approval rate; and
 - f. Full name and signature of the Chairman of the Board of Directors, vote counters, and vote supervisors.

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

- 7. The vote-counting record and the resolution must be sent to shareholders within fifteen (15) days from the date of vote counting. If the Company has a website, posting the vote-counting record on the website within twenty-four (24) hours from the conclusion of vote counting shall be considered sufficient.
- 8. Completed opinion forms, vote-counting records, the full text of the approved resolution, and related documents accompanying the opinion forms must be retained at the Company's head office.
- 9. Resolutions adopted via shareholders' written opinions pursuant to this Article shall have the same validity and effect as resolutions adopted at the General Meeting of Shareholders under Article 21 of this Charter.

Article 23. Minutes of the General Meeting of Shareholders

- 1. The General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes shall include the following key contents:
 - a. Name, address of the head office, and business registration number of the Company;
 - b. Time and place of the General Meeting of Shareholders;
 - c. Meeting agenda and contents;
 - d. Full names of the chairman and secretary;
 - e. Summary of the meeting proceedings and statements made by shareholders on each agenda item;

- f. Number of shareholders and total voting shares of attending shareholders, including an appendix listing registered shareholders and representatives with the corresponding number of shares and votes;
- g. Total votes on each agenda item, clearly specifying the voting method, total valid and invalid votes, votes in favor, votes against, and abstentions, together with the corresponding percentage of total voting shares of attending shareholders;
- h. Matters approved and the corresponding approval rate; and
- i. Full names and signatures of the chairman and secretary.

In the event that the chairman or secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and fully contain the content as required in this Clause, with a note stating that the chairman or secretary refused to sign.

Minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairman, secretary, or any other signatories of the minutes shall be jointly responsible for the accuracy and truthfulness of the minutes.
3. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the conclusion of the meeting.
4. The minutes of the General Meeting of Shareholders, the appendix listing registered shareholders, the approved resolutions, and related documents sent together with the meeting notice must be retained at the Company's head office.

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

Within ninety (90) days from the date of receiving the resolution, the minutes of the General Meeting of Shareholders, or the minutes of the written shareholders' voting results, a shareholder or a group of shareholders as specified in Clause 4, Article 12 of these Articles of Association has the right to request the Court or Arbitration to review and annul the resolution, or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedure for convening the meeting or obtaining shareholders' opinions in writing, and the adoption of decisions by the General Meeting of Shareholders, seriously violates the provisions of the Law on Enterprises and these Articles of Association, except for cases specified in Clause 4, Article 21 of these Articles of Association.
2. The content of the resolution violates the law or these Articles of Association.

In the event that the decision of the General Meeting of Shareholders is annulled by the Court or Arbitration, the person who convened the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within sixty (60) days in accordance with the procedures and regulations prescribed by the Law on Enterprises and these Articles of Association.

Article 25. Effectiveness of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders take effect from the date of adoption or from the effective date specified in the resolution.
2. In the event that a shareholder or a group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with Article 151

of the Law on Enterprises, such resolution shall remain effective and enforceable until the annulment decision of the Court or Arbitration becomes effective, except in cases where provisional emergency measures are applied pursuant to a decision of the competent authority.

VII. BOARD OF DIRECTORS

Article 26. Nomination and Candidacy of Members of the Board of Directors

1. In cases where candidates have been identified in advance, information regarding the candidates for the Board of Directors shall be included in the materials of the General Meeting of Shareholders and published at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed, and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. The information disclosed regarding candidates for the Board of Directors shall include at a minimum the following:
 - a. Full name, date of birth;
 - b. Educational background;
 - c. Professional qualifications;
 - d. Work experience;
 - e. Other management positions, and the companies in which the candidate holds positions as a member of the Board of Directors or other management roles;
 - f. Related interests in the Company and its related parties (if any);
 - g. The Company is responsible for disclosing information about companies in which the candidate holds positions as a member of the Board of Directors, other management roles, and any related interests in the Company (if any);
 - h. Other information (if any).
2. Shareholders or groups of shareholders holding from 8% to less than 15% of the total voting shares are entitled to nominate one (01) candidate; from 15% to less than 35% of the total voting shares are entitled to nominate up to two (02) candidates; and 35% or more of the total voting shares are entitled to nominate up to three (03) candidates.
3. In the event that the number of candidates for the Board of Directors nominated and self-nominated is still insufficient to meet the required number, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in its internal Corporate Governance Regulations. The procedure for the incumbent Board of Directors to introduce candidates must be clearly disclosed and approved by the General Meeting of Shareholders before proceeding with nominations in accordance with the law.

Article 27. Composition and Term of Members of the Board of Directors

1. The Board of Directors shall consist of six (06) members. The term of a member of the Board of Directors is five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors for no more than two (02) consecutive terms.
2. The composition of the Board of Directors is as follows:

The minimum number of independent members of the Board of Directors is two (02). The structure of the Company's Board of Directors must ensure that at least one-third (1/3) of the total members are non-executive members.

3. A member of the Board of Directors ceases to hold office in the following cases:
 - a. Termination of membership:
 - (i) No longer meets the standards and conditions for being a member of the Board of Directors under the law, the Company's internal regulations, or is legally prohibited from being a member of the Board;
 - (ii) Submits a resignation that is accepted;
 - (iii) Passes away, is restricted in civil capacity, or has cognitive/behavioral difficulties; or
 - (iv) By resolution of the General Meeting of Shareholders.
 - b. Removal from office:
 - (i) Suffers from mental disorder and other members of the Board of Directors provide professional evidence demonstrating incapacity;
 - (ii) Fails to attend Board meetings for six (06) consecutive months, except in cases of force majeure; or
 - (iii) By resolution of the General Meeting of Shareholders.
4. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on securities and the securities market.
5. Members of the Board of Directors do not have to be shareholders of the Company.
6. In the event a member of the Board of Directors loses their membership, the General Meeting of Shareholders is responsible for electing a replacement at the nearest General Meeting of Shareholders.
7. Members of the Board of Directors have obligations under Vietnamese law, these Articles of Association, and the Company's internal regulations.

Article 28. Powers and Duties of the Board of Directors

1. The business activities and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the authority vested with full powers to exercise the rights and perform the duties of the Company not under the competence of the General Meeting of Shareholders.
2. The Board of Directors shall have the responsibility to supervise and direct the General Director and other executive officers of the Company.
3. The rights and duties of the Board of Directors shall be governed by applicable laws, the Articles of Association of the Company, the internal regulations of the Company, and the resolutions of the General Meeting of Shareholders, except for rights and duties under the competence of the General Meeting of Shareholders, the Chairman of the Board of Directors, the General Director, and the Company's capital representative, which are specifically and comprehensively set forth in these Articles of Association and the internal regulations of the Company. Specifically, the Board of Directors shall have the following powers and duties:
 - a. Decide on the Company's strategy, medium-term development plans, and annual business plans;

- b. Determine operational objectives based on strategic objectives approved by the General Meeting of Shareholders;
- c. Decide on the offering price of shares and bonds;
- d. Decide on the sale of unsold shares within the authorized limits for each type;
- e. Decide on the repurchase of shares in accordance with Article 133 of the Law on Enterprises;
- f. Decide on raising additional capital by other means;
- g. Decide on investment projects and plans within the authority of the Board of Directors and subject to legal limitations;
- h. Decide on market development, marketing, and technology solutions;
- i. Propose types of shares to be issued and the total number of shares by type;
- j. Propose the issuance of convertible bonds and bonds attached with warrants;
- k. Propose the dividend level to be paid; decide on the timing and procedure for dividend payment or handling losses incurred during business operations;
- l. Propose the reorganization, dissolution, or request for bankruptcy of the Company;
- m. Submit the audited annual financial statements to the General Meeting of Shareholders;
- n. Decide on the organizational structure of the Company, the establishment and other matters related to subsidiaries (including but not limited to consolidation, merger, and transfer of capital in subsidiaries), branches, representative offices, and matters related to contributing capital, buying/selling shares or capital contributions in other enterprises;
- o. Approve contracts for purchase, sale, loans, lending, and other transactions with a value of thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements of the Company, except for contracts and transactions under the authority of the General Meeting of Shareholders;
- p. Issue internal regulations on corporate governance, the rules of operation of the Board of Directors after approval by the General Meeting of Shareholders; decide on rules of operation for the Audit Committee and other committees under the Board, regulations on information disclosure, management of capital representatives, internal control regulations, financial regulations, corporate governance principles of SRF Group, management regulations of SRF Group, and other internal regulations of the Company, except for regulations under the authority of the General Director;
- q. Approve programs and materials for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect shareholder opinions for approval of resolutions;
- r. Report on the activities of the Board of Directors to the General Meeting of Shareholders;
- s. Report to the General Meeting of Shareholders on the Board's appointment of the General Director;
- t. Elect, remove, or dismiss the Chairman of the Board, members of the Audit Committee, and members of committees under the Board of Directors;
- u. Appoint and remove, enter into contracts, or terminate contracts with the General Director, executive officers, capital representatives, and other positions as decided by the Board, and decide their salaries, remuneration, bonuses, and other benefits;

- v. Appoint capital representatives to participate in the boards of members or general meetings of other companies, and decide on their remuneration and other benefits;
 - w. Appoint the person in charge of corporate governance and the Company Secretary;
 - x. Supervise and prevent conflicts of interest of members of the Board of Directors, the General Director, and other executive officers, including misuse of Company assets and abuse of related party transactions;
 - y. Resolve the Company's complaints against executive officers and decide on the Company's representatives to handle legal procedures regarding such executive officers;
 - z. Organize training and development in corporate governance and necessary skills for members of the Board of Directors, the General Director, and other executive officers of the Company;
 - aa. Ensure that the operations of the Company comply with laws, the Articles of Association, and internal regulations of the Company;
 - bb. Approve or decide on matters not specified or reasonably interpretable from the provisions of these Articles, within the decision-making authority of any corporate body or individual of the Company; and
 - cc. Perform other rights and duties as may be applicable.
4. The following matters must be approved by the Board of Directors:
- a. Establishment of branches or representative offices of the Company;
 - b. Establishment, merger, reorganization, and dissolution of the Company's subsidiaries;
 - c. Within the scope specified in Clause 2, Article 153 of the Law on Enterprises, and except for cases specified in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, or authorized to the Board of Directors as per Clause d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises during the annual General Meeting of Shareholders. The Board decides on the implementation, amendment, and termination of the Company's contracts;
 - d. Appointment and dismissal of persons authorized by the Company as commercial representatives and lawyers of the Company;
 - e. Borrowing and execution of pledges, guarantees, indemnities of the Company;
 - f. Investments outside the business plan and investments exceeding ten percent (10%) of the annual business plan and budget value;
 - g. Purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
 - h. Valuation of non-monetary contributions to the Company during share or bond issuance, including gold, land use rights, intellectual property, technology, and trade secrets;
 - i. Repurchase or redemption of no more than ten percent (10%) of each type of shares offered within twelve (12) months;
 - j. Decide on the repurchase or redemption price of the Company's shares; and
 - k. Business matters or transactions which the Board determines require approval within its authority and responsibility.

5. The Board of Directors shall report to the General Meeting of Shareholders on the results of its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP detailing the implementation of certain provisions of the Law on Securities. In the event the Board fails to submit such report, the annual financial statements of the Company shall be deemed invalid and not approved by the Board of Directors.
6. The Board of Directors shall have the right to authorize/delegate powers to the Chairman of the Board, the capital representative, and the General Director to exercise certain rights and duties of the Board. Such authorization/delegation must be recorded in resolutions or decisions and clearly specify the scope and content of the authorization.

Article 29. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work in the capacity of a Board member. The total amount of remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among the members of the Board of Directors according to an agreement within the Board, or equally in the absence of such agreement.
2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share options, and other benefits received from the Company, its subsidiaries, affiliates, and other companies in which the Board member serves as a capital representative, shall be disclosed in detail in the Company's Annual Report. The remuneration of the Board members shall be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
3. Board members holding executive positions, or serving on Board committees, or performing tasks deemed by the Board to be outside the normal scope of duties of a Board member, may be entitled to additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit-sharing, or other forms as determined by the Board of Directors.
4. Members of the Board of Directors shall be entitled to reimbursement of all reasonable travel, accommodation, and other expenses incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the Board of Directors, its committees, or the General Meeting of Shareholders in Vietnam.

Article 30. Chairman of the Board of Directors

1. The Board of Directors shall elect one of its members to serve as the Chairman. The Chairman of the Board of Directors shall not concurrently hold the position of Chief Executive Officer of the Company.
2. The Chairman of the Board of Directors shall have the following rights and responsibilities:
 - a. To develop programs and plans for the activities of the Board of Directors;
 - b. To prepare the agenda, content, and materials for meetings; to convene, preside over, and chair the meetings of the Board of Directors;
 - c. To organize the adoption of resolutions and decisions of the Board of Directors;
 - d. To supervise the implementation of the resolutions and decisions of the Board of Directors;
 - e. To preside over meetings of the General Meeting of Shareholders; and

- f. To exercise other rights and perform other duties as provided by the Law on Enterprises, these Articles of Association, the internal regulations of the Company, and the resolutions or decisions on delegation/authorization by the General Meeting of Shareholders or the Board of Directors.

In the event that the Chairman is temporarily unable to perform his/her duties for any reason, including death, disappearance, detention, serving a criminal sentence, undergoing compulsory administrative measures at a rehabilitation or educational facility, evasion of residence, restriction or loss of civil act capacity, impaired cognition or self-control, judicial prohibition from holding office, practicing a profession, or performing certain tasks, or in the absence of an authorized person, the remaining members of the Board may elect another member among them to serve as Chairman based on the majority approval of the remaining members until a new decision of the Board of Directors is made.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors provides the Company's business performance report, annual financial statements, and management evaluation report to shareholders at the General Meeting of Shareholders.
4. The Chairman of the Board of Directors may be removed by decision of the Board of Directors. In the event that the Chairman resigns or is removed, the Board of Directors shall elect a replacement within thirty (30) days from the date of receipt of the resignation, removal, or dismissal.
5. The Chairman of the Board of Directors may authorize/delegate one or more of his/her rights and/or duties to a member of the Board of Directors or the Chief Executive Officer. Such authorization/delegation must be made in writing and clearly specify the scope and content of the authorization.

Article 31. Meetings of the Board of Directors

1. In the event that the Board of Directors elects a new Chairman upon the expiration of the previous Chairman's term, the remaining members of the Board of Directors shall elect by majority vote one (01) member among them to convene the Board meeting and preside over the election of the new Chairman.
2. The Chairman of the Board of Directors shall convene regular and extraordinary meetings of the Board, set the agenda, date, and location of the meeting at least five (05) working days prior to the meeting. The Chairman may convene a meeting whenever deemed necessary, but the Board shall meet at least once (01) per quarter.
3. The Chairman must convene a Board meeting without undue delay upon a written request specifying the purpose, issues to be discussed, and matters within the Board's authority, submitted by any of the following:
 - a. The Chief Executive Officer or at least five (05) other executive officers;
 - b. Independent members of the Board of Directors;
 - c. At least two (02) members of the Board of Directors;
 - d. Other cases, if any.
4. The Chairman must convene the Board meeting within seven (07) working days from the date of receipt of the request under Clause 3 of this Article. Failure to convene such a meeting shall render the Chairman liable for any losses incurred by the Company. The requesting persons under Clause 3 shall have the right to convene the Board meeting in place of the Chairman.

5. In the event of a request from the independent auditor to audit the Company's financial statements, the Chairman shall convene a Board meeting to discuss the audit report and the Company's situation.

6. Meeting location:

Board meetings shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman and agreed by the Board.

7. Notice and agenda:

Notice of the Board meeting must be sent to all members at least five (05) working days prior to the meeting. Members may refuse the invitation in writing, and such refusal may be revoked in writing. The notice must include the date, time, location, agenda, matters to be discussed and decided, relevant materials for discussion and voting, and the voting ballots of the members.

The notice may be delivered by invitation letter, telephone, fax, electronic means, or other methods, provided it reaches the registered contact address of each member.

8. Board meetings shall be held with at least three-fourths (3/4) of the total members present in person or through authorized representatives if approved by the majority of the Board. If the quorum is not met, a second meeting shall be convened within seven (07) days from the first intended meeting date, and may proceed if more than one-half (1/2) of the members attend.

9. Board meetings may be conducted via online conference or a combination of in-person and online attendance, provided each participant can:

- a. Hear each other speak; and
- b. Speak to all other attendees simultaneously.
- c. Discussion may also occur via phone or other communication tools, or a combination thereof. Members attending in this manner are considered present. The meeting location is considered the place where the majority of members or the chairperson is present.

Decisions passed in such meetings are legally valid upon conclusion, subject to signatures in the minutes by all attending members.

10. Members may submit voting ballots via mail, fax, or email. Ballots sent by mail must be sealed and delivered to the Chairman no later than one (01) hour before the meeting starts. Ballots shall only be opened in the presence of all attendees.

11. Voting:

- a. Except as provided in sub-clause b of this Clause, each member or authorized representative attending in person has one (01) vote;
- b. Members shall not vote on contracts, transactions, or proposals in which they or their related parties have an interest conflicting or potentially conflicting with the Company's interest. Such members shall not be counted towards the quorum for that decision;
- c. If a conflict of interest arises and the member does not voluntarily abstain, the chairperson's ruling is final, unless the member's interest has not been fully disclosed;
- d. Members benefiting from a contract under points a and b of Clause 5, Article 42 shall be considered to have a material interest in that contract.

12. Disclosure of interest:

Members who directly or indirectly benefit from a contract or transaction with the Company and are aware of their interest must disclose it at the first Board meeting discussing the

- contract or transaction. If the member was unaware at the time the contract or transaction was signed, they must disclose the interest at the first Board meeting after becoming aware.
13. Board resolutions are passed by a majority (over 50%) of members present. In case of a tie, the Chairman's opinion prevails.
 14. Written resolutions are valid if approved by a majority of voting members and have the same effect as resolutions passed at convened meetings. Multiple signed copies of the same document may be used if each copy is signed by at least one member, the chairperson, and the secretary.
 15. The Chairman shall distribute Board resolutions and minutes to all members. Resolutions and minutes shall be prepared in Vietnamese and may be prepared in a foreign language. In case of conflict, the Vietnamese version prevails.
 16. Minutes must comply with Article 158 of the Law on Enterprises and be signed by the chairperson and secretary. If the chairperson or secretary refuses to sign, but all other members present approve the minutes in writing, it shall remain valid. The refusal must be recorded in the minutes. The signatories bear joint responsibility for the accuracy and truthfulness of the minutes. The chairperson and secretary are personally liable for any losses caused by refusal to sign in accordance with the Law on Enterprises, the Articles of Association, and related laws.

Article 32. Committees under the Board of Directors

1. The Board of Directors shall have the right to establish committees under its authority to oversee development policy, human resources, compensation, internal audit, and risk management. The number of committee members shall be determined by the Board of Directors, with a minimum of three (03) members, including members of the Board and external members. Independent members of the Board should constitute the majority of each committee, and one of these members shall be appointed as the Committee Chairperson by decision of the Board of Directors. The operations of the committee shall comply with the regulations of the Board of Directors, the Articles of Association, and the internal rules and regulations of the Company. Committee resolutions shall only take effect when approved by a majority of members present and voting at a committee meeting.
2. The implementation of decisions made by the Board of Directors, the committees under the Board, or by persons who are members of such committees, must comply with applicable laws and the provisions of the Articles of Association, as well as the internal regulations and rules of the Company.

Article 33. Company Governance Officer

1. The Board of Directors shall appoint at least one (01) person as the Company Governance Officer to support the effective conduct of corporate governance activities. The term of the Governance Officer shall be determined by the Board of Directors, with a maximum of five (05) years. The Governance Officer may concurrently hold the position of Company Secretary.
2. Governance Officer must meet the following criteria:
 - a. Possess knowledge of the law;
 - b. Not concurrently work for an approved auditing organization that is auditing the Company's financial statements; and
 - c. Other criteria as prescribed by law, the Articles of Association, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Governance Officer when necessary, provided that such dismissal complies with current labor laws. The Board of Directors may appoint an Assistant Governance Officer at its discretion.
4. The Governance Officer shall have the following rights and responsibilities:
 - a. Advise the Board of Directors on organizing shareholders' meetings in accordance with regulations and on matters between the Company and its shareholders;
 - b. Prepare Board of Directors and shareholders' meetings as requested by the Board of Directors;
 - c. Provide guidance on meeting procedures;
 - d. Attend meetings;
 - e. Advise on the procedures for drafting Board resolutions in compliance with legal regulations;
 - f. Provide financial information, copies of Board meeting minutes, and other relevant information to members of the Board of Directors;
 - g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
 - h. Maintain confidentiality of information in accordance with legal regulations and the Company's Articles of Association;
 - i. Serve as the primary contact with relevant stakeholders; and
 - j. Perform other rights and responsibilities as prescribed by law and the Company's internal governance regulations.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 34. Management Organization

The Company's management system shall ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have a General Director, Deputy General Directors, Chief Financial Officer, Investment Director, Human Resources Director, Chief Accountant, and other executive officers appointed or employed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned positions shall be approved by a resolution of the Board of Directors.

Article 35. Executive Officers

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may hire other executive officers in numbers and according to standards suitable to the Company's organizational structure and management regulations as determined by the Board of Directors. Executive officers shall diligently perform their duties to support the Company in achieving its operational and organizational objectives.
2. Remuneration, salary, benefits, and other contractual terms for the General Director shall be decided by the Board of Directors, and contracts with other executive officers shall be determined by the Board of Directors after consulting the General Director.
3. Remuneration of executive officers shall be considered a business expense of the Company in accordance with corporate income tax regulations, recorded as a separate item in the Company's annual financial statements, and reported to the shareholders at the annual general meeting.

Article 36. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director, by signing a contract specifying remuneration, salary, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and disclosed in the Company's annual report. The General Director must meet the standards and conditions stipulated in the Company's internal governance regulations.
2. The term of the General Director shall not exceed five (05) years and may be reappointed. The appointment may be terminated in accordance with the provisions of the employment contract. The General Director must not be a person prohibited by law from holding this position and must satisfy the standards and conditions prescribed by law and the Company's Charter.
3. The General Director shall have the following rights and obligations:
 - a. Implement resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
 - b. Decide on matters without requiring Board approval, including signing financial and commercial contracts on behalf of the Company, organizing and managing the Company's day-to-day business operations in accordance with best management practices;
 - c. Recommend the number and candidates for executive positions that the Company needs to hire, for the Board of Directors to appoint or dismiss in accordance with internal regulations, and propose remuneration, salary, and other benefits for these executive officers for Board approval;
 - d. Consult the Board of Directors in determining the number of employees, appointments, dismissals, salaries, allowances, benefits, and other contractual terms concerning their employment contracts;
 - e. By October 31 of each year, submit to the Board of Directors for approval the detailed business plan for the following fiscal year, ensuring alignment with the budget requirements and the five-year financial plan;
 - f. Đề xuất những biện pháp nâng cao hoạt động và quản lý của Công ty; / Propose measures to enhance the Company's operations and management;
 - g. Prepare long-term, annual, and quarterly forecasts (hereinafter referred to as "Forecasts") for management purposes in accordance with the business plan. Annual forecasts (including projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and include information prescribed by Company regulations;
 - h. Recommend to the Board of Directors proposals on organizational structure and internal management regulations;
 - i. Recruit personnel; appoint, dismiss, terminate, and sign contracts with management positions within the Company, except for positions under the authority of the Board of Directors;
 - j. Propose dividend distribution or treatment of business losses; and
 - k. Exercise other rights and perform other obligations as prescribed by law, the Company Charter, internal regulations, resolutions of the Board of Directors, employment contracts, or other agreements and contracts entered into with the Company.

4. 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 these bodies upon request.
5. The Board of Directors may dismiss the General Director when at least two-thirds (2/3) of the voting members present approve, and appoint a new General Director as a replacement.
6. The General Director may authorize/delegate another person to perform some or all of his/her rights and/or duties. Such authorization/delegation must be made in writing and clearly specify the scope of authority.

Article 37. Company Secretary

The Board of Directors shall appoint one (01) or more persons to serve as the Company Secretary, with term and other conditions determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, in compliance with applicable labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries as needed. The Company Secretary shall have the following rights and obligations:

1. Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
2. Support members of the Board of Directors in performing their assigned rights and obligations;
3. Assist the Board of Directors in applying and implementing corporate governance principles;
4. Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
5. Assist the Company in complying with obligations regarding information disclosure, transparency, and administrative procedures;
6. Attend meetings and prepare minutes of such meetings; and
7. Exercise other rights and perform other obligations as prescribed by law and the Company's internal regulations.

The Company Secretary shall be responsible for maintaining the confidentiality of information in accordance with legal provisions and the Company's Charter.

IX. AUDIT COMMITTEE

Article 38. Appointment of Audit Committee Members

1. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. The appointment of the Chairman and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

Article 39. Audit Committee Members

1. Số lượng thành viên Ủy ban kiểm toán tối thiểu là hai (02) người. / The Audit Committee shall have at least two (02) members.
2. Thành viên Ủy ban kiểm toán phải có kiến thức về kế toán, kiểm toán, có hiểu biết chung về pháp luật và hoạt động của Công ty, đáp ứng các tiêu chuẩn và điều kiện theo quy định của pháp luật, các quy chế nội bộ của Công ty, và không thuộc các trường hợp sau: / Audit Committee members must possess knowledge of accounting and auditing, have general

understanding of the law and the Company's operations, meet the standards and conditions prescribed by law and the Company's internal regulations, and must not fall under the following cases:

- a. Làm việc trong bộ phận kế toán, tài chính của Công ty; và / Being employed in the accounting or finance department of the Company; and
 - b. Là thành viên hay nhân viên của tổ chức kiểm toán được chấp thuận thực hiện kiểm toán các báo cáo tài chính của Công ty trong ba (03) năm liền trước đó. / Being a member or employee of an approved auditing organization that has conducted the audit of the Company's financial statements within the preceding three (03) consecutive years.
3. Chủ tịch Ủy ban kiểm toán phải có bằng tốt nghiệp đại học trở lên thuộc một trong các chuyên ngành kinh tế, tài chính, kế toán, kiểm toán, luật, quản trị kinh doanh, đáp ứng các tiêu chuẩn và điều kiện theo quy định của pháp luật, các quy chế nội bộ của Công ty. / The Chairman of the Audit Committee must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration, and meet the standards and conditions prescribed by law and the Company's internal regulations.

Điều 39. Article 40. Audit Committee

1. The Audit Committee is a specialized body under the Board of Directors, with rights and obligations in accordance with Article 161 of the Enterprise Law, as well as the following rights and obligations:
 - a. Have the right to access documents related to the Company's operations, communicate with other Board members, the CEO, the Chief Accountant, and other executive officers to collect information necessary for the Audit Committee's activities;
 - b. Have the right to request the representative of the approved auditing organization to attend and answer questions regarding the audited financial statements at Audit Committee meetings;
 - c. Utilize external legal, accounting, or other consulting services as needed;
 - d. Develop and submit to the Board of Directors policies for risk detection and management; propose solutions to address risks arising from the Company's operations;
 - e. Prepare written reports to the Board of Directors when finding that members of the Board, the CEO, or other executive officers have failed to fulfill their responsibilities as required under the Enterprise Law and the Company Charter;
 - f. Develop the Audit Committee's operating regulations and submit them to the Board for approval; and
 - g. Exercise other rights and perform other obligations as prescribed by law, the Company Charter, and internal regulations of the Company.
2. Independent Board members in the Audit Committee are responsible for reporting the Audit Committee's activities, supervision results, and assessments of the Company's operations at the Annual General Meeting of Shareholders.
3. The Audit Committee shall meet at least twice (02) per year. Detailed and clear minutes must be prepared and properly maintained. The secretary of the meeting and Audit Committee members present must sign the minutes.
4. The Audit Committee shall make decisions by voting at meetings, collecting written opinions, or other forms as prescribed in the Charter or the Audit Committee's operating regulations. Each Audit Committee member has one vote. A decision of the Audit

Committee is approved if it receives the majority vote of members present; in case of a tie, the final decision shall belong to the Chairman of the Audit Committee.

5. The remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee shall be decided by the Board of Directors and reported at the Annual General Meeting of Shareholders.

X. RESPONSIBILITIES OF BOARD MEMBERS, CEO, AND OTHER EXECUTIVE OFFICERS

Article 41. Duty of Care

Members of the Board of Directors, the CEO, and other executive officers are responsible for performing their duties, including those performed as members of Board subcommittees, honestly and diligently, in the best legal interests of the Company.

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

1. Members of the Board of Directors, the CEO, and other executive officers must disclose their related interests in accordance with Article 164 of the Enterprise Law and other applicable laws.
2. Members of the Board of Directors, the CEO, other executive officers, and persons related to them shall not exploit business opportunities that could benefit the Company for personal purposes, nor use information obtained through their positions for personal gain or for the benefit of another organization or individual.
3. Members of the Board of Directors, the CEO, and other executive officers are obligated to notify the Board of Directors of all transactions between the Company, its subsidiaries, or any company in which the Company controls fifty percent (50%) or more of the charter capital, with the individual or related persons involved. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with securities regulations.
4. Except as otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to non-shareholder Board members, CEO, other executive officers, or persons or organizations related to them, unless the Company and such related organization are part of the same corporate group (e.g., parent-subsidiary companies, economic groups, or other specialized laws permitting such transactions).
5. Contracts or transactions between the Company and one or more members of the Board of Directors, the CEO, other executive officers, or their related individuals or organizations, or any companies, partners, associations, or organizations in which these persons hold membership or financial interest, are not automatically void in the following cases:
 - a. For contracts valued at or below twenty percent (20%) of total assets recorded in the most recent financial statements, the material terms and the relationships/interests of the Board members, CEO, or executive officers have been reported to the Board, and the Board has approved the contract or transaction honestly by a majority vote of disinterested members;
 - b. For contracts exceeding twenty percent (20%) of total assets recorded in the most recent financial statements, the material terms and relationships/interests of the Board members, CEO, or executive officers have been disclosed to shareholders without related interests entitled to vote on the matter, and such shareholders have approved the contract or transaction;
 - c. The contract or transaction is deemed fair and reasonable by an independent advisory organization from the perspective of all shareholders at the time the contract or

transaction is approved by the Board of Directors or the General Meeting of Shareholders.

6. Members of the Board of Directors, the CEO, other executive officers, and related individuals or organizations shall not use internal information or undisclosed Company information, nor disclose such information to others, to conduct related transactions.
7. Members of the Board of Directors, the CEO, other executive officers, the Corporate Governance Officer, managers, or their related persons shall not buy, sell, or otherwise trade the Company's or its subsidiaries' shares while in possession of material non-public information that would affect the share price, to the detriment of other shareholders.

Article 43. Liability for Losses and Indemnification

1. Members of the Board of Directors, the CEO, and other executive officers who violate their duties of honesty and diligence or fail to perform their obligations are personally or jointly liable to compensate for lost benefits, return received benefits, and fully compensate the Company and third parties for damages.
2. The Company shall indemnify individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil or administrative actions, excluding cases initiated by the Company) if such individuals are or were Board members, the CEO, executive officers, employees, or authorized representatives of the Company acting in good faith, diligently, and without conflict with the Company's interests, in compliance with the law, and without evidence of breach of duty.
3. While performing duties, exercising functions, or acting under the Company's authorization, members of the Board of Directors, the CEO, other executive officers, employees, or authorized representatives shall be indemnified by the Company when involved in claims, lawsuits, or prosecutions (excluding cases initiated by the Company) if they:
 - a. Acted honestly, diligently, and in the best interest of the Company without conflict of interest;
 - b. Complied with the law and there is no evidence that they failed to fulfill their responsibilities.
4. Indemnification costs include expenses incurred (including attorney fees), judgments, fines, and actual or reasonably estimated payments in resolving such matters under applicable law. The Company may purchase insurance to cover these indemnification obligations.

XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS

Article 44. Right to Access Books and Records

1. A common shareholder has the right to review, access, and extract information regarding his/her name and contact address in the list of shareholders entitled to vote in accordance with Point e, Clause 2, Article 12 of this Charter. A shareholder or a group of shareholders as specified in Clause 4, Article 12 of this Charter has the right to review, access, and extract the minutes, resolutions, and decisions of the Board of Directors; semi-annual and annual financial statements; contracts and transactions subject to approval by the Board of Directors; and other documents, except for documents related to the Company's trade secrets and business secrets.

In case an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney granted by the shareholder or group of shareholders represented, or a notarized copy thereof.

2. Members of the Board of Directors, the General Director, and other enterprise executives have the right to inspect the Company's register of shareholders, 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 must retain this Charter and any amendments or supplements thereto; the Enterprise Registration Certificate; internal regulations; documents evidencing ownership of assets; resolutions of the General Meeting of Shareholders and the Board of Directors; minutes of meetings of the General Meeting of Shareholders and the Board of Directors; reports of the Board of Directors and its sub-committees; annual financial statements; accounting books; and 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 storage location of such documents.
4. The Company Charter, the Internal Corporate Governance Regulations, the Rules of Operation of the Board of Directors, and the Information Disclosure Regulations must be published on the Company's official website.

XII. EMPLOYEES AND REPRESENTATIVE ORGANIZATIONS OF EMPLOYEES

Article 45. Employees and Representative Organizations of Employees

1. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters related to the recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions applicable to employees and other enterprise executives.
2. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters related to the Company's relations with representative organizations of employees, in accordance with best management standards, practices and policies; the practices and policies stipulated in this Charter; the Company's internal regulations; and the provisions of applicable laws.

XIII. DISTRIBUTION OF PROFITS

Article 46. Distribution of Profits

1. The General Meeting of Shareholders shall decide on the amount and form of annual dividend payments from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or on any amounts payable in respect of each class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of dividends in whole or in part in shares, and the Board of Directors shall be the body responsible for implementing such decision.
4. In case dividends or other amounts payable in respect of each class of shares are paid in cash, the Company shall make such payments in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. Where the Company has transferred funds in accordance with the bank details provided by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for the amount already transferred. Dividend payments in respect of shares listed or registered for trading on a stock exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date for closing the list of shareholders. 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.

6. Other matters related to profit distribution shall be carried out in accordance with the provisions of applicable laws.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 47. Bank Accounts

1. The Company shall open bank accounts at Vietnamese banks 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 overseas in accordance with the provisions of applicable laws.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts opened with banks.

Article 48. Financial Year

The Company's financial year shall commence on the first day of January of each year and end on the thirty-first (31st) day of December of the same year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first (31st) day of December immediately following such date of issuance.

Article 49. Accounting Regime

1. The Company shall apply the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or any other specific accounting regime promulgated by a competent authority and approved by the Ministry of Finance.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the law on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as its accounting currency. In the event that the Company's economic transactions are mainly conducted in a foreign currency, the Company may choose such foreign currency as its accounting currency, shall be legally responsible for such choice, and shall notify its directly managing tax authority.

XV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE OBLIGATIONS

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

1. At the end of each financial year, in addition to the reports and documents required by law, the Company shall prepare the following reports:
 - a. The Company's consolidated financial statements in accordance with the law on accounting;
 - b. An annual consolidated report on the business performance of the Company and its subsidiaries; and
 - c. A consolidated report on the management and administration of the Company and its subsidiaries.

The annual financial statements must be audited in accordance with applicable laws.

2. Upon request of the legal representative of the Company, the legal representative of a subsidiary shall provide the reports, documents and information required by law for the preparation of the consolidated financial statements and consolidated reports of the Company and its subsidiaries.

3. The person responsible for preparing the Company's reports shall use the reports stipulated in Clause 2 of this Article to prepare the consolidated financial statements and consolidated reports of the Company and its subsidiaries, provided that there is no suspicion that the reports prepared and submitted by a subsidiary contain false, inaccurate or fraudulent information.

The person responsible for preparing the reports stipulated in Clause 1 of this Article shall not prepare or submit such reports unless all financial statements of the subsidiaries have been fully received. In the event that the person responsible for preparing the reports has applied all necessary measures within his/her authority but still fails to obtain the required reports, documents and information from a subsidiary, such person may still prepare and submit the consolidated financial statements and consolidated reports of the Company and its subsidiaries. Such reports may include or exclude information from such subsidiary, but must contain appropriate explanations to avoid misunderstanding or misinterpretation.

4. The annual financial statements shall include an income statement accurately and objectively reflecting the Company's profit or loss for the financial year; a statement of financial position accurately and objectively reflecting the Company's financial status as at the reporting date; a cash flow statement; and notes to the financial statements.
5. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent state authorities.
6. The audited annual financial statements (including the auditor's opinion), the reviewed semi-annual financial statements, and the quarterly financial statements must be disclosed on the Company's official website.
7. Any organizations or individuals concerned shall have the right to inspect or make copies of the audited annual financial statements, the reviewed semi-annual financial statements, and the quarterly financial statements during working hours at the Company's head office, and shall pay a reasonable fee for copying.
8. Annual financial settlement reports, consolidated financial statements, and consolidated reports of the Company and its subsidiaries shall be retained at the Company's head office.

Article 51. Annual Report

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

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following financial year, based on the terms and conditions agreed with the Board of Directors. The Company shall prepare and submit its annual financial statements to the independent audit firm after the end of the financial year.
2. The independent audit firm shall examine, certify, prepare an audit report, and submit such report to the Board of Directors within three (03) months from the end of the financial year.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. The independent auditor conducting the audit of the Company shall be entitled to attend meetings of the General Meeting of Shareholders, to receive notices and other information related to such meetings to which shareholders are entitled, and to express opinions at the General Meeting of Shareholders on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL**Article 53. Company Seal**

1. The Board of Directors shall decide on the adoption of the Company's official seal, including seals engraved or seals in the form of digital signatures, in accordance with the law on electronic transactions.
2. The Board of Directors and the General Director shall use and manage the Company seal in accordance with applicable laws.
3. The Board of Directors shall decide on the type, quantity, form, and contents of the seals of the Company, its branches, and its representative offices (if any).

XVIII. RESPONSIBILITIES OF THE COMPANY TOWARDS ITS SUBSIDIARIES**Article 54. Rights and Obligations of the Company with respect to its Subsidiaries**

1. The Company shall exercise its rights and perform its obligations in its capacity as a member, owner, or shareholder, as applicable to the type of enterprise of each subsidiary, in accordance with the provisions of law and the agreements between the Company and its subsidiaries.
2. Contracts, transactions, and other relationships between the Company and its subsidiaries shall be established and performed independently and on an arm's-length basis, under conditions applicable to independent legal entities.
3. Where the Company intervenes beyond the authority of an owner, member, or shareholder and compels a subsidiary to conduct business activities contrary to normal business practices or to carry out non-profitable activities without reasonable compensation in the relevant financial year, thereby causing damage to the subsidiary, the Company shall be liable for such damage.
4. Enterprise managers who are responsible for intervening and compelling a subsidiary to conduct business activities as prescribed in Clause 3 of this Article shall be jointly and severally liable together with the Company for such damage.
5. Where the Company fails to compensate a subsidiary in accordance with Clause 3 of this Article, creditors or members or shareholders holding at least one percent (01%) of the charter capital of the subsidiary shall have the right, in their own name or in the name of the subsidiary, to request the Company to compensate for the damage suffered by the subsidiary.
6. Where the business activities prescribed in Clause 3 of this Article carried out by a subsidiary result in benefits to another subsidiary within the SRF Group, the benefited subsidiary shall be jointly and severally liable together with the Company to reimburse such benefits to the damaged subsidiary.

Article 55. Related-party Transactions between the Company and its Subsidiaries

1. The Board of Directors shall promulgate regulations on the order and procedures for transactions between the Company and companies within the SRF Group, and transactions between the Company and its related persons.
2. The Company shall be responsible for declaring and determining prices of related-party transactions in accordance with the provisions of law, except in cases where exemptions are permitted.

XIX. TERMINATION OF OPERATIONS AND LIQUIDATION**Article 56. Termination of Operations**

1. The Company may be dissolved or cease its operations in the following cases:
 - a. Upon expiration of the Company's term of operation, including any extended term;
 - b. Upon a court declaration of bankruptcy in accordance with applicable laws;
 - c. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;
 - d. Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration; or
 - e. Other cases as prescribed by law.
2. Early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to, or approved by, the competent authority (if required) in accordance with applicable regulations.

Article 57. Deadlock among Members of the Board of Directors and Shareholders

Unless otherwise provided in this Charter, shareholders holding one half of the issued shares carrying voting rights in the election of members of the Board of Directors shall have the right to file a petition with the Court requesting the dissolution of the Company upon the occurrence of one or more of the following circumstances:

1. Members of the Board of Directors fail to reach consensus in managing the Company's affairs, resulting in the inability to obtain the required number of votes for the Board of Directors to operate;
2. Shareholders fail to reach consensus and therefore cannot obtain the required number of votes to elect members of the Board of Directors; or
3. Internal disputes arise whereby two or more shareholder factions are divided, making dissolution the most beneficial option for all shareholders.

Article 58. Extension of the Term of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiration of the Company's term of operation so that shareholders may vote on the extension of the Company's term of operation as proposed by the Board of Directors.
2. The term of operation shall be extended upon approval by shareholders representing at least sixty-five percent (65%) of the total voting rights of shareholders entitled to vote who are present in person or represented by duly authorized representatives at the General Meeting of Shareholders.

Article 59. Liquidation

1. At least six (06) months prior to the expiration of the Company's term of operation or upon a decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit 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 costs related to the liquidation shall be paid by the Company as a priority before other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority the date of its establishment and the date of commencement of its operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before courts and administrative authorities.

3. Proceeds from the liquidation shall be distributed in the following order of priority:
 - a. Liquidation expenses;
 - b. Outstanding salaries, severance allowances, social insurance contributions, and other employee benefits in accordance with collective labor agreements and executed labor contracts;
 - c. Tax liabilities;
 - d. Other debts of the Company;
 - e. The remaining amount, after settlement of all liabilities under items (a) through (d) above, shall be distributed to shareholders. Preferred shares shall be paid in priority.

XX. INTERNAL DISPUTE RESOLUTION

Article 60. Internal Dispute Resolution

1. In the event that disputes or complaints arise in connection with the Company's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, other applicable laws, the Company Charter, or internal regulations, including disputes between:
 - a. Shareholders and the Company; or
 - b. Shareholders and the Board of Directors, the General Director, or other enterprise executives,

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except in cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution process and require each party to present information relevant to the dispute within twenty (20) working days from the date on which the dispute arises. In the event that the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request mediation at the Vietnam Mediation Center (VMC).

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

XXI. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 61. Amendment and Supplementation of the Company Charter

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

XXII. EFFECTIVE DATE

Article 62. Effective Date

1. This Charter, comprising XXII Chapters and 62 Articles, was unanimously approved by the General Meeting of Shareholders of SEAREFICO Joint Stock Company pursuant to Resolution No. 001/NQ/SRF/DHĐCĐ/26 dated 06th January 2026, with full approval of the entire text of this Charter, and shall replace all previous charters of the Company. This

Charter is made in five (05) originals, all having equal legal value, and shall be kept at the Company's head office.

2. This Charter constitutes the sole and official charter of the Company.
3. Copies or extracts of the Company Charter shall be valid only if signed by the Chairperson of the Board of Directors or the General Director, or by at least one-half (1/2) of the total members of the Board of Directors.

Ho Chi Minh City, 06th January, 2026

LEGAL REPRESENTATIVE
CHAIRPERSON OF THE BOARD OF DIRECTORS

(*ã ký*)

LÊ TÂN PHƯỚC



