

SIBA HIGH-TECH MECHANICAL ENGINEERING GROUP JSC



SIBA GROUP

**CHARTER ON ORGANIZATION AND
OPERATION**

Ho Chi Minh City, April 2026



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PREAMBLE

This Charter is amended in accordance with Resolution No. 02/2026/NQ-ĐHĐCĐ-SBG of the General Meeting of Shareholders dated April 24, 2026.

I. DEFINITIONS OF TERMS USED IN THIS CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:
 - a. *Charter Capital* means the total par value of shares that have been sold or subscribed at the time of establishment of a joint stock company and in accordance with Article 6 of this Charter;
 - b. *Voting Capital* means share capital under which the holders have the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
 - c. *Law on Enterprises* means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d. *Law on Securities* means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e. *Vietnam* means the Socialist Republic of Vietnam;
 - f. *Date of Establishment* means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate or equivalent legal documents);
 - g. *Executive Officers* means the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant, and other executives as prescribed in the Company's Charter;
 - h. *Managers* means the Company's managers, including the Chairman of the Board of Directors, members of the Board of Directors, the Director (General Director), and other managerial positions as prescribed in the Company's Charter;
 - i. *Related Persons* means individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;
 - j. *Shareholders* means individuals or organizations owning at least one share of the joint stock company;
 - k. *Founding Shareholders* means shareholders owning at least one ordinary share and whose names are included in the list of founding shareholders of the joint stock company;
 - l. *Major Shareholders* means shareholders as defined in Clause 18, Article 4 of the Law on Securities;
 - m. *Operating Term* means the duration of operation of the Company as specified in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;
 - n. *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to any provision or document shall include any amendments, supplements, or replacements thereof.
3. Headings (Sections and Articles of this Charter) are used for convenience of reference only and shall not affect the interpretation of this Charter.

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

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

1. **Company Name**

– Vietnamese name: SIBA HIGH-TECH MECHANICAL ENGINEERING GROUP JOINT STOCK COMPANY

– Foreign name: SIBA HIGH-TECH MECHANICAL GROUP JOINT STOCK COMPANY

– Abbreviated name: SIBA GROUP JSC

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

3. Head Office of the Company:

– Registered address: 99A1 Cong Hoa Street, Ward 4, Tan Binh District, Ho Chi Minh City

– Tel: 028 3811 0480

– Website: siba.com.vn

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

5. Unless terminated prior to the time limit specified in Clause 2, Article 54, or extended in accordance with Article 55 of this Charter, the duration of operation of the Company shall be indefinite from the date of establishment.

Article 3. Legal Representative of the Company

1. 1. The Company has one (01) legal representative. The General Director shall be the legal representative of the Company.

2. 2. The legal representative of the enterprise represents the enterprise in exercising rights and performing obligations arising from the enterprise's transactions; represents the enterprise as the petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before Arbitration or Courts; and exercises other rights and obligations in accordance with the law.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company's Operations

1. Business lines of the Company:

| No. | Business Lines | Code |
|------------|---|-------------|
| 1 | Manufacture of bearings, gears, gearboxes, control components and power transmission components (<i>not conducted at the head office</i>) | 2814 |
| 2 | Manufacture of ovens, furnaces and kiln furnaces. Details: Manufacture of domestic waste incinerators, manufacture of industrial waste incinerators, manufacture of medical waste incinerators, manufacture of cremators (<i>not conducted at the head office</i>) | 2815 |
| 3 | Manufacture of lifting, lowering and loading equipment (<i>not conducted at the head office</i>) | 2816 |
| 4 | Manufacture of office machinery and equipment (except computers and peripheral equipment of computers). Details: - Manufacture and processing of office machinery and equipment (except computers and peripheral equipment of computers) (<i>not conducted at the head office</i>); - Assembly of office machinery and equipment (except computers and peripheral equipment of computers) (<i>not conducted at the head office</i>) | 2817 |
| 5 | Manufacture of hand tools powered by motor or pneumatic power (<i>not conducted at the head office</i>) | 2818 |

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| 6 | Manufacture of other general-purpose machinery. Details: Manufacture of packaging machines, machines for cleaning or drying bottles for beverage production, measuring instruments, similar hand-held machines, precision mechanical tools (excluding optical), rolling or flattening machines and rollers (excluding for metals and glass) <i>(not conducted at the head office)</i> | 2819 |
| 7 | Manufacture of machinery for mining and construction <i>(not conducted at the head office)</i> | 2824 |
| 8 | Manufacture of machinery for processing food, beverages and tobacco. Details: - Manufacture and processing of machinery for processing food, beverages and tobacco <i>(not conducted at the head office)</i> ; - Assembly of machinery for processing food, beverages and tobacco <i>(not conducted at the head office)</i> | 2825 |
| 9 | Manufacture of machinery for textile, garment and leather industries. Details: - Manufacture and processing of machinery for textile, garment and leather industries <i>(not conducted at the head office)</i> ; - Assembly of machinery for textile, garment and leather industries <i>(not conducted at the head office)</i> | 2826 |
| 10 | Manufacture of metal structures <i>(not conducted at the head office)</i> | 2511 |
| 11 | Manufacture of tanks, reservoirs and metal containers <i>(not conducted at the head office)</i> | 2512 |
| 12 | Machining; treatment and coating of metals <i>(not conducted at the head office)</i> | 2592 (Principal) |
| 13 | Mining of chemical minerals and fertilizer minerals <i>(not conducted in Ho Chi Minh City)</i> | 0891 |
| 14 | Wholesale of metals and metal ores <i>(excluding gold bullion and metal scrap; excluding precious metals)</i> | 4662 |
| 15 | Wholesale of materials and other installation equipment in construction | 4663 |
| 16 | Manufacture of other special-purpose machinery. Details: - Manufacture and processing of machinery and production lines for waste treatment, gas treatment, water treatment, environmental treatment <i>(not conducted at the head office)</i> ; - Assembly of machinery and production lines for waste treatment, gas treatment, water treatment, environmental treatment <i>(not conducted at the head office)</i> | 2829 |
| 17 | Repair of machinery and equipment <i>(excluding machining, waste recycling and electroplating at the head office)</i> | 3312 |
| 18 | Installation of machinery and industrial equipment. Details: Installation of machinery, equipment and technological lines in industries of paper production, packaging, textile, leather, food, animal feed, beer, beverages, milk, confectionery, seafood, vegetable oil, cosmetics, pharmaceuticals, plastics, rubber, iron and steel, wood processing <i>(excluding machining, waste recycling and electroplating at the head office)</i> | 3320 |
| 19 | Sewerage and wastewater treatment <i>(not conducted in Ho Chi Minh City)</i> | 3700 |
| 20 | Collection of non-hazardous waste <i>(not conducted at the head office)</i> (excluding collection of waste directly from households) | 3811 |

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| 21 | Collection of hazardous waste (<i>not conducted at the head office</i>) (excluding collection of waste directly from households) | 3812 |
| 22 | Treatment and disposal of non-hazardous waste (<i>not conducted at the head office</i>) | 3821 |
| 23 | Treatment and disposal of hazardous waste (<i>not conducted in Ho Chi Minh City</i>) | 3822 |
| 24 | Recycling of scrap materials (<i>not conducted at the head office</i>) | 3830 |
| 25 | Demolition | 4311 |
| 26 | Site preparation (<i>excluding blasting services</i>) | 4312 |
| 27 | Installation of electrical systems (<i>excluding machining, waste recycling and electroplating at the head office</i>) | 4321 |
| 28 | Installation of other construction systems (<i>excluding machining, waste recycling and electroplating at the head office</i>) | 4329 |
| 29 | Completion and finishing of construction works | 4330 |
| 30 | Other specialized construction activities | 4390 |
| 31 | Wholesale of spare parts and accessories of motor vehicles and other motor vehicles | 4530 |
| 32 | Wholesale of electronic and telecommunications equipment and components (excluding the exercise of export rights, import rights, and distribution rights with respect to goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights in accordance with law) | 4652 |
| 33 | Wholesale of agricultural machinery, equipment and spare parts | 4653 |
| 34 | Wholesale of other machinery, equipment and spare parts (excluding the exercise of export rights, import rights, and distribution rights with respect to goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights in accordance with law) | 4659 |
| 35 | Other education not elsewhere classified. Details: Training, improvement and professional fostering in mechanics (excluding religious teaching; schools of Party and mass organizations) | 8559 |
| 36 | Other financial service support activities not elsewhere classified. Details: Investment consulting (excluding financial and accounting consulting) | 6619 |
| 37 | Management consultancy activities. Details: Project management consulting | 7020 |
| 38 | Specialized design activities. Details: Graphic design. Design of machinery, equipment and technological lines for industries of paper production, packaging, textile, leather, food, animal feed, beer, beverages, milk, confectionery, seafood, vegetable oil, cosmetics, pharmaceuticals, plastics, rubber, iron and steel, wood processing (<i>not conducted at the head office</i>) | 7410 |
| 39 | Other professional, scientific and technical activities not elsewhere classified. Details: Environmental consulting; waste treatment technology consulting; intellectual property brokerage (arranging for the purchase and sale of copyrights) | 7490 |

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| 40 | Renting of motor vehicles | 7710 |
| 41 | Installation of water supply and drainage systems, heating systems and air-conditioning systems (<i>excluding machining, waste recycling and electroplating at the head office</i>) (excluding installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water chillers) using refrigerant gas R22 in seafood processing) | 4322 |
| 42 | Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, rattan) and live animals (<i>not conducted at the head office</i>) (excluding the exercise of export rights, import rights, and distribution rights as restricted by law) | 4620 |
| 43 | Wholesale of rice, wheat, other cereals and flour (excluding wholesale of rice) (<i>not conducted at the head office</i>) | 4631 |
| 44 | Other business support service activities not elsewhere classified. Details: Import and export of goods traded by the Company (excluding restricted rights under law) | 8299 |
| 45 | Intermediate-level training. Details: Vocational training (excluding professional secondary education) | 8532 |
| 46 | Real estate business, land use rights of owners, users or lessees (excluding investment in cemetery infrastructure for transfer of land use rights) | 6810 |
| 47 | Architectural and engineering activities and related technical consultancy. Details: Preparation of investment projects; survey; design; supervision; project management; infrastructure design; electrical works design; water supply and drainage design; fire protection design; transport works design; bidding consultancy; cost management; etc. | 7110 |
| 48 | Technical testing and analysis. Details: Inspection of quality and value of construction works; testing and certification of construction quality; testing of construction materials | 7120 |
| 49 | Manufacture of other fabricated metal products not elsewhere classified (<i>not conducted at the head office</i>) | 2599 |
| 50 | Manufacture of other electronic and electric wires and cables. Details: Manufacture of insulated electric wires and cables (<i>not conducted at the head office</i>) | 2732 |
| 51 | Manufacture of bodies (coachwork) for motor vehicles; trailers and semi-trailers. Details: Manufacture and processing (<i>not conducted at the head office</i>) | 2920 |
| 52 | Manufacture of parts and accessories for motor vehicles and their engines. Details: Manufacture, processing and assembly (<i>not conducted at the head office</i>) | 2930 |
| 53 | Freight transport by road (excluding transport of liquefied gas) | 4933 |
| 54 | Service activities directly supporting road transport (excluding railway infrastructure business and liquefied gas transport) | 5225 |
| 55 | Renting and leasing of other machinery, equipment and tangible goods without operator | 7730 |

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| 56 | Construction of residential buildings | 4101 |
| 57 | Construction of railway works | 4211 |
| 58 | Construction of road works | 4212 |
| 59 | Construction of electrical works (excluding construction and operation of multi-purpose hydropower plants and nuclear power plants of special socio-economic importance) | 4221 |
| 60 | Construction of water supply and drainage works | 4222 |
| 61 | Construction of telecommunications and communication works | 4223 |
| 62 | Construction of other utility works | 4229 |
| 63 | Construction of hydraulic works (excluding construction and operation of multi-purpose hydropower plants and nuclear power plants of special socio-economic importance) | 4291 |
| 64 | Construction of mining works | 4292 |
| 65 | Construction of processing and manufacturing works | 4293 |
| 66 | Other civil engineering works. Details: Construction of electrical works up to 35kV (excluding construction and operation of multi-purpose hydropower plants and nuclear power plants of special socio-economic importance) | 4299 |

2. Objectives of the Company's operations:

- The Company is established to mobilize and efficiently utilize resources for the development of production and business activities in the following fields: multi-sector production and business activities, developed on the foundation of mechanical engineering and construction industries.
- To create conditions for shareholders to exercise their rights and obligations in accordance with the provisions of law and this Charter; to change management methods; to create motivation to promote efficient business operations, bringing maximum profits to shareholders and meeting market demands.
- To continuously develop production, trading and service activities in its business sectors in order to maximize the Company's achievable profits for shareholders, enhance the Company's value, continuously improve the living standards, working conditions and income of employees, and fulfill obligations to the State budget.

Article 5. Business Scope and Operations of the Company

The Company is permitted to conduct business activities in the business lines specified in this Charter that have been registered, for which changes to the registration contents have been notified to the business registration authority, and that have been published on the National Business Registration Portal.

In case the Company conducts business in conditional investment and business lines, the Company must satisfy all business conditions in accordance with the Law on Investment and relevant specialized laws.

IV. HARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The charter capital of the Company is VND 499,999,630,000 (four hundred ninety-nine billion, nine hundred ninety-nine million, six hundred thirty thousand Vietnamese Dong).

The total charter capital of the Company is divided into 49,999,963 shares with a par value of VND 10,000 per share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The shares of the Company at the time of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of shares are provided in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. Ordinary shares shall be offered for sale on a priority basis to existing shareholders in proportion to their ownership of ordinary shares in the Company, except where otherwise decided by the General Meeting of Shareholders; any shares not subscribed for by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, except where otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase its own shares in accordance with the methods provided in this Charter and applicable laws.
7. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and classes of shares they own.
2. A share certificate is a type of security evidencing the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization. A share certificate must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within 30 days from the date of full payment for the subscribed shares in accordance with the Company's share issuance plan (or within another time limit as stipulated in the issuance terms), the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any cost for printing the share certificate.
4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon request of such shareholder. The shareholder's request must include the following contents:
 - a. Information on the share certificate that has been lost, damaged, or otherwise destroyed;
 - b. A commitment to assume responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares may be freely transferred unless otherwise provided in this Charter and by law; shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares which have not been fully paid shall not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights in accordance with the provisions of law.

Article 10. Forfeiture of Shares (applicable to the case of enterprise registration)

1. In the event that a shareholder fails to fully and timely pay the amount payable for subscription of shares, the Board of Directors shall notify and has the right to require such shareholder to pay the outstanding amount and to be liable corresponding to the total par value of the shares registered for subscription for the financial obligations of the Company arising from such failure to make full payment.
2. The above payment notice must specify a new payment deadline (being at least 07 days from the date of dispatch of the notice), the place of payment, and must clearly state that, in the event of failure to make payment as required, the unpaid shares shall be subject to forfeiture.
3. The Board of Directors shall have the right to forfeit shares which have not been fully and timely paid for in the event that the requirements set out in the above notice are not complied with.
4. Shares subject to forfeiture shall be deemed shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of such shares on such terms and in such manner as it deems appropriate.
5. A shareholder holding forfeited shares shall cease to be a shareholder in respect of such shares, but shall remain liable corresponding to the total par value of the shares registered for subscription for the financial obligations of the Company arising up to the time of forfeiture, as decided by the Board of Directors, from the date of forfeiture until the date of full payment. The Board of Directors shall have full authority to decide on the enforcement of payment of the entire value of the shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture shall remain valid notwithstanding any error or omission in the giving of such notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational Structure, Governance and Control

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

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board of Supervisors.
4. General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

- a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through authorized representatives or by other forms as prescribed in the Company's Charter and by law. Each ordinary share shall carry one vote;
- b. To receive dividends at the rate as decided by the General Meeting of Shareholders;
- c. To be given priority to subscribe for new shares in proportion to each shareholder's ownership of ordinary shares in the Company;
- d. To freely transfer their shares to others, except for the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
- e. To examine, look up and extract information on names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information;
- f. To examine, look up, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- g. To receive a portion of the remaining assets corresponding to their shareholding ratio in the Company upon dissolution or bankruptcy of the Company;

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

i. To be treated equally. Each share of the same class shall confer equal rights, obligations and benefits on its holder. In case the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the provisions of law;

k. To have their lawful rights and interests protected; to request suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

l. Other rights in accordance with the provisions of law and this Charter.

2. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

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

c. To request the Board of Supervisors to examine specific issues relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include the following contents: full name, contact address, nationality, and legal identification of an individual shareholder; name, enterprise code or legal identification of an organizational shareholder, and head office address; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and their ownership ratio in the total shares of the Company; issues to be examined and purposes of the examination;

d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least 03 working days prior to the opening date, unless otherwise provided in the Company's Charter. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matters proposed to be included in the agenda;

e. Other rights in accordance with the provisions of law and this Charter.

3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate persons to the Board of Directors and the Board of Supervisors:

a. Ordinary shareholders forming a group to nominate persons to the Board of Directors and the Board of Supervisors must notify the meeting of such group to attending shareholders prior to the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. In the event that the number of candidates nominated by such shareholders or groups of shareholders is fewer than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

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

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders having voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene annually once a year and within four (04) months from the end of the financial year. Except where otherwise provided in the Company's Charter, the Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders where necessary, but not exceeding 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of law and the Company's Charter, in particular approving the audited annual financial statements. In case the audit report on the Company's annual financial statements contains material exceptions, adverse opinions or disclaimers, the Company must

invite a representative of the approved auditing organization that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the Annual General Meeting of Shareholders of the Company.

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

- a. When it deems necessary for the interests of the Company;
- b. When the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number as prescribed by law;
- c. Upon request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders or be made in several documents with sufficient signatures of the relevant shareholders;
- d. Upon request of the Board of Supervisors;
- e. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors falls as prescribed in Point b, Clause 3 of this Article, or from the date of receipt of the request specified in Points c and d, Clause 3 of this Article;
- b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the following 30 days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholders or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

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

- d. The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises..

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

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

- a. To approve the development orientation of the Company;
- b. To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide the annual dividend level for each class of shares;
- c. To elect, remove and dismiss members of the Board of Directors and members of the Board of Supervisors;

- d. To decide on investment or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the most recent financial statements of the Company;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total number of issued shares of each class;
- h. To examine and handle violations committed by members of the Board of Directors and members of the Board of Supervisors causing damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- j. To decide on the budget or the total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- k. To approve the internal governance regulations; regulations on operation of the Board of Directors and the Board of Supervisors;
- l. To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct audit of the Company's operations; to dismiss the approved auditor when deemed necessary;
- m. Other rights and obligations as prescribed by law.

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

- a. The annual business plan of the Company;
- b. The audited annual financial statements;
- c. Reports of the Board of Directors on corporate governance and performance of the Board of Directors and each member thereof;
- d. Reports of the Board of Supervisors on the Company's business performance and performance of the Board of Directors and the General Director;
- e. Self-assessment report on performance of the Board of Supervisors and its members;
- f. Dividend level for each share of each class;
- g. Number of members of the Board of Directors and the Board of Supervisors;
- h. Election, removal and dismissal of members of the Board of Directors and the Board of Supervisors;
- i. Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- j. Approval of the list of approved auditing firms; decision on the approved auditing firm to audit the Company's activities when deemed necessary;
- k. Amendment and supplementation of the Company's Charter;
- l. Classes of shares and number of new shares to be issued for each class and transfer of shares of founding shareholders within the first 03 years from the date of establishment;
- m. Division, separation, consolidation, merger or conversion of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- o. Decision on investment or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the most recent financial statements of the Company;
- p. Decision on the repurchase of more than 10% of the total number of issued shares of each class;

- q. The Company entering into contracts or transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
- r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- s. Approval of the internal regulations on corporate governance, regulations on operation of the Board of Directors and regulations on operation of the Board of Supervisors;
- t. Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to Attend the General Meeting of Shareholders

- 1. A shareholder or an authorized representative of an organizational shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization of an individual or organization to represent and attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents of authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.
- 3. The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In case of re-authorization, the attendee must additionally present the original power of attorney of the shareholder or the authorized representative of the organizational shareholder (if it has not been previously registered with the Company).
- 4. The voting ballot of the authorized person attending the meeting within the scope of authorization shall remain valid in the event of the occurrence of one of the following cases, except where:
 - a. The authorizing person has died, has limited civil act capacity or has lost civil act capacity;
 - b. The authorizing person has revoked the authorization;
 - c. The authorizing person has revoked the authority of the authorized person.

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

Article 17. Variation of Rights

- 1. Any variation or cancellation of special rights attached to a class of preference shares shall be effective only when approved by shareholders representing 65% or more of the total voting votes of all attending shareholders. A resolution of the General Meeting of Shareholders on matters adversely affecting the rights and obligations of shareholders holding preference shares shall be adopted only if approved by shareholders holding at least 75% of the total number of such class of preference shares attending the meeting, or by shareholders holding at least 75% of the total number of such class of preference shares in the case of approval by written opinion.

2. A meeting of shareholders holding a class of preference shares to approve the above variation of rights shall be valid only if attended by at least 02 shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. In case the required quorum is not met, the meeting shall be reconvened within the next 30 days, and the holders of shares of such class present in person or through authorized representatives (regardless of the number of persons and shares) shall be deemed sufficient quorum. At such meetings, holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 19, 20 and 21 of this Charter.

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

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

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

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

- a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared not more than 10 days prior to the date of sending the notice of invitation. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;
- b) Prepare the agenda and contents of the meeting;
- c) Prepare documents for the meeting;
- d) Prepare draft resolutions of the General Meeting of Shareholders corresponding to the expected contents of the meeting;
- dd) Determine the time and venue for the meeting;
- e) Notify and send the notice of invitation to all shareholders entitled to attend the meeting;
- g) Perform other tasks for serving the meeting.

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

The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case such documents are not attached to the notice, the notice must specify the link to access all meeting documents, including:

- a) The meeting agenda and documents used at the meeting;

- b) The list and detailed information of candidates in case of election of members of the Board of Directors or the Board of Supervisors;
- c) Voting ballots;
- d) Draft resolutions for each matter in the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least 03 working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held, and the matters proposed to be included in the agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article in one of the following cases:

- a) The proposal is not sent in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed matter does not fall within the authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Holding the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting votes.

2. In case the first meeting does not meet the conditions for being conducted as prescribed in Clause 1 of this Article, a notice of invitation for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 33% of the total voting votes.

3. In case the second meeting does not meet the conditions for being conducted as prescribed in Clause 2 of this Article, a notice of invitation for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting votes of the attending shareholders..

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

1. Before the opening of the meeting, the Company must conduct shareholder registration and continue such registration until all shareholders entitled to attend the meeting have completed registration in the following order:

- a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card stating the registration number, full name of the shareholder, full name of the authorized representative and the number of voting votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval or abstention. At the meeting, approval cards shall be collected first, disapproval cards shall be collected thereafter, and finally the total number of approval or disapproval votes shall be counted to determine the result. The

vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting shall elect persons responsible for vote counting or supervising vote counting upon the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson;

b. A shareholder, an authorized representative of an organizational shareholder or an authorized person arriving after the opening of the meeting shall have the right to register immediately and thereafter to participate in and vote at the meeting. The Chairperson shall not be obliged to suspend the meeting for late arrivals, and the validity of matters already voted on shall not be affected.

2. The election of the Chairperson, the secretary and the vote counting committee shall be conducted as follows:

a. The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the meeting convened by the Board of Directors. In case the Chairman is absent or temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one among them to act as the Chairperson on a majority basis. In case no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the election of the Chairperson by the General Meeting of Shareholders from among the attendees, and the person receiving the highest votes shall act as the Chairperson;

b. Except as provided in Point a of this Clause, the person signing the decision to convene the General Meeting of Shareholders shall preside over the election of the Chairperson by the General Meeting of Shareholders, and the person receiving the highest votes shall act as the Chairperson;

c. c. The Chairperson shall appoint one or more persons as the meeting secretary;

d. d. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the proposal of the Chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocation for each matter in the meeting agenda.

4. The Chairperson shall have the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

a. Arrange seating at the meeting venue;

b. Ensure safety for all persons present at the meeting venue;

c. Facilitate shareholders' attendance (or continued attendance) at the meeting. The convener of the meeting shall have full authority to change the above measures and apply all necessary measures, including issuing admission cards or using other selection methods.

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

6. A shareholder or authorized person arriving after the opening of the meeting shall still be entitled to register and to participate in voting immediately after registration; in such case, the validity of matters already voted on shall not be affected.

7. The convener or the Chairperson of the General Meeting of Shareholders shall have the following rights:

- a. To require all attendees to undergo inspection or other lawful and reasonable security measures;
- b. To request competent authorities to maintain order at the meeting; to expel persons who fail to comply with the Chairperson's authority, intentionally cause disorder, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson shall have the right to postpone a General Meeting of Shareholders that has sufficient registered attendees for a period not exceeding 03 working days from the scheduled opening date, and may only postpone the meeting or change the meeting venue in the following cases:

- a. The meeting venue does not have sufficient seating for all attendees;
- b. The communication facilities at the meeting venue do not ensure participation, discussion and voting by attending shareholders;
- c. There are attendees obstructing or causing disorder, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In case the Chairperson postpones or suspends the meeting contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to conduct the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting votes of all attending shareholders, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a. Classes of shares and total number of shares of each class;
- b. Change of business lines and business sectors;
- c. Change of the organizational and management structure of the Company;
- d. Investment projects or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the most recent financial statements of the Company;
- e. Reorganization or dissolution of the Company;

2. Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting votes of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions are in violation of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for obtaining shareholders' written opinions to pass resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions to pass resolutions 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 pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except for the cases specified at Points b, d, and g, Clause 2, Article 147 of the Law on Enterprises. In addition, the Board of Directors is also entitled to obtain shareholders' written opinions in the following cases:

- Changing the Company's charter capital through issuance of shares/offering of shares/repurchase of treasury shares for cancellation to reduce charter capital.
- Issuance of bonds in the following forms: convertible bonds, bonds with warrants, etc.;
- Amendment and supplementation of the Company's Charter on organization and operation;
- Types of shares and the total number of shares of each type;
- Decision on investment or sale of assets with a value from 35% to less than 50% of the total asset value recorded in the Company's most recent financial statements, except where the Charter stipulates a different ratio or value;
- Approval of the Company's annual financial statements..

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion ballots. Requirements and methods for sending the opinion ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. The opinion ballot must contain the following principal contents:

- a. Name, address of the head office, and enterprise code;
- b. Purpose of collecting opinions;
- c. Full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal identification, and head office address of organizational shareholders; or full name, contact address, nationality, and legal identification of the representative of organizational shareholders; number of shares of each class and the corresponding voting rights;
- d. Matters for which opinions are sought to pass resolutions;
- e. Voting options including approval, disapproval, and abstention for each matter;
- f. Deadline for returning the completed opinion ballot to the Company;
- g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed opinion ballots to the Company by mail, fax, or email as follows:

- a. In case of sending by mail, the completed opinion ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of an organizational shareholder. The ballot must be placed in a sealed envelope and must not be opened before vote counting;
- b. In case of sending by fax or email, the opinion ballot must be kept confidential until the vote counting time;
- c. Opinion ballots received after the deadline specified in the ballot, or ballots that have been opened in the case of mailing, or disclosed in the case of fax/email, shall be invalid. Ballots not returned shall be deemed as non-participation in voting.

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

- a. Name, address of the head office, and enterprise code;
- b. Purpose and matters for which opinions are sought;
- c. Number of shareholders and total voting rights participating, including valid and invalid votes, and method of submission, together with an appendix listing participating shareholders;
- d. Total number of votes in favor, against, and abstentions for each matter;
- e. Matters approved and the corresponding approval ratios;
- f. Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote counting supervisors;
- g. Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the completion of vote counting. Such delivery may be replaced by posting on the Company's website within 24 hours from the completion of vote counting.

7. The completed opinion ballots, vote counting minutes, passed resolutions, and related documents must be archived at the Company's head office.

8. A resolution passed by obtaining shareholders' written opinions shall be approved if it is agreed by shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

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

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

- a. Name, head office address, and enterprise code;
- b. Time and place of the General Meeting of Shareholders;
- c. Agenda and content of the meeting;
- d. Full name of the chairperson and secretary;
- e. Summary of the meeting proceedings and shareholders' opinions expressed at the General Meeting of Shareholders on each item in the agenda;
- f. Number of shareholders and total voting rights of attending shareholders, appendix of the list of registered attending shareholders and shareholder representatives, together with the corresponding number of shares and voting rights;
- g. Total number of votes for each voting matter, clearly stating the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentages of total voting rights of attending shareholders;
- h. Matters that have been approved and their corresponding approval ratios;
- i. Full names and signatures of the chairperson and secretary. In case the chairperson and secretary refuse to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and contain all required contents under this Clause. The minutes must clearly state the refusal of the chairperson and secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting, or other persons signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes.

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

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of attending shareholders with signatures, written authorizations for attendance, all attached documents to the minutes (if any), and related documents attached to the meeting notice must be disclosed in accordance with the law on information disclosure in the securities market and must be stored at the Company's head office.

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

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

1. The procedures and formalities for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.

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

VII. BOARD OF DIRECTORS

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

1. In case candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review these candidates before voting. A candidate for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of personal information disclosed and must commit to perform duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors includes:

a. Full name, date, month, and year of birth;

b. Professional qualifications;

c. Work history;

d. Other managerial positions held (including Board positions in other companies);

e. Interests related to the Company and its related parties;

f. Other information (if any) as prescribed in the Company's Charter;

g. A listed company shall be responsible for disclosing information on companies where the candidate currently holds Board or other managerial positions, and any interests related to such companies (if any).

2. Shareholders or groups of shareholders owning from 10% or more of total ordinary shares, or a lower threshold as prescribed in the Company's Charter, have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

3. In case the number of candidates for the Board of Directors nominated and self-nominated is still insufficient to meet the required number as prescribed in Clause 5, Article 115 of the Law

on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Corporate Governance Regulations, and Regulations on the Board of Directors' operation. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The Board of Directors consists of 05 members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors simultaneously end their term, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

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

4. The structure of the Company's Board of Directors must ensure that at least one-third (1/3) of the total members of the Board of Directors are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions within the Company to ensure the independence of the Board of Directors. The Board of Directors must ensure that there is at least one (01) independent member.

5. A member of the Board of Directors shall cease to be a member of the Board of Directors in case of removal, dismissal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

6. The appointment of members of the Board of Directors must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

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

Article 27. Powers and Duties of the Board of Directors

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the Company's rights and obligations, except for matters under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and duties:

- a. To decide on the Company's strategy, medium-term development plan, and annual business plan;
- b. To propose the types of shares and total number of shares of each type permitted to be offered;
- c. To decide on the sale of unissued shares within the number of shares permitted to be offered of each type; and to decide on raising additional capital in other forms;
- d. To determine the selling price of shares;
- d. To decide on the plan for bond issuance, bond pricing, types of bonds, total value, and timing of bond offerings of the Company, including private placement bonds and public bonds (except convertible bonds and bonds with warrants, which shall be decided by the General Meeting of Shareholders);

- e. To decide on share buybacks in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f. To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g. To decide on market development, marketing, and technology solutions;
- h. To approve contracts for purchase, sale, borrowing, lending, and other transactions with a value from 35% or more of the total asset value recorded in the Company's latest financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign and terminate contracts with the General Director and other key managers as prescribed in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits for such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies, and to decide their remuneration and other benefits;
- j. To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;
- k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and investment, capital contribution, or share acquisition in other enterprises;
- l. To approve the agenda and meeting documents for the General Meeting of Shareholders, and to convene or collect shareholders' written opinions for passing resolutions;
- m. To submit the audited annual financial statements to the General Meeting of Shareholders;
- n. To propose dividend levels; and decide on the timing and procedures for dividend payment or handling business losses;
- o. To propose corporate restructuring, dissolution of the Company; or to request bankruptcy proceedings of the Company;
- p. To issue the Board of Directors' Operational Regulations, Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; to issue the Audit Committee's Operational Regulations under the Board of Directors, and the Company's Information Disclosure Regulations;
- q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

3. The Board of Directors must report its performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities.

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

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

2. Members of the Board of Directors are entitled to working remuneration and bonuses. Working remuneration is calculated based on the number of working days required to complete the duties of a Board member and the remuneration rate per day. The Board of Directors shall estimate the remuneration level for each member based on the principle of unanimity. The total

remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions, members of Board committees, or those performing other work beyond the normal duties of a Board member may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all reasonable travel, accommodation, meals, and other reasonable expenses incurred in performing their duties, including expenses incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or Board committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of Board members arising from violations of law or the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

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

- a. To formulate programs and operational plans of the Board of Directors;
- b. To prepare agendas, contents, and documents for meetings; to convene, preside over, and chair 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 resolutions and decisions of the Board of Directors;
- e. To chair meetings of the General Meeting of Shareholders;
- f. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or the decision of dismissal/removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman in accordance with the principles set out in the Company's Charter. Where there is no authorized person, or the Chairman dies, is missing, is detained, is serving a prison sentence, is subject to compulsory rehabilitation or education measures, has absconded, is restricted or loses civil act capacity, has difficulty in cognition or controlling behavior, is prohibited by a Court from holding certain positions or practicing certain professions, then the remaining members shall elect one among themselves as Chairman of the Board of Directors by majority principle, until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of such Board.

This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. Where more than one member has the same highest number of votes or voting ratio, the members shall elect, by majority rule, one of them to convene the Board meeting.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene a Board meeting in the following cases:

a. Upon request of the Supervisory Board or an independent member of the Board of Directors;

b. Upon request of the General Director or at least five other managers;

c. Upon request of at least two members of the Board of Directors.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a Board meeting within 07 working days from the date of receipt of the request under Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, he/she shall be responsible for any damages incurred by the Company; the requesting party shall have the right to replace the Chairperson to convene the Board meeting.

6. The Chairperson of the Board of Directors or the convening person must send the meeting notice at least 03 working days prior to the meeting date. The notice must clearly specify the time, venue, agenda, and matters for discussion and decision, and must be accompanied by meeting materials and voting ballots of members.

The meeting notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it reaches the registered contact address of each Board member.

7. The Chairperson of the Board of Directors or the convening person shall send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as to Board members.

8. Members of the Supervisory Board have the right to attend Board meetings; they may participate in discussions but do not have voting rights.

9. A Board meeting shall be conducted when at least three-fourths (3/4) of the total members attend. If the first meeting is not eligible to proceed, a second meeting shall be convened within 07 days from the originally scheduled date. In this case, the meeting may proceed if more than half of the Board members attend.

10. A Board member shall be considered present and voting in the following cases:

a. Direct attendance and voting at the meeting;

b. Authorizing another person to attend and vote;

c. Participation and voting via online meeting, electronic voting, or other electronic means;

d. Sending voting ballots by mail, fax, or email.

11. In case of voting by mail, the ballot must be sealed in an envelope and delivered to the Chairperson of the Board of Directors no later than 01 hour before the opening of the meeting. The ballots may only be opened in the presence of all attendees.

12. Members must attend all Board meetings. A member may authorize another person to attend and vote if approved by a majority of Board members.

13. Resolutions and decisions of the Board of Directors are passed if approved by a majority of attending members; in case of a tie, the final decision shall follow the opinion of the Chairperson of the Board of Directors.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish its subordinate committees to be responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members should constitute the majority of the committee, and one of these members shall be appointed as the Committee Chairperson as decided by the Board of Directors. The operation of each committee shall comply with the regulations of the Board of Directors. Resolutions of a committee shall only be valid when approved by a majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or its subordinate committees must comply with applicable laws, the Company Charter, and the Company's internal governance regulations.

Article 32. Corporate Governance Officer

1. The Board of Directors of the Company must appoint at least one (01) Corporate Governance Officer to support corporate governance activities within the Company. The Corporate Governance Officer may concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer must not simultaneously work for an approved auditing organization that is conducting audits of the Company's financial statements.

3. The Corporate Governance Officer has the following rights and obligations:

- a. To advise the Board of Directors in organizing General Meetings of Shareholders in accordance with regulations and in handling matters related to the Company and its shareholders;
- b. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c. To advise on meeting procedures;
- d. To attend meetings;
- e. To advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. To provide financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors and the Supervisory Board;
- g. To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. To act as the focal point for communication with relevant stakeholders;
- i. To maintain confidentiality of information in accordance with applicable laws and the Company Charter;

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE MANAGERS

Article 33. Organizational Structure of Management

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of

Directors. The appointment, dismissal, and removal of the above positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Executive Managers of the Company

1. Executive managers of the Company include the General Director, Deputy General Directors, Chief Accountant, and other executive managers.

2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executive managers in a quantity and with qualifications suitable to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Executive managers are responsible for supporting the Company in achieving its operational and organizational objectives.

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

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

Article 35. Appointment, Removal, Rights and Duties of the General Director

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to act as General Director.

2. The General Director is the person responsible for the day-to-day business operations of the Company; is subject to supervision by the Board of Directors; and is responsible to the Board of Directors and the law for the exercise of assigned rights and duties.

3. The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law.

4. The General Director has the following rights and obligations:

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

b. To organize the implementation of resolutions and decisions of the Board of Directors;

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

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

e. To appoint, dismiss, and remove management positions within the Company, except those under the authority of the Board of Directors;

f. To decide on salary and other benefits for employees, including managers under the appointment authority of the General Director;

g. To recruit employees;

h. To propose plans for dividend distribution or handling business losses;

i. Other rights and obligations as prescribed by law.

5. The Board of Directors may dismiss the General Director when a majority of voting members attending the meeting approve, and shall appoint a replacement General Director.

IX. BOARD OF SUPERVISORS

Article 36. Nomination and candidacy for members of the Board of Supervisors (Supervisors)

1. The nomination and candidacy of members of the Board of Supervisors shall be conducted in accordance with Clauses 1 and 2, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Governance Regulations, and the Regulations on the Board of Supervisors. Any additional nomination by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders' vote in accordance with law.

Article 37. Composition of the Board of Supervisors

1. The Board of Supervisors of the Company consists of 03 members. The term of office of a member of the Board of Supervisors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall under the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of the independent audit firm that has audited the Company's financial statements within the preceding three (03) years.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

- a. No longer meeting the standards and conditions for membership as prescribed in Clause 2 of this Article;
- b. Having submitted a resignation letter and it has been accepted.

4. A member of the Board of Supervisors shall be removed in the following cases:

- a. Failure to complete assigned duties and tasks;
- b. Failure to exercise rights and perform duties for six (06) consecutive months, except in force majeure cases;
- c. Repeated or serious violation of obligations of a Supervisory Board member as prescribed by the Law on Enterprises;
- d. Other cases as decided by the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors is elected by and from among the members of the Board of Supervisors; the election, dismissal, and removal shall be decided by majority vote. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business activities.

2. Rights and obligations of the Head of the Board of Supervisors:

- a. To convene meetings of the Board of Supervisors;
- b. To request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;
- c. To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and Obligations of the Board of Supervisors

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

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit firms to audit the Company's financial statements; to decide on the selection

of an approved audit firm to inspect the Company's operations, and to dismiss approved auditors when deemed necessary.

2. To be responsible to shareholders for its supervisory activities.
3. To supervise the Company's financial situation and the compliance with laws by members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In case of detecting violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other managers, the Board of Supervisors shall notify the Board of Directors in writing within 48 hours, request the violating party to cease the violation, and require remedial measures.
6. To develop the Regulations on the Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.
8. To have the right to access records and documents of the Company stored at its head office, branches, and other locations; and to access workplaces of managers and employees during working hours.
9. To request the Board of Directors, its members, the General Director, and other managers to provide complete, accurate, and timely information and documents relating to management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year. A meeting is valid when at least two-thirds of its members attend. Minutes of meetings must be prepared in a detailed and clear manner. The recorder and attending members must sign the minutes. Meeting minutes shall be retained to determine the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit firm to attend meetings and clarify relevant issues.

Article 41. Salary, Remuneration, Bonuses, and Other Benefits of Members of the Board of Supervisors

1. Members of the Board of Supervisors are entitled to salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with corporate income tax regulations and relevant laws, and shall be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties, including duties as members of the Board's committees, in a honest and careful manner, in the best interests of the Company.

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

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal regulations.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company (holding more than 50% of charter capital) and themselves or their related persons in accordance with law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the relevant resolutions in accordance with securities disclosure regulations.
4. Members of the Board of Directors shall not vote on transactions that generate benefits for themselves or their related persons as prescribed by the Law on Enterprises.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others for the purpose of conducting related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related individuals or organizations shall not be invalid in the following cases:
 - a) For transactions with a value equal to or less than 35% of the total assets recorded in the most recent financial statements, key contents of the contract or transaction, as well as the relationships and interests of the relevant members, must have been reported to the Board of Directors and approved by a majority of non-interested Board members;
 - b) For transactions with a value greater than 35%, or transactions resulting in cumulative transaction value within 12 months from the first transaction reaching 50% or more of total assets recorded in the most recent financial statements, key contents of such transactions, as well as related interests, must be disclosed to shareholders and approved by the General Meeting of Shareholders by voting of non-interested shareholders.

Article 43. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their duties, obligations of honesty and prudence, or fail to properly perform their responsibilities shall be liable for any damages caused by such violations.
2. The Company shall indemnify individuals who have been, are, or may become a party to complaints, lawsuits, or proceedings (including civil, administrative cases, and cases where the Company is not the plaintiff) if such persons are or were members of the Board of Directors,

members of the Board of Supervisors, the General Director, other executives, employees, or authorized representatives of the Company who have acted in good faith, with due care, and in the best interests of the Company, in compliance with the law, and where there is no evidence that they have breached their responsibilities.

3. Compensation costs include court judgments, fines, actual expenses incurred (including legal fees) in resolving such matters within the limits permitted by law. The Company may purchase insurance for these individuals to cover the above-mentioned indemnification obligations.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to inspect books and records

1. Ordinary shareholders have the right to inspect the Company's books and records as follows:

2. Ordinary shareholders are entitled to examine, access, and extract information regarding the names and contact addresses in the list of voting shareholders; request correction of inaccurate personal information; and inspect, access, extract, or copy the Company's Charter, minutes of General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.

3. Shareholders or groups of shareholders owning 5% or more of total ordinary shares, or a lower threshold as provided in the Company's Charter, have the right to examine, access, and extract minutes and resolutions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to Board approval, and other documents, except for documents relating to the Company's trade secrets and business secrets.

4. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by the power of attorney granted by the shareholder(s) they represent, or a notarized copy of such authorization.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to access the Company's shareholder register, list of shareholders, and other books and records for purposes related to their duties, provided that such information is kept confidential.

6. The Company must retain this Charter and its amendments, the Enterprise Registration Certificate, internal regulations, documents proving 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 the Board of Supervisors, 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 such storage location.

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

XII. EMPLOYEES AND TRADE UNION

Article 45. Công nhân viên và công đoàn

1. The General Director shall prepare plans for approval by the Board of Directors regarding matters related to recruitment, termination of employment, salaries, social insurance, welfare, bonuses, and disciplinary actions for employees and corporate executives.

2. The General Director shall also prepare plans for approval by the Board of Directors regarding the Company's relations with trade unions in accordance with standards, best practices, management policies, this Charter, the Company's internal regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide the dividend payment level and form of dividend payment annually from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or any amounts related to any class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in shares, and the Board of Directors shall implement such decision.
4. Where dividends or other amounts related to a class of shares are paid in cash, payment must be made in Vietnamese Dong (VND). Payment may be made directly or through banks based on shareholder-provided account information. If the Company has transferred funds correctly based on such information but the shareholder does not receive them, the Company shall not be held responsible. Dividend payments for listed/registered shares on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date for shareholder entitlement. Based on this date, registered shareholders or holders of relevant securities shall be entitled to receive dividends in cash or shares, or to receive notices and other documents.
6. Other matters relating to profit distribution shall comply with applicable laws.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 47. Bank accounts

1. The Company shall open accounts at banks in Vietnam or at branches of foreign banks legally operating in Vietnam.
2. Subject to prior approval of competent authorities, where necessary, the Company may open bank accounts abroad in accordance with applicable laws.
3. The Company shall conduct all payments and accounting transactions through its VND or foreign currency accounts opened at banks..

Article 48. Fiscal year

The Company's fiscal year shall commence on 01 January each year and end on 31 December of the same year.

Article 49. Accounting regime

1. Chế độ kế toán Công ty sử dụng là chế độ kế toán doanh nghiệp hoặc chế độ kế toán đặc thù The Company shall apply either the corporate accounting regime or a specialized accounting regime issued or approved by competent authorities.
2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant regulations. Such records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company's accounting currency shall be the Vietnamese Dong (VND). In case the Company's major economic transactions are conducted in a foreign currency, it may choose that foreign currency as its accounting currency, and shall be responsible for such choice before the law and notify the directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE OBLIGATIONS

Article 50. Annual, semi-annual and quarterly financial statements

1. The Company shall prepare annual financial statements, and such annual financial statements must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in accordance with securities disclosure regulations and submit them to competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as required by applicable accounting regulations for enterprises. The annual financial statements must present a true and fair view of the Company's operating performance.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with securities disclosure regulations and submit them to competent state authorities..

Article 51. Annual report

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

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following fiscal year, based on terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend General Meetings of Shareholders, receive notices and other information related to such meetings, and express opinions at the General Meeting on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 53. Company seal

1. The seal includes seals made at a seal engraving establishment or digital signatures in accordance with the law on electronic transactions.

2. The Board of Directors shall decide the type, quantity, form, and contents of the Company's seal, including those of its branches and representative offices (if any).

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

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Company dissolution

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

a. Upon expiration of the operation term stated in the Company's Charter without a decision to extend it;

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

c. The Enterprise Registration Certificate is revoked, except as otherwise provided under tax administration laws;

d. Other cases as prescribed by law.

2. Early dissolution of the Company (including extended terms) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be notified or approved by competent authorities (if required) in accordance with the law..

Article 55. Extension of operation

1. The Board of Directors shall convene the General Meeting of Shareholders at least seven (07) months prior to the expiration of the Company's operating term so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operating term shall be extended if shareholders representing at least 65% of the total voting shares of attending shareholders approve.

Article 56. Liquidation

1. At least six (06) months prior to the expiration of the Company's operating term or after a decision on dissolution is issued, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members, including two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the committee may be selected from Company employees or independent experts. All liquidation-related expenses shall be prioritized for payment before other Company obligations.
2. The Liquidation Committee shall report its establishment date and commencement of operations to the Business Registration Authority. From that time, the committee shall represent the Company in all liquidation matters before courts and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a. Liquidation costs;
 - b. Salary debts, severance allowances, social insurance, and other employee benefits under labor contracts and collective agreements;
 - c. Tax liabilities;
 - d. Other debts of the Company;
 - e. Remaining amounts after full payment of items (a) to (d) shall be distributed to shareholders. Preferred shares shall be paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal dispute resolution

1. In case of disputes or complaints arising in relation to the Company's operations, or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other applicable laws, or agreements between:
 - a) Shareholders and the Company;
 - b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives;
2. the relevant parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the resolution process and request each party to provide relevant information within three (03) working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman, any party may request the Supervisory Board to appoint an independent expert to act as a mediator.
3. If no settlement is reached within six (06) weeks from the commencement of mediation, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to arbitration or a court.
4. Each party shall bear its own costs related to negotiation and mediation. Court costs shall be allocated in accordance with the court's decision.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 58. Company Charter

- a. Any amendment or supplementation of this Charter must be reviewed and approved by the General Meeting of Shareholders.
- b. Where applicable laws contain provisions relating to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from this Charter, such legal provisions shall prevail and govern the Company's operations..

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 21 Sections and 59 Articles, and was approved by the General Meeting of Shareholders of Siba High-Tech Mechanical Group Joint Stock Company on April 24, 2026, and fully adopted in its entirety.
2. This Charter is made in three (03) copies of equal legal validity and shall be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter are valid only when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.


LEGAL REPRESENTATIVE

NGUYEN VAN DUC

