

SOCIALIST REPUBLIC OF VIETNAM

Draft

Independence – Freedom – Happiness

CHARTER ON ORGANIZATION AND OPERATION

VIETNAM FORESTRY CORPORATION – JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14; the Law amending and supplementing a number of articles of the Law on Public Investment, the Law on Public-Private Partnership Investment, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Enforcement of Civil Judgments No. 03/2022/QH15; the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15;

Pursuant to the Law on Securities No. 54/2019/QH14; the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15;

Pursuant to the Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15;

Pursuant to other relevant legal documents.

At the 2026 Annual General Meeting of Shareholders of Vietnam Forestry Corporation – Joint Stock Company, held on .../.../2026, a resolution was adopted approving the Charter on Organization and Operation of Vietnam Forestry Corporation – Joint Stock Company as amended and supplemented for the third time, including the following chapters, articles, and clauses:

CHAPTER I

GENERAL PROVISIONS

Article 1. Interpretation of Term

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

a) Corporation means Vietnam Forestry Corporation – Joint Stock Company..

b) General Meeting of Shareholders, Board of Directors, Supervisory Board, General Director, Deputy General Director, etc. mean the General Meeting of Shareholders, Board of Directors, Supervisory Board, General Director, Deputy General Director, etc. of Vietnam Forestry Corporation – Joint Stock Company.

c) Law on Enterprises means the Law on Enterprises No. 59/2020/QH14; the Law amending and supplementing a number of articles of the Law on Public Investment, the Law on Public-Private Partnership Investment, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Enforcement of Civil Judgments No. 03/2022/QH15; the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15;

d) *Law on Management and Investment of State Capital in Enterprises* means Law No. 68/2025/QH15;

e) *Law on Securities* means the Law on Securities No. 54/2019/QH14; the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15;

f) *Shareholder* means an individual or organization owning at least one share of the Corporation.

g) *Dividend* means the after-tax profit distributed for each share in cash or other assets.

h) *Charter capital* means the total par value of all types of shares that have been sold by the Corporation in accordance with Article 7 of this Charter.

i) *Voting capital* means shares that entitle their holders to vote on matters within the decision-making authority of the General Meeting of Shareholder.

j) *Affiliated units* mean dependent accounting units (branches, representative offices, and business locations of the Corporation)

k) *Enterprise managers* mean the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, and the Chief Accountant of the Corporation.

l) *Related persons* mean organizations or individuals as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

m) *Family-related persons* mean individuals as defined in Clause 22, Article 4 of the Law on Enterprises.

n) *Provisions of law* mean provisions of the Law on Enterprises, the Law on Securities, and other relevant applicable laws.

2. Certain other terms related to joint stock companies shall be interpreted in accordance with Article 4 of the Law on Enterprises and Clause 1, Article 1 of Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises. Other terms used in this Charter that are defined in applicable laws shall have the meanings as prescribed in such laws.

3. In this Charter, references to any provision of other documents shall include any amendments or replacements thereto.

Article 2. Name, Head Office, Legal Status, Term of Operation, Branches, Representative Offices, and Business Locations of the Corporation

1. Name:

- Full name : Vietnam Forestry Corporation – Joint Stock Company.
- Trading name : Vietnam Forestry Corporation
- English name : Vietnam Forestry Corporation – Joint stock company
- Abbreviation : VINAFOR

2. Logo:

The Corporation's logo has been granted a Trademark Registration Certificate No. 62741 by the National Office of Intellectual Property under the Ministry of

Science and Technology, pursuant to Decision No. 62741/QĐ-SHTT dated May 16, 2005, and the amended Decision No. 14891/QĐ-SHTT dated March 13, 2017, as follows:



Description: The Corporation’s logo is presented in purple and white colors, featuring the letters “V” and “F” stylized inside a circle, accompanied by the word “Vinafor” displayed to the right or below the logo.

3. Registered head office of the Corporation:

- Address: No. 127 Lò Đức Street, Hai Bà Trưng Ward, Hanoi City.
- Telephone: (024) 3641 0799
- Fax: (024) 3641 0800
- Website: www.vinafor.com.vn
- E-mail:

4. Type of enterprise: The Corporation is a joint stock company with legal entity status in accordance with the laws of Vietnam.

5. Term of operation: The Corporation operates for an indefinite term, except in cases of reorganization, dissolution, or bankruptcy in accordance with Articles 66, 67, and 68 of this Charter.

6. Branches, Representative Offices, and Business Locations of the Corporation:

At the time of adoption of this Charter, the Corporation has branches, representative offices, and business locations as listed in the attached Appendix.

Article 3. Legal Representatives of the Corporation and Authorized Representatives of Institutional Shareholders

1. The Corporation has two (02) legal representatives: the Chairman of the Board of Directors and the General Director. Their respective rights and obligations are as follows:

a) The Chairman of the Board of Directors is a legal representative, authorized to sign documents within the authority of the Board of Directors; and to sign documents within the authority of the legal representative – the General Director in cases where the General Director is absent from the Corporation’s office without authorization (or where such authorization cannot be implemented), or in other special cases as decided by the Board of Directors.

b) The General Director is the standing legal representative of the Corporation, authorized to sign documents relating to daily business operations and to act as the account holder of the Corporation’s bank accounts in accordance with the laws of Vietnam, this Charter, and the Corporation’s internal regulations.

c) The legal representative is an individual representing the Corporation in exercising rights and obligations arising from the Corporation's transactions.

2. The legal representatives of the Corporation shall have the following responsibilities:

a) To perform assigned rights and obligations honestly, prudently, and to the best of their ability in order to safeguard the lawful interests of the enterprise;

b) To be loyal to the interests of the enterprise; not to abuse their position, authority, or use information, know-how, business opportunities, or other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;

c) To promptly, fully, and accurately notify the enterprise of enterprises in which they or their related persons are owners or hold shares or capital contributions, in accordance with the Law on Enterprises.

3. Decisions made by any legal representative shall be valid and binding on, and made on behalf of, the Corporation. However, any legal representative who violates the provisions of this Article shall bear personal liability in accordance with the law for any damages caused to the Corporation by such decisions.

4. An institutional shareholder holding at least 30% of the total ordinary shares of the Corporation may authorize up to three (03) representatives to exercise the rights and obligations of such shareholder in accordance with the Law on Enterprises and this Charter.

An institutional shareholder holding at least 50% of the total ordinary shares of the Corporation may authorize up to five (05) representatives to exercise the rights and obligations of such shareholder in accordance with the Law on Enterprises and this Charter.

The appointment of authorized representatives must be made in writing, notified to the Corporation, and shall only take effect vis-à-vis the Corporation from the date the Corporation receives such notification.

Article 4. Objectives and Main Business Lines of the Corporation

1. Objectives: To preserve and develop capital; maximize production and business efficiency; generate high profits for the Corporation; provide high dividends to shareholders; and ensure stable employment and proper income for employees.

2. Business lines:

a) Main business lines:

– Planting, tending, protecting, managing, and exploiting forests; research, production, and trading of plant varieties.

– Processing, trading, and import-export of artificial boards, timber, and other agricultural products.

b) Conditional business lines: Real estate business; sending Vietnamese workers to work abroad under fixed-term contracts.

c) Other business lines: Other business activities not prohibited by law, in line with the Corporation's development needs and in compliance with applicable laws.

At the time of adoption of this Charter, the Corporation's business lines are set out in the attached Appendix.

Article 5. Seal of the Corporation

1. The Corporation shall have one (01) seal. The form and content of the seal shall be decided by the Board of Directors; however, it must at least include the Corporation's name and enterprise code.
2. The management, use, and safekeeping of the seal shall be decided by the Board of Directors in accordance with applicable laws.

Article 6. Political and Socio-Political Organizations of the Corporation

1. The Communist Party of Vietnam organization, Trade Union, Youth Union, and other political and socio-political organizations within the Corporation shall operate in accordance with the Constitution, laws, and the charters of such organizations.
2. The Corporation shall respect and not obstruct the establishment and operation of political and socio-political organizations, and shall facilitate employees' participation in such organizations.

CHAPTER II

CHARTER CAPITAL, SHARES, AND SHAREHOLDERS

Article 7. Charter Capital:

1. The charter capital of the Corporation is VND 3,500,000,000,000 (In words: Three trillion five hundred billion dong).

The total charter capital is divided into 350,000,000 shares with a par value of VND 10,000 per share.

2. The Corporation may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
3. Maximum foreign ownership ratio in the Corporation: 0% (In words: zero percent).

Article 8. Types of Shares

1. At the time of adoption of this Charter, the Corporation has only ordinary shares.
2. The Corporation may issue preference shares as decided by the General Meeting of Shareholders in accordance with applicable laws.
3. Each share of the same class confers equal rights, obligations, and benefits on its holder.
4. Ordinary shares cannot be converted into preference shares. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders.
5. Where preference shares exist, the General Meeting of Shareholders shall decide the specific preferential rights and entitlements of preference shareholders in accordance with Articles 116, 117, and 118 of the Law on Enterprises.
6. Ordinary shares must be offered for sale first to existing shareholders in proportion to their holdings of ordinary shares in the Corporation, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for shall be decided upon

by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the Law on Securities.

7. The Corporation may repurchase its own issued shares in accordance with the methods provided in this Charter and applicable laws. Repurchased shares shall be handled in accordance with applicable laws and this Charter.

8. The Corporation has the right to issue shares, bonds, and other securities upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

9. The Corporation has no founding shareholders.

Article 9. Shares

1. A share (share ownership certificate) is a certificate issued by the Corporation, a book-entry record, or electronic data confirming ownership of one or more shares of the Corporation. A share certificate must contain the following principal information:

- a) Name, enterprise code, and head office address of the Corporation;
- b) Number of shares and class of shares;
- c) Par value of each share and total par value of the shares stated on the certificate;
- d) Full name, contact address, nationality, and legal identification of an individual shareholder; or name, enterprise code or legal identification, and head office address of an institutional shareholder;
- e) Signature of the legal representative of the Corporation;
- f) Registration number in the Company's shareholder register and the date of issuance of the share certificate;
- g) Other contents as prescribed in Clause 5, Article 8 of this Charter.

2. In case of any errors in the content or form of share certificates issued by the Corporation, the rights and interests of the holder shall not be affected. The legal representative of the Corporation shall be liable for any damage arising from such errors.

3. In case a share certificate is lost, damaged, or destroyed in any form, the shareholder shall be reissued a share certificate upon request and in accordance with Clause 3, Article 121 of the Law on Enterprises.

Article 10. Shareholder Register

1. The Corporation shall establish a shareholder register, which includes the following contents:

- a) Name and head office address of the Corporation;
- b) Total number of shares authorized for offering, classes of shares authorized for offering, and the number of shares authorized for offering of each class;
- c) Total number of shares sold of each class and the value of contributed share capital;

d) Information on shareholders as specified in Point d, Clause 1, Article 9 of this Charter;

e) Number of shares of each class held by each shareholder and the date of share registration.

2. The shareholder register shall be maintained at the Vietnam Securities Depository. Shareholders have the right to inspect, review, extract, or copy the contents of the shareholder register during the working hours of the Vietnam Securities Depository.

3. In case a shareholder changes their contact address, they must promptly notify the Corporation for updating in the shareholder register and shall be responsible for ensuring communication. The Corporation shall not be responsible for any failure to contact shareholders due to the absence of notification of such changes.

4. The Corporation must promptly update changes of shareholders in the shareholder register upon request of relevant shareholders in accordance with this Charter.

Article 11. Offering, Sale, and Transfer of Shares

1. Based on operational needs, the Corporation has the right to increase the number and types of shares authorized for offering and to sell such shares during its operation to increase charter capital.

2. The offering of shares to existing shareholders shall comply with the laws on securities.

3. Public offerings and private placements of shares shall comply with the laws on securities.

4. Sale of shares:

The Board of Directors shall decide on the timing, method, and selling price of shares. The selling price must not be lower than the market price at the time of offering or the book value of shares at the most recent time, except in the following cases:

a) Shares offered for the first time to persons who are not founding shareholders;

b) Shares offered to all shareholders in proportion to their existing shareholdings in the Corporation;

c) Other cases as decided by the General Meeting of Shareholders.

5. Transfer of shares:

a) Shares of the Corporation are freely transferable, except for restrictions under commitments of strategic shareholders, restrictions on additional preference shares purchased by employees or trade unions, and other restrictions (if any) as decided by the General Meeting of Shareholders, which shall only be effective if clearly stated in the corresponding share ownership certificate;

b) Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the laws on securities and the securities market;

c) Shares that have not been fully paid shall not be transferable and shall not enjoy related rights such as dividend rights, rights to receive bonus shares issued from equity

capital, rights to subscribe for newly offered shares, and other rights in accordance with applicable laws;

d) The transfer, inheritance, gifting, etc. of shares shall comply with Clauses 2, 3, 4, 5, 6, and 7, Article 127 of the Law on Enterprises.

Article 12. Issuance of Bonds:

1. The Corporation has the right to issue bonds, convertible bonds, and other types of bonds in accordance with applicable laws and decisions of the General Meeting of Shareholders.

2. The offering and issuance of bonds shall comply with the laws on securities and other relevant legal regulations.

3. The Board of Directors shall decide on the type of bonds (except for convertible bonds and bonds with warrants), total bond value, and timing of issuance, and must report to the General Meeting of Shareholders at the nearest meeting. Such report must be accompanied by documents and explanations regarding the Board of Directors' resolution on bond issuance.

4. The General Meeting of Shareholders shall decide on the type, total value, and timing of offering for convertible bonds and bonds with warrants. The approval of resolutions for such bond offerings shall be carried out in accordance with Article 30 of this Charter.

Article 13. Share Repurchase

The repurchase of shares by the Corporation shall be carried out in accordance with the Law on Enterprises, the Law on Securities, and other relevant legal regulations.

Article 14. Payment Conditions and Handling of Repurchased Shares

Payment conditions and the handling of repurchased shares shall be carried out in accordance with the Law on Enterprises, the Law on Securities, and other relevant legal regulations.

Article 15. Dividend Payment

1. The General Meeting of Shareholders shall decide the annual dividend rate and form of dividend payment for each class of shares.

2. Dividends for preference shares shall be paid in accordance with the specific conditions applicable to each class of preference shares.

3. Dividends for ordinary shares shall be determined based on realized net profits and paid from the Corporation's retained earnings.

The Corporation may only pay dividends when all of the following conditions are satisfied:

a) All tax obligations and other financial obligations have been fulfilled in accordance with the law;

b) Required funds have been set aside and prior losses have been fully offset in accordance with the law and this Charter;

c) Immediately after dividend payment, the Corporation remains capable of paying all due debts and other financial obligations.

4. The Corporation shall pay dividends to all shareholders within six (06) months from the date of the Annual General Meeting of Shareholders. The Board of Directors shall prepare the list of shareholders entitled to dividends, determine the dividend amount per share, and set the payment time and method no later than 30 days before each dividend payment. Notification of dividend payment shall comply with the Law on Enterprises and the Law on Securities.

5. The Board of Directors shall implement payment of all or part of dividends in cash, shares of the Corporation, or other assets in accordance with the resolution of the General Meeting of Shareholders.

6. Where dividends are paid in cash, payment must be made in Vietnamese Dong. Payment may be made directly or via banks based on the banking details provided by shareholders. If the Corporation transfers funds in accordance with the provided banking details but the shareholder does not receive the funds, the Corporation shall not be liable for such amount.

7. Where dividends are paid in shares, the Corporation shall comply with the laws on securities. The Corporation must register an increase in charter capital corresponding to the total par value of shares used for dividend payment within 10 days from the completion of dividend payment.

8. In case a shareholder transfers shares during the period between the closing date of the shareholder list and the dividend payment date, the transferor shall be the person entitled to receive the dividend from the Corporation.

Article 16. Scope of Liability of Shareholders

Shareholders shall be liable for the debts and other property obligations of the Corporation only to the extent of the capital they have contributed to the Corporation.

Article 17. Rights of Ordinary Shareholders

1. Ordinary shareholders shall have the following rights:

a) To attend and speak at General Meetings of Shareholders and exercise voting rights directly or through authorized representatives or other forms as prescribed by law and this Charter. Each ordinary share carries one vote;

b) To receive dividends as decided by the General Meeting of Shareholders;

c) To have pre-emptive rights to subscribe for new shares offered for sale in proportion to their shareholding in the Corporation;

d) To freely transfer their shares to others in accordance with applicable laws, except as provided in Points a and c, Clause 5 of this Article and other relevant legal provisions;

e) To examine, look up, and extract information on names and contact addresses in the list of voting shareholders and request correction of inaccurate information;

f) To examine, look up, extract, or copy the Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Corporation, to receive a portion of the remaining assets corresponding to their shareholding ratio after the Corporation has settled debts and obligations to creditors and other classes of shareholders in accordance with the law;

h) To request the Corporation to repurchase their shares in cases provided by the Law on Enterprises;

i) To be treated equally. Each share of the same class confers equal rights, obligations, and benefits. Where the Corporation has preference shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To access full periodic and extraordinary information disclosed by the Corporation in accordance with the 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 as provided in this Charter and applicable laws.

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

a) To examine, look up, extract records of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those related to trade secrets or business secrets of the Corporation;

b) To request the convening of a General Meeting of Shareholders in cases specified in Clause 3, Article 115 and Article 140 of the Law on Enterprises;

c) To request the Supervisory Board to examine specific matters relating to the management and operation of the Corporation when deemed necessary. Such request must be in writing and include: full name, contact address, nationality, legal identification (for individual shareholders); name, enterprise code or legal identification, and head office address (for institutional shareholders); number of shares and registration date of each shareholder, total shares of the group and ownership ratio; the matter to be examined and purpose of examination;

d) Other rights as provided by 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 candidates to the Board of Directors and the Supervisory Board in accordance with Clause 4, Article 36 and Clause 3, Article 49 of this Charter.

4. A request to convene a General Meeting of Shareholders as prescribed in Point b, Clause 2 of this Article must be in writing and include: full name, contact address, nationality, legal identification (for individual shareholders); name, enterprise code or legal identification, and head office address (for institutional shareholders); number of shares and registration date of each shareholder, total shares of the group and ownership ratio; the grounds and reasons for the request. Such request must be

accompanied by documents and evidence of violations by the Board of Directors, the level of violations, or decisions made beyond authority. The requesting shareholder(s) shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided.

Article 18. Obligations of Shareholders

1. To fully and timely pay for the shares committed to be purchased.
2. Not to withdraw contributed capital in the form of ordinary shares from the Corporation in any manner, except where such shares are repurchased by the Corporation or transferred to others. In case a shareholder withdraws part or all of the contributed capital in violation of this provision, such shareholder and related persons shall be jointly liable for the debts and other property obligations of the Corporation within the value of the withdrawn shares and for any damages incurred.
3. To comply with the Charter and internal management regulations of the Corporation.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To provide accurate address information when subscribing for shares and to promptly notify any changes in address or personal identification.
6. To maintain confidentiality of information provided by the Corporation in accordance with this Charter and applicable laws; to use such information only for exercising and protecting their lawful rights and interests, and not to disclose it to other organizations or individuals.
7. To fulfill other obligations in accordance with applicable laws and this Charter.
8. For strategic shareholders (T&T Group Joint Stock Company) purchasing ordinary shares of the Corporation during equitization, to fully perform commitments under Share Purchase Agreement No. 686/HĐMBCP-CĐCL dated July 26, 2016 between Vietnam Forestry Corporation – One Member Limited Liability Company and T&T Group Joint Stock Company.
9. To bear personal liability when acting in the name of the Corporation under any form to carry out any of the following acts:
 - a) Violating the law;
 - b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Paying debts not yet due in the face of potential financial risks to the Corporation.
10. Major shareholders shall have obligations as prescribed by the Law on Enterprises and the Law on Securities, and must also comply with the following:
 - a) Not to abuse their position to adversely affect the rights and interests of the Corporation and other shareholders in accordance with the law and this Charter;
 - b) To disclose information in accordance with applicable laws.

CHAPTER III

ORGANIZATIONAL STRUCTURE OF CORPORATE GOVERNANCE

Article 19. Organizational Structure of the Corporation

The Corporation has the following organizational and management structure:

- a) General Meeting of Shareholders;
- b) Board of Directors;
- c) Supervisory Board;
- d) General Director.

Article 20. General Meeting of Shareholders

1. The General Meeting of Shareholders of the Corporation comprises all shareholders with voting rights and is the highest decision-making body of the Corporation.

2. The General Meeting of Shareholders has the following rights and obligations:

a) To approve the development orientation of the Corporation, including business lines, objectives, and missions;

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

c) To decide the number of members of the Board of Directors;

d) To elect, dismiss, remove, and replace members of the Board of Directors and members of the Supervisory Board;

e) To decide the budget or total remuneration, bonuses, and other benefits of the Board of Directors and the Supervisory Board;

f) To decide on investments or disposal of assets in the following cases (based on the lower threshold).

- Having a value equal to or greater than 35% of the total assets recorded in the most recent financial statements at the time of investment decision.

- Having a value exceeding 50% of equity, or exceeding 50% of the owner's invested capital where equity is lower than the owner's invested capital. Equity and owner's invested capital are determined based on the Corporation's most recent quarterly or annual separate financial statements at the time of decision.

g) To decide on amendments and supplements to the Charter;

h) To approve annual financial statements;

i) To approve the list of independent auditing firms; to appoint the independent auditor to audit the Corporation's operations; and to dismiss the independent auditor when necessary;

j) To decide on the repurchase of more than 10% of the total issued shares of each type;

k) To consider and handle violations by members of the Board of Directors and Supervisory Board causing damage to the Corporation and its shareholders;

- l) To decide on reorganization, division, separation, consolidation, merger, or transformation of the Corporation;
 - m) To decide on dissolution (liquidation) of the Corporation and appoint liquidators;
 - n) To approve internal governance regulations and operating regulations of the Board of Directors and the Supervisory Board;
 - o) Other rights and obligations as prescribed by law and this Charter.
3. Shareholders shall not participate in voting where such shareholders or their related persons fall under cases specified in Article 13 and Clause 3, Article 48 of this Charter.
4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 21. Variation of Rights

1. Any amendment or cancellation of special rights attached to a class of preference shares shall be effective only if approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of preference shareholders shall be adopted only if approved by shareholders of the same class attending the meeting representing at least 75% of the total preference shares of that class, or by shareholders of the same class representing at least 75% of the total preference shares of that class in case of written resolution. A meeting of shareholders holding a class of preference shares to approve such changes shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. If the quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and those shareholders holding shares of that class (regardless of number of attendees or shares held) who attend in person or by proxy shall be deemed sufficient. At such meetings, shareholders holding that class of shares present in person or by proxy may request voting by secret ballot. Each share of the same class carries equal voting rights at such meetings.
2. Procedures for conducting such separate meetings shall be implemented in accordance with Articles 27 and 30 of this Charter.
3. Unless otherwise provided in the terms of issuance of shares, special rights attached to classes of shares with preferential rights regarding profit distribution or asset distribution of the Corporation shall not be altered when the Corporation issues additional shares of the same class.

Article 22. Meetings and Authority to Convene the General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) shall be held annually once per year. In addition to the annual meeting, extraordinary meetings may be convened. The meeting location must be within the territory of Vietnam. In case the meeting is held simultaneously at multiple locations, the official meeting venue shall be the location where the chairperson presides.

2. The annual GMS must be held within four (04) months from the end of the financial year. Where necessary, the Board of Directors may decide to extend the time, but not exceeding six (06) months from the end of the financial year.

The annual GMS shall discuss and approve the following matters:

- a) The Corporation's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on governance and performance of the Board and each member;
- d) Report of the Supervisory Board on the Corporation's business results and performance of the Board of Directors and the General Director;
- e) Self-assessment report of the Supervisory Board and each Controller;
- f) Dividend rate for each class of shares;
- g) Other matters within its authority.

3. The Board of Directors shall convene both annual and extraordinary GMS meetings. An extraordinary GMS shall be convened in the following cases:

- a) When deemed necessary for the interests of the Corporation;
- b) When the remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum required by law and this Charter;
- c) Upon request of shareholders or a group of shareholders as prescribed in Clause 2, Article 17 of this Charter;
- d) Upon request of the Supervisory Board;
- e) Other cases as prescribed by law.

4. The Board of Directors must convene a GMS within 30 days from the date when the number of members of the Board of Directors or Supervisory Board falls below the minimum or from the date of receipt of requests specified in Points c and d, Clause 3 of this Article.

If the Board of Directors fails to convene the meeting, the Chairman and members of the Board shall be legally liable and must compensate for any damages incurred by the Corporation.

5. If the Board of Directors fails to convene the GMS as required, within the next 30 days, the Supervisory Board shall convene the meeting in place of the Board of Directors.

If the Supervisory Board also fails to convene the meeting, it shall be legally liable and must compensate for damages incurred by the Corporation.

6. If the Supervisory Board fails to convene the meeting as required in Clause 5, shareholders or groups of shareholders as prescribed in Clause 2, Article 17 of this Charter shall have the right to represent the Corporation in convening the GMS in accordance with the Law on Enterprises.

7. The convener must perform the following tasks to organize the GMS:

- a) Prepare the list of shareholders entitled to attend;
 - b) Provide information and handle complaints related to the shareholder list;
 - c) Prepare the meeting agenda and contents;
 - d) Prepare documents for the meeting;
 - e) Draft resolutions of the GMS based on the proposed agenda; prepare the list and detailed information of candidates in case of election of members of the Board of Directors or Supervisory Board;
 - f) Determine the time and venue of the meeting;
 - g) Send meeting invitations to all shareholders entitled to attend;
 - h) Other tasks necessary for organizing the meeting.
8. Costs for convening and conducting the GMS as prescribed in Clauses 4, 5, and 6 of this Article shall be reimbursed by the Corporation.

Article 23. List of Shareholders Entitled to Attend the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of Shareholders (GMS) shall be prepared based on the shareholder register and the securities ownership register of the Corporation. This list must be prepared no later than 10 days before the date of sending the meeting invitation. The Corporation must disclose information on the preparation of such list at least 20 days prior to the record date.
2. The list of shareholders entitled to attend the GMS must include: full name, contact address, nationality, and legal identification (for individual shareholders); name, enterprise code or legal identification, and head office address (for institutional shareholders); number of shares of each class, and the registration number and date of each shareholder.
3. Shareholders have the right to examine, look up, extract, and copy names and contact addresses of shareholders in the list of shareholders entitled to attend the GMS; and to request correction of inaccurate information or supplementation of necessary information. Managers of the Corporation must promptly provide shareholder registration information and correct or supplement inaccurate information upon request, and shall be liable for damages arising from failure to provide or delay or inaccuracy in providing such information. Requests for provision or correction of information in the shareholder register must be made in writing and include: full name, contact address, nationality, legal identification (for individual shareholders); name, enterprise code or legal identification, and head office address (for institutional shareholders); number of shares of each class, and the registration number and date of each shareholder.

Article 24. Agenda and Contents of the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders (GMS) must prepare the agenda and contents of the meeting.
2. Shareholders or groups of shareholders as prescribed in Clause 2, Article 17 of this Charter have the right to propose items to be included in the GMS agenda. Such proposals must be made in writing and sent to the Corporation no later than three (03)

working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held, and the matters proposed for inclusion in the agenda.

3. In case the convener refuses a proposal as mentioned in Clause 2 of this Article, they must respond in writing, stating the reasons, no later than two (02) working days before the opening date of the GMS. The convener may only refuse such proposal in the following cases: The proposal is not submitted within the prescribed time limit or does not contain sufficient or proper information. At the time of submission, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as required under Clause 2, Article 17 of this Charter. The proposed matter does not fall within the authority of the GMS; Other cases as prescribed by law and this Charter.

4. The convener must accept and include proposals as specified in Clause 2 of this Article in the proposed agenda and contents of the meeting, except in cases specified in Clause 3. Such proposals shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 25. Notice of the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders (GMS) must send a meeting notice to all shareholders listed in the list of shareholders entitled to attend at least 21 days prior to the opening date. The notice must include: name, head office address, and enterprise code of the Corporation; name and contact address of the shareholder; time and venue of the meeting; and other requirements for attendees.

2. The notice must be sent by a method that ensures delivery to the shareholder's contact address; and must also be published on the Corporation's website, the website of the State Securities Commission, and the website of the stock exchange where the Corporation's shares are listed.

3. The meeting notice must be accompanied by the following documents:

a) Meeting agenda, documents to be used in the meeting, and draft resolutions for each agenda item;

b) Voting forms and the list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board.

4. The provision of meeting documents as specified in Clause 3 may be replaced by uploading them to the Corporation's website. In such case, the meeting notice must clearly state where and how to access/download the documents, and the Corporation must provide the documents to shareholders upon request. Meeting documents must be posted and updated with any amendments or supplements (if any) up to the opening date of the GMS.

Article 26. Exercise of the Right to Attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person, authorize in writing one or more individuals or organizations to attend, or attend through one of the forms specified in Clause 2 of this Article.

The authorization must be made in writing in accordance with civil law and must clearly state the name of the authorized individual or organization and the number of shares authorized. The authorized person or organization must present the authorization document upon registration before entering the meeting.

2. A shareholder shall be deemed to have attended and voted at the General Meeting of Shareholders in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote on their behalf;
- c) Attending and voting via online meeting, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting via mail, fax, or email.

Article 27. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when shareholders attending represent at least 65% of the total voting shares.

2. If the first meeting does not meet the quorum as prescribed in Clause 1, a second meeting shall be convened within 20 days from the originally scheduled date. The second meeting shall be conducted when shareholders attending represent at least 60% of the total voting shares.

3. If the second meeting does not meet the quorum as prescribed in Clause 2, a third meeting shall be convened within 10 days from the date of the second meeting. In this case, the meeting shall be conducted regardless of the total voting shares represented by attending shareholders.

4. Only the General Meeting of Shareholders has the authority to decide on changes to the meeting agenda that has been sent together with the meeting notice in accordance with Article 25 of this Charter.

Article 28. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

The procedures for conducting meetings and voting at the General Meeting of Shareholders (GMS) shall be as follows:

1. Before the opening of the meeting, registration of attending shareholders must be carried out.

2. The election of the Chairperson, Secretary, and Vote Counting Committee shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as the Chairperson or may authorize another member of the Board to act as Chairperson for meetings convened by the Board. If the Chairman is absent or temporarily unable to perform duties, the remaining members of the Board shall elect one among them as Chairperson by majority vote. If no Chairperson is elected, the Head of the Supervisory Board shall

preside for the General Meeting of Shareholders to elect a Chairperson, and the person receiving the highest votes shall act as Chairperson;

b) In other cases, the person signing the decision to convene the meeting shall preside for the General Meeting of Shareholders to elect a Chairperson, and the person receiving the highest votes shall act as Chairperson;

c) The Chairperson shall appoint one or more persons as the meeting Secretary;

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 meeting agenda and contents must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time for each item.

4. The Chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the will of the majority of attendees.

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

6. Shareholders or their authorized representatives arriving after the opening of the meeting may still register and have the right to vote 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 meeting has the following rights:

a) To require all attendees to comply with inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel persons who do not comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security requirements.

8. The Chairperson has the right to adjourn a duly convened meeting for no more than three (03) working days from the scheduled opening date, and may only adjourn or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient seating for all attendees;

b) The communication facilities at the venue are inadequate to allow shareholders to participate, discuss, and vote;

c) Attendees disrupt order or obstruct the meeting, posing a risk that the meeting cannot be conducted fairly and lawfully.

9. If the Chairperson adjourns or suspends the meeting in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the Chairperson and continue presiding over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and effective.

Article 29. Forms of Adoption of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) shall adopt decisions within its authority either by voting at a meeting or by collecting written opinions.
2. Resolutions of the GMS on the following matters must be adopted by voting at a meeting of the GMS:
 - a) Amendments and supplements to the Charter of the Corporation;
 - b) Development orientation of the Corporation;
 - c) Types of shares and total number of shares of each class;
 - d) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
 - e) Decisions regarding the investment or sale of assets as stipulated in clause f of Article 20 of these Charters;
 - f) Approval of audited annual financial statements;
 - g) Decisions on distribution of after-tax profits of the Corporation;
 - h) Reorganization or dissolution of the Corporation.

Article 30. Conditions for Adoption of Resolutions

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 3 and 4 of this Article and Clause 1, Article 21 of this Charter:
 - a) Types of shares and total number of shares of each class;
 - b) Changes in the main business lines and sectors of the Corporation;
 - c) Changes in the organizational and management structure of the Corporation;
 - d) Investment projects or the sale of assets with a value as stipulated in clause f of Article 20 of these Charters;
 - e) Amendments and supplements to the Charter;
 - f) Reorganization or dissolution of the Corporation.
2. Other resolutions shall be adopted if approved by shareholders representing at least 60% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clause 1, Clause 3 of this Article and Clause 1, Article 21 of this Charter.
3. Voting for election of members of the Board of Directors and the Supervisory Board must be conducted by cumulative voting, whereby each shareholder has total voting rights equal to the number of shares held multiplied by the number of positions to be elected, and may allocate all or part of their votes to one or more candidates. Candidates with the highest number of votes, in descending order, shall be elected until all positions are filled. In case two or more candidates receive equal votes for the final position, a re-vote shall be conducted among those candidates.
4. Where resolutions are adopted by written opinion, they shall be valid if approved by shareholders representing at least 60% of the total voting shares.

5. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend within 15 days from the date of adoption; such notification may be replaced by publication on the Corporation's website. Resolutions must also be disclosed in accordance with the laws on securities.

Article 31. Authority and Procedures for Collecting Written Opinions from Shareholders to Adopt Resolutions of the General Meeting of Shareholders

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

1. The Board of Directors has the right to collect written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders when deemed necessary in the best interest of the Corporation, except for cases specified in Clause 2, Article 29 of this Charter.

2. The Board of Directors shall prepare voting forms, draft resolutions of the General Meeting of Shareholders, explanatory documents, and send them to all shareholders entitled to vote at least 10 days before the deadline for returning the voting forms. The preparation of the shareholder list shall comply with Clauses 1 and 2, Article 23 of this Charter; the requirements and methods for collecting opinions and accompanying documents shall comply with Article 25 of this Charter.

3. The voting form must include the following main contents:

a) Name, head office address, and enterprise registration number of the Corporation;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, and legal identification details for individual shareholders; name, enterprise code or legal identification details, and head office address for organizational shareholders; or information of the authorized representative of an organization; number of shares of each class and voting rights of the shareholder;

d) Issues to be voted on;

đ) Voting options: approval, disapproval, or abstention;

e) Deadline for returning the completed voting form;

f) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return the completed voting form to the Corporation by one of the following methods:

a) By mail. The voting form must bear the signature of the individual shareholder, or the authorized/legal representative of an organizational shareholder. The form must be sealed in an envelope and must not be opened before vote counting.

b) By fax or email. Voting forms sent via fax or email must be kept confidential until the vote counting time.

Voting forms received after the deadline, or those opened (in case of mail) or disclosed (in case of fax/email), shall be deemed invalid. Voting forms not returned shall be considered as non-participation.

5. The Board of Directors shall organize vote counting and prepare a vote counting record under the supervision of the Supervisory Board or shareholders who do not hold managerial positions. The vote counting record must include:

- a) Name, head office address, and enterprise registration number of the Corporation;
- b) Purpose and issues subject to voting;
- c) Number of shareholders and total voting rights participating, including valid and invalid votes and methods of submission, attached with a list of participating shareholders;
- d) Total votes for, against, and abstentions for each issue;
- e) Issues approved and corresponding approval ratios;
- f) Full names and signatures of the Chairman of the Board of Directors, the vote supervisor, and vote counters.

Members of the Board of Directors, vote counters, and supervisors are jointly responsible for the truthfulness and accuracy of the vote counting record and for any damages arising from inaccurate or dishonest vote counting.

6. The vote counting record and resolutions must be sent to shareholders within 15 days from the completion of vote counting; this may be replaced by publication on the Corporation's website within 24 hours after vote counting.

7. Completed voting forms, vote counting records, adopted resolutions, and related documents must be archived at the Corporation's head office.

8. Resolutions adopted by written opinion of shareholders shall have the same legal validity as those adopted at a meeting of the General Meeting of Shareholders.

Article 32. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and include the following main contents:

- a) Name, head office address, and enterprise registration number of the Corporation;
- b) Time and venue of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full name of the chairperson and the secretary;
- e) Summary of the meeting proceedings and opinions expressed at the meeting for each agenda item;
- f) Number of shareholders and total voting shares of shareholders attending the meeting, with an attached list of registered shareholders and their representatives, including number of shares and corresponding voting rights;
- g) Total votes for each matter, clearly stating voting methods, number of valid and invalid votes, votes in favor, against, and abstentions, and the corresponding ratios based on total voting shares of attending shareholders;
- h) Matters approved and corresponding approval ratios;

- i) Full names and signatures of the chairperson and the secretary. In case the chairperson and/or secretary refuse to sign, the minutes shall still be valid if signed by all other attending members of the Board of Directors and containing all required contents as stipulated in this Clause. The minutes must clearly state such refusal.
2. The minutes must be completed and approved before the closing of the meeting.
3. The chairperson, secretary, and any other signatories of the minutes shall be jointly responsible for the truthfulness and accuracy of the contents.
4. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail

The minutes must be published on the Corporation's website in accordance with regulations on information disclosure in the securities market and/or sent to all shareholders within fifteen (15) days from the end of the meeting.

The minutes, the list of shareholders attending the meeting, adopted resolutions, and related documents attached to the meeting notice must be archived at the Corporation's head office.

Article 33. 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 vote counting minutes from written opinion collection, a shareholder or group of shareholders as specified in Clause 2, Article 17 of this Charter has the right to request a Court or Arbitration to review and cancel all or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and passing resolutions seriously violate the Law on Enterprises and this Charter, except as provided in Clause 2, Article 34 of this Charter.
2. The content of the resolution violates the law or this Charter.

Article 34. Effectiveness of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date specified in such resolutions.
2. Resolutions adopted with 100% of the total voting shares are lawful and effective even if the procedures for convening the meeting and adopting such resolutions do not comply with the Law on Enterprises and this Charter.
3. In case a shareholder or group of shareholders requests a Court or Arbitration to cancel a resolution in accordance with Article 33 of this Charter, such resolution shall remain effective until a different decision is issued by the Court or Arbitration, unless interim emergency measures are applied by a competent authority.

Article 35. Board of Directors

1. The Board of Directors is the management body of the Corporation, having full authority on behalf of the Corporation to decide and exercise its rights and obligations, except those under the authority of the General Meeting of Shareholders.

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

- a) Decide on strategies, mid-term development plans, and annual business plans of the Corporation;
- b) Propose types of shares and total number of shares to be offered for each class;
- c) Decide on the sale of unsold shares within the authorized offering limit and other forms of capital mobilization;
- d) Decide on the issuance price of shares and bonds, except convertible bonds and bonds with warrants, which must be approved by the General Meeting of Shareholders;
- e) Decide on repurchasing up to 10% of the total issued shares of each class within 12 months;
- f) Decide on investment plans and projects within authority and legal limits (specific ratios governed by the Corporation's financial regulations);
- g) Decide on market development, marketing, and technology solutions.
- h) Approve contracts (purchase, sale, borrowing, lending, and others) with value equal to or exceeding 35% of total assets per the latest financial statements; contracts below this threshold follow internal financial regulations.

This provision excludes cases under Point f, Clause 2, Article 20 and Clauses 1 and 3, Article 48 of this Charter.

- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, reappoint, dismiss, terminate contracts, reward, discipline, and determine remuneration and benefits for the General Director and key executives (Deputy General Directors, Chief Accountant, Heads of Departments, Chief of Office, Party/Union Office heads, Branch Directors, Representative Office Heads, Corporate Governance Officer, Chairman/members of Members' Council or Company President, Supervisors). Also assign or reassign capital representatives, nominate managerial positions, participate in shareholder meetings of affiliated companies, and decide remuneration/benefits for such representatives; nominate non-capital representatives to Boards/Supervisory Boards of joint-stock companies.

For wholly-owned subsidiaries: provide opinions before Members' Council/Company President decisions on planning, appointment, reassignment, dismissal, reward, discipline, retirement of key executives based on reports of the General Director.

Approve the General Director's authority to appoint/dismiss deputy-level positions (Deputy Heads, Deputy Office Chiefs, Deputy Branch Directors, etc.).

- k) Supervise and direct the General Director and other managers in daily business operations;
- l) Decide organizational structure, salary scales, and internal regulations (including governance, Board operations, financial management, remuneration, capital management, etc.); establish subsidiaries, branches, representative offices; approve charters/regulations; decide on capital contributions and share acquisitions;
- m) Approve agendas and materials for General Meeting of Shareholders; convene meetings or collect written opinions;

- n) Submit annual financial statements to the General Meeting of Shareholders;
- o) Propose dividend levels; decide procedures/timing for dividend payment or loss handling;
- p) Propose reorganization, dissolution, or bankruptcy;
- q) Other rights and obligations as prescribed by law and this Charter.

3. The Board of Directors may establish subcommittees under its authority to be responsible for development policies, human resources, remuneration, and other matters.

The Board of Directors shall specify in detail the establishment of such subcommittees, the responsibilities of each subcommittee, as well as the number and duties of their members.

4. The Board of Directors adopts decisions through meetings or written opinions. Each member has one vote.

5. In performing its duties, the Board of Directors must comply with laws, this Charter, and resolutions of the General Meeting of Shareholders. If a Board resolution violates laws, shareholder resolutions, or this Charter and causes damage, approving members are jointly liable and must compensate; dissenting members are exempt. Shareholders have the right to request the Court to suspend or cancel such resolutions.

Article 36. Term and Number of Members of the Board of Directors

1. The Board of Directors consists of 05 members. Depending on requirements at each time, the number of members may be adjusted and decided by the General Meeting of Shareholders. The number of non-executive and independent members shall comply with applicable laws.

The term of office for members of the Board of Directors is 05 years and they may be re-elected for an unlimited number of terms; however, independent members may not serve more than 02 consecutive terms.

2. Where candidates have been identified in advance, information related to candidates must be disclosed at least 10 days prior to the opening date of the General Meeting of Shareholders on the Corporation's website, enabling shareholders to review before voting. Candidates must provide written commitments on the truthfulness, accuracy, and reasonableness of disclosed personal information and commit to performing duties honestly, loyally, prudently, and in the best interests of the Corporation if elected. Disclosed information shall include at least:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including positions in boards of other companies);
- đ) Related interests with the Corporation and its related parties;

e) Other information (if any) as required by the Charter.

The Corporation must disclose information on companies where candidates hold Board or managerial positions and any related interests (if any).

3. Shareholders holding voting shares may aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from 10% to under 20% of the total voting shares may nominate one (01) candidate; from 20% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% may nominate up to four (04) candidates; from 50% to under 60% may nominate up to five (05) candidates; from 60% to under 70% may nominate up to six (06) candidates; and from 70% or more may nominate up to seven (07) candidates.

4. If the number of candidates nominated and self-nominated is insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Charter and internal governance regulations. Such nominations must be clearly disclosed before the General Meeting of Shareholders votes.

5. If all members of the Board of Directors simultaneously end their term, they shall continue to act until new members are elected and assume their duties.

Article 37. Standards and Conditions for Members of the Board of Directors

Members of the Board of Directors must meet the following standards and conditions:

1) Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises.

2) Having good health, good moral qualities, honesty, integrity, legal knowledge, and a sense of law compliance.

3) Having professional qualifications and experience in business management or in the business sectors/fields of the Corporation, and may not necessarily be a shareholder (or an authorized representative of a shareholder that is an organization) of the Corporation.

4) A member of the Board of Directors of the Corporation may concurrently serve as a member of the Board of Directors of other companies.

5) Complying with the provisions at Point d, Clause 1, Article 155 of the Law on Enterprises.

6) Independent members of the Board of Directors must meet the standards and conditions as prescribed by law.

7) Other standards and conditions as prescribed by law.

Article 38. 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.

The Chairman must not concurrently hold the position of General Director of the Corporation.

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

- a) To prepare the agenda and working plan of the Board of Directors;
- b) To prepare the agenda, contents, and documents for meetings; to convene 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 the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by law and this Charter.

3. In case the Chairman is absent or unable to perform duties, he/she shall authorize in writing another member of the Board of Directors to perform such rights and obligations. Both the Chairman and the authorized person shall be jointly responsible for the delegated tasks. If no authorization is made, the remaining members shall elect one among themselves to temporarily act as Chairman by majority vote until a new decision is made by the Board of Directors.

4. Pursuant to a resolution of the Board of Directors, the Chairman may appoint one or more Company Secretaries to assist the Board of Directors and the Chairman in performing their duties in accordance with the law and this Charter.

The rights and obligations of the Company Secretary are specified in Clause 5, Article 156 of the Law on Enterprises. The Company Secretary must ensure confidentiality in accordance with the law and this Charter.

5. The Board of Directors shall appoint at least one person in charge of corporate governance. This person may concurrently serve as the Company Secretary as decided by the Board of Directors.

a) Requirements for the person in charge of corporate governance:

- Having legal knowledge;
- Not concurrently working for an independent auditing firm auditing the Corporation's financial statements.

b) Rights and obligations of the person in charge of corporate governance:

- Advise the Board of Directors on organizing General Meetings of Shareholders and matters between the Corporation and shareholders;
- Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders upon request;
- Advise on meeting procedures;
- Attend meetings;
- Advise on procedures for preparing Board resolutions in compliance with the law;
- Provide financial information, copies of Board meeting minutes, and other

information to Board members and Supervisors;

- Monitor and report to the Board on information disclosure activities of the Corporation;
- Ensure confidentiality in accordance with the law and this Charter;
- Other rights and obligations as prescribed by law and this Charter.

6. The Chairman of the Board of Directors may be dismissed or removed in accordance with a decision of the Board of Directors.

Article 39. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board within 07 working days from the completion of the election of the Board for that term. This meeting shall be convened and chaired by the member with the highest number or highest ratio of votes. In case there is more than one such member with equal votes, the members shall elect one among them by majority vote to convene the meeting.

2. The Board of Directors may hold regular or extraordinary meetings. Meetings may be held at the Corporation's head office or at another location.

3. Meetings of the Board of Directors shall be convened by the Chairman when deemed necessary, but at least once every quarter.

4. The Chairman must convene a Board meeting in the following cases:

- a) At the request of the Supervisory Board;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors.

Such request must be made in writing, clearly stating the purpose, issues to be discussed, and matters to be decided within the authority of the Board.

5. The Chairman must convene a Board meeting within 07 working days from receipt of the request mentioned in Clause 4. If the Chairman fails to do so, he/she shall be responsible for any damages incurred by the Corporation; the requesting persons have the right to convene the meeting themselves.

6. The Chairman or the convening person must send a meeting notice at least 03 working days prior to the meeting. The notice must specify the time, location, agenda, and matters for discussion and decision. It must be accompanied by relevant documents and voting forms.

The notice may be sent by post, fax, email, or other means, provided it reaches the registered contact address of each Board member.

7. The Chairman or convening person must also send the notice and accompanying documents to Supervisors as for Board members.

Supervisors have the right to attend and discuss but not to vote at Board meetings.

8. A Board meeting is valid when the required number of members is present. If the first meeting does not meet quorum, a second meeting may be convened within 05

days. In such case, the meeting is valid if at least 4/5 (four-fifths) of the Board members attend.

9. A Board member is deemed to attend and vote if he/she:

- a) Attends and votes in person;
- b) Authorizes another person to attend (as per Clause 11);
- c) Attends and votes via online meeting or similar forms;
- d) Sends voting form by mail, fax, or email.

If voting by mail, the ballot must be sealed and delivered to the Chairman at least one hour before the meeting and opened in the presence of all attendees.

10. Voting.

a. Except as provided in Point b, Clause 10, each Board member or authorized attendee present in person has one (01) vote.

b. A Board member must not vote on contracts, transactions, or proposals where he/she or related persons have interests that conflict or may conflict with those of the Corporation. Such member is not counted toward the quorum for those decisions.

Board resolutions are adopted if approved by at least 4/5 (four-fifths) of the attending members.

11. Board members must attend all meetings. A member may authorize another person to attend only if approved by the majority of the Board members.

Article 40. Minutes of the Board of Directors Meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and include the following main contents:

- a) Name, head office address, and enterprise registration number of the Corporation;
- b) Purpose, agenda, and contents of the meeting;
- c) Time and venue of the meeting;
- d) Full names of attending members or their authorized representatives and the method of attendance; names of absent members and reasons for absence;
- e) Matters discussed and voted on at the meeting;
- f) Summary of opinions expressed by each attending member in chronological order;
- g) Voting results, clearly stating members voting in favor, against, and abstaining;
- h) Matters approved and corresponding approval ratios;
- i) Full names and signatures of the chairperson and the minute-taker.

In case the chairperson or the minute-taker refuses to sign, the minutes shall still be valid if signed and approved by all other attending Board members and contain all required contents as specified in Points a, b, c, d, e, f, g, and h of this Clause. The minutes must clearly state such refusal. Persons signing the minutes are jointly responsible for the accuracy and truthfulness of its contents. The chairperson and the minute-taker shall bear personal liability for any damage caused to the enterprise due

to refusal to sign the minutes in accordance with the Law, the Charter, and relevant regulations.

The chairperson, minute-taker, and all signatories are responsible for the truthfulness and accuracy of the minutes.

2. Minutes of Board meetings and related documents must be stored at the Corporation's head office.

Article 41. Right of Board Members to Access Information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, Chief Accountant, and other managers to provide information and documents regarding the financial status and business operations of the Corporation and its affiliated units.

2. The requested managers must provide such information and documents in a timely, complete, and accurate manner upon request of Board members.

Article 42. Dismissal, Removal, Replacement, and Additional Appointment of Members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failing to meet the standards and conditions as prescribed in Article 37 of this Charter;

b) Submitting a resignation letter that is accepted;

c) Violating the law or seriously violating the Charter; frequently failing to fulfill duties, adversely affecting the Board's activities and the Corporation's operations.

2. The General Meeting of Shareholders shall remove a Board member who fails to participate in Board activities for 06 consecutive months, except in cases of force majeure.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove Board members beyond the cases specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members in the following cases:

a) The number of Board members decreases by more than one-third compared to the prescribed number. In this case, the meeting must be convened within 60 days from the date of such reduction;

b) In other cases, the General Meeting of Shareholders at the nearest meeting shall elect new members to replace those dismissed or removed.

5. The election, dismissal, and removal of Board members must be disclosed in accordance with regulations of the law on securities and the stock market.

Article 43. General Director of the Corporation

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

2. The General Director is responsible for managing the daily business operations of the Corporation; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the performance of assigned rights and obligations.

The term of the General Director is 05 years and may be renewed for an unlimited number of terms (in case the General Director is also a member of the Board of Directors, the term shall follow that of the Board member).

Standards and conditions of the General Director: In accordance with Clause 5, Article 162 of the Law on Enterprises and specific regulations of the Board of Directors.

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

- a) To decide on matters relating to the daily business operations of the Corporation that are not within the authority of the Board of Directors;
- b) To organize the implementation of resolutions and decisions of the Board of Directors;
- c) To implement business plans, investment plans, and restructuring plans approved by the Board of Directors or the General Meeting of Shareholders;
- d) To propose organizational structure and internal management regulations of the Corporation;
- e) To appoint, dismiss, or remove (subject to approval by the Board of Directors) positions such as Deputy Heads of Departments, Deputy Chief of Office, Deputy Chief of Party/Union Office, Deputy Branch Directors, Deputy Heads of Representative Offices; and to decide or delegate authority for salaries, rewards, disciplinary actions, and other benefits for these positions and employees under management in accordance with the Corporation's regulations and applicable laws;
- f) To recruit employees;
- g) To propose dividend distribution plans or handling of business losses;
- h) Other rights and obligations as prescribed by law, this Charter, and resolutions/decisions of the Board of Directors.

4. The General Director must manage daily business operations in compliance with the law, this Charter, the labor contract with the Corporation, and resolutions/decisions of the Board of Directors. If violations cause damage, the General Director shall be legally liable and must compensate the Corporation.

5. If the General Director is appointed from among members of the Board of Directors, he/she may be dismissed or removed in the following cases:

- a) When dismissed or removed as a member of the Board of Directors;
- b) Demonstrating lack of responsibility or ineffective management of daily operations.

6. If the General Director is hired by the Board of Directors, dismissal shall be carried out in accordance with the terms agreed in the employment contract.

Article 44. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors and the General Director

1. The Corporation shall pay salaries, remuneration, and bonuses to members of the Board of Directors; and salaries and bonuses to the General Director and other managers in accordance with the law, the Corporation's regulations, and business performance results.

2. Salaries, remuneration, bonuses, and other benefits of members of the Board of Directors and the General Director shall be paid as follows:

a) Members of the Board of Directors shall receive monthly salaries and bonuses in accordance with the Corporation's regulations and their assigned duties. Members who concurrently hold executive positions shall receive salaries and bonuses according to their executive roles and remuneration according to their position as Board members. Salaries and remuneration are calculated based on the number of working days and fulfillment of duties.

Monthly salaries, remuneration, and bonuses of Board members shall be determined and paid in accordance with the Corporation's salary, remuneration, and bonus regulations. The total amount for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

b) Members of the Board of Directors are entitled to reimbursement of accommodation, travel, and other reasonable expenses incurred in performing their duties.

c) The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors in accordance with the Corporation's regulations on salary, remuneration, and bonuses.

3. Salaries, remuneration, and other expenses of Board members, as well as salaries of the General Director and other managers, shall be recorded as business expenses of the Corporation in accordance with corporate income tax laws and must be presented as a separate item in the annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 45. Disclosure of Related Interests

The disclosure of interests and related parties of the Corporation shall be carried out in accordance with Article 164 of the Law on Enterprises and the provisions of the Law on Securities.

Article 46. Responsibilities of Managers of the Corporation

1. Members of the Board of Directors, the General Director, and other managers have the following responsibilities:

a) To perform assigned rights and obligations in accordance with the Law on Enterprises, relevant laws, this Charter, and resolutions of the General Meeting of Shareholders;

b) To perform assigned rights and obligations honestly, prudently, and in the best manner to ensure the maximum lawful interests of the Corporation;

c) To be loyal to the interests of the Corporation and its shareholders; not to abuse their position or use information, know-how, business opportunities, or other assets of the Corporation for personal gain or for the benefit of other organizations or individuals;

- d) To promptly, fully, and accurately notify the Corporation of matters specified in Clause 2, Article 164 of the Law on Enterprises and other relevant legal provisions;
- e) To perform other obligations as prescribed by law and this Charter.

2. Members of the Board of Directors, the General Director, and other managers who violate the provisions of Clause 1 of this Article shall bear personal or joint liability to compensate for lost benefits, return any benefits received, and indemnify all damages caused to the Corporation and third parties.

Article 47. Right to Initiate Legal Action Against Members of the Board of Directors and the General Director

1. A shareholder or group of shareholders holding at least 1% of the total ordinary shares has the right, on their own behalf or on behalf of the Corporation, to initiate legal action against members of the Board of Directors or the General Director to claim restitution of benefits or compensation for damages to the Corporation or other persons in the following cases:

- a) Violating the obligations of managers as prescribed in Article 46 of this Charter;
- b) Failing to perform, improperly performing, delaying performance, or performing contrary to the law, this Charter, or resolutions/decisions of the Board of Directors regarding assigned rights and obligations;
- c) Abusing their position and using information, know-how, business opportunities, or assets of the Corporation for personal gain or for the benefit of other organizations or individuals;
- d) Other cases as prescribed by law.

2. The order and procedures for initiating legal action shall comply with the provisions of civil procedure law. Litigation costs, where shareholders or a group of shareholders initiate action on behalf of the Corporation, shall be borne by the Corporation, except where the claim is rejected.

3. Shareholders or groups of shareholders as specified in this Article have the right to review, access, and extract necessary information as decided by a Court or Arbitration before or during the litigation process.

Article 48. Contracts and Transactions Subject to Approval by the General Meeting of Shareholders or the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Corporation and the following related parties:

- a) Shareholders or authorized representatives of organizational shareholders holding more than 10% of the total ordinary shares of the Corporation and their related persons.
- b) Members of the Board of Directors, the General Director, and their related persons.
- c) Enterprises in which members of the Board of Directors, Supervisors, Director/General Director, and other managers must declare interests as prescribed in Clause 2, Article 164 of the Law on Enterprises.

d) When granting loans or guarantees to related persons of organizational shareholders, in cases where the Corporation and such organizations are companies within the same group, including parent-subsidary structures or economic groups;

e) When granting loans or guarantees to organizations related to members of the Board of Directors, Supervisory Board, General Director, or other managers who are not shareholders, where the Corporation and such organizations (except where such organizations are shareholders under Clause 2, Article 293 of Decree 155/2020/NĐ-CP) belong to the same corporate group, including parent-subsidary structures or economic groups.

2. The Board of Directors shall approve contracts and transactions under Clause 1 with a value of less than 35% of the total assets recorded in the most recent financial statements (except where cumulative transactions within 12 months from the first transaction reach or exceed 35%).

In such cases, the Corporation's representative signing the contract/transaction must notify the Board members and Supervisors of the related parties, together with the draft contract or key contents. The Board shall decide within 15 days from receipt of the notice. Members with related interests shall not have voting rights.

3. The General Meeting of Shareholders shall approve the following contracts and transactions:

a) Contracts and transactions not specified in Clause 2.

b) Contracts involving borrowing, lending, or sale of assets with a value exceeding 10% of total assets between the Corporation and a shareholder owning 51% or more of voting shares or related persons of such shareholder.

c) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, other managers who are not shareholders, and their related individuals or organizations, except where such loans or guarantees are valued at less than 35% of the total assets recorded in the most recent financial statements and do not result in the aggregate value of loan or guarantee transactions within 12 months from the first transaction reaching or exceeding 35% of total assets, applicable to organizations related to members of the Board of Directors, Supervisory Board, General Director, or other managers, where the public company and such organizations (except where the organization is a shareholder of the public company as prescribed in Clause 2, Article 293 of Decree No. 155/2020/NĐ-CP) belong to the same corporate group, including parent-subsidary structures or economic groups.

4. Contracts and transactions shall be deemed invalid by a Court and handled in accordance with the law if they are concluded in violation of Clauses 2 and 3. The signatory, related shareholders, Board members, or General Director must jointly compensate for damages and return any benefits gained from such contracts/transactions.

5. The Corporation must disclose related-party contracts and transactions in accordance with applicable laws.

Article 49. Supervisory Board

1. The Supervisory Board consists of 03 members. The term of office of Supervisors is 05 years and they may be re-elected for an unlimited number of terms. More than half of the members of the Supervisory Board must reside in Vietnam.

2. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal of the Head of the Supervisory Board shall be decided by majority vote. The Head of the Supervisory Board must hold at least a bachelor's degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business activities.

The Head of the Supervisory Board has the following rights and obligation:

- a. To formulate programs and operational plans of the Supervisory Board.
- b. To prepare, convene, and chair meetings of the Supervisory Board.
- c. To request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Supervisory Board.
- d. To prepare and sign reports of the Supervisory Board, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.
- e. To direct, implement, and supervise the performance of duties of the Supervisory Board and each Supervisor.
- f. Other rights and obligations in accordance with law and this Charter.

3. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates to the Supervisory Board. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares may nominate one (01) candidate; from 30% to less than 50% may nominate up to two (02) candidates; and from 50% or more may nominate up to three (03) candidates.

4. In case the number of candidates nominated by shareholders or groups of shareholders is less 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 Supervisory Board, and other shareholders or nominated in accordance with the mechanism stipulated in the internal corporate governance regulations. The nomination mechanism or method must be clearly disclosed and approved by the General Meeting of Shareholders prior to nomination.

5. In case the term of office of Supervisors expires at the same time and new Supervisors have not yet been elected, the outgoing Supervisors shall continue to exercise their rights and obligations until the new Supervisors are elected and assume their duties.

6. The Supervisory Board must meet at least twice a year. The quorum for meetings requires at least two-thirds (2/3) of its members to attend.

Resolutions of the Supervisory Board shall be passed if approved by a majority of attending Supervisors with voting rights; in case of a tie, the final decision shall follow the opinion of the Head of the Supervisory Board.

Minutes of Supervisory Board meetings must be prepared in detail and clearly. The minute-taker and attending Supervisors must sign the minutes. All meeting minutes must be retained to determine the responsibility of each Supervisor.

The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend meetings and provide clarification on relevant matters.

Article 50. Qualifications and Conditions of Supervisors

Supervisors must meet the following qualifications and conditions:

1. Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises.
2. Not being a family member of members of the Board of Directors, the General Director, other managers, or persons specified in Clause 2, Article 169 of the Law on Enterprises; not working in the accounting or finance department of the Company; and not being a member or employee of an approved auditing firm that has audited the Company's financial statements within the preceding three (03) consecutive years.
3. Not being a manager of the Company; not necessarily being a shareholder or employee of the Company.
4. Having professional training in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's operations.
5. Other qualifications and conditions as prescribed by relevant laws.

Article 51. Rights and Obligations of the Supervisory Board

1. The Supervisory Board supervises the Board of Directors and the General Director in the management and operation of the Company.
2. To examine the reasonableness, legality, honesty, and level of prudence in management and operation of business activities; and the consistency, systematic nature, and appropriateness of accounting, statistics, and financial reporting.
3. To appraise the completeness, legality, and accuracy of business performance reports, annual and semi-annual financial statements of the Company, and reports evaluating the management of the Board of Directors, and to submit appraisal reports at the Annual General Meeting of Shareholders. To review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders, and make recommendations on contracts and transactions requiring such approval (the General Director is responsible for providing these to the Supervisory Board).
4. To review, examine, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning systems of the Company.
5. To examine accounting books, accounting records, and other documents of the Company; and management and operational activities when deemed necessary or pursuant to resolutions of the General Meeting of Shareholders or at the request of

shareholders or shareholder groups as prescribed in Clause 2, Article 17 of this Charter.

6. Upon request of shareholders or shareholder groups as prescribed in Clause 2, Article 17 of this Charter, the Supervisory Board shall conduct an inspection within 07 working days from receipt of the request. Within 15 days from completion of the inspection, the Supervisory Board must report and explain the findings to the Board of Directors and the requesting shareholders or shareholder group.

Such inspections must not obstruct the normal operations of the Board of Directors or disrupt the Company's business activities.

7. To propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure, management, supervision, and operation of the Company.

8. Upon detecting violations by members of the Board of Directors or the General Director as stipulated in Article 46 of this Charter, the Supervisory Board must immediately notify the Board of Directors in writing, request cessation of the violation, and propose remedial measures.

9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. To use independent consultants and the Company's internal audit department to perform assigned duties.

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

12. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm to inspect the Company's operations and to dismiss such auditors when necessary.

13. To be responsible to shareholders for its supervisory activities.

14. To supervise the Company's financial status and compliance with laws by members of the Board of Directors, the General Director, and other managers.

15. To develop the operational regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

16. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.

17. To perform other rights and obligations in accordance with law, this Charter, and resolutions of the General Meeting of Shareholders.

Article 52. Right of the Supervisory Board to Access Information

1. Notices of meetings, voting slips for collecting opinions of Board members, and accompanying documents must be sent to Supervisors at the same time and by the same method as those sent to members of the Board of Directors.

2. Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors must be sent to Supervisors at the same time and by the same method as those sent to members of the Board of Directors.
3. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company must be sent to Supervisors at the same time and by the same method as those sent to members of the Board of Directors.
4. Supervisors have the right to access records and documents of the Company stored at the head office, branches, and other locations; and have the right to visit workplaces of managers and employees of the Company during working hours.
5. The Board of Directors, its members, the General Director, and other managers must provide full, accurate, and timely information and documents on management, administration, and business operations of the Company at the request of any Supervisor or the Supervisory Board.

Article 53. Salary, Remuneration, Bonuses and Other Benefits of Supervisors

The salary, remuneration, bonuses and other benefits of Supervisors shall be implemented as follows:

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

Article 54. Responsibilities of Supervisors

1. To comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.
2. To perform assigned rights and obligations honestly, prudently, and to the best of their ability in order to ensure the maximum lawful interests of the Company.
3. To be loyal to the interests of the Company and its shareholders; not to abuse their position, authority, or use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.
4. Other obligations as prescribed by law and this Charter.

5. In case of violation of the provisions in Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, Supervisors shall bear individual or joint liability for compensation. Any income and other benefits obtained must be returned to the Company.

6. In case a Supervisor is found to have violated their assigned rights and obligations, the Board of Directors must notify the Supervisory Board in writing, request the violator to cease the violation, and implement remedial measures.

Article 55. Dismissal and Removal of Supervisors

1. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:

- a) No longer meeting the qualifications and conditions of a Supervisor as prescribed in Article 50 of this Charter.
- b) Submission of a resignation letter that is accepted.
- c) Other cases as prescribed by law and this Charter.

2. The General Meeting of Shareholders shall remove a Supervisor in the following cases:

- a) Failure to fulfill assigned duties and responsibilities.
- b) Failure to exercise rights and perform obligations for six (06) consecutive months, except in cases of force majeure.
- c) Serious violations or repeated violations of the duties and responsibilities of a Supervisor as prescribed by law and this Charter.
- d) Other cases as prescribed by law and this Charter..

Article 56. Trình báo cáo hằng năm

1. At the end of each fiscal year, the Board of Directors must prepare the following reports and documents:

- a) Report on the Company's business performance.
- b) Financial statements (which must be audited before submission to the General Meeting of Shareholders).
- c) Report evaluating the management and operation of the Company.
- d) Appraisal report of the Supervisory Board.

2. The reports specified in Points a, b, and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 25 days prior to the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, together with the appraisal report of the Supervisory Board and the audit report, must be kept at the Company's head office at least 10 days prior to the opening date of the Annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least one (01) year have the right to personally, or together with a lawyer or certified accountant/auditor, directly review the reports specified in this Article.

4. In addition to the reports specified in Clause 1 of this Article, the Board of Directors shall prepare other reports as required by law.

Article 57. Disclosure of Company Information

1. The Company must submit its annual financial statements approved by the General Meeting of Shareholders to competent state authorities in accordance with accounting laws and relevant regulations.

2. The Company shall publish the following information on its official website:

a) The Company's Charter.

b) Curriculum vitae, educational qualifications, and professional experience of members of the Board of Directors, Supervisors, and the General Director.

c) Annual financial statements approved by the General Meeting of Shareholders.

d) Annual reports evaluating the performance of the Board of Directors and the Supervisory Board.

3. The Company shall disclose information in accordance with the laws on securities; and must also disclose periodic and extraordinary information in compliance with the Law on Enterprises and other relevant legal regulations.

CHAPTER IV

FINANCE, ACCOUNTING, PROFIT DISTRIBUTION, AND RECORD RETENTION

Article 58. Bank Accounts

1. The Company shall open accounts at banks in Vietnam or at foreign banks permitted to operate in Vietnam.

2. In case the Company establishes branches abroad, and subject to approval by competent authorities, the Company may open bank accounts overseas in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through its accounts in Vietnamese Dong or foreign currencies at banks where the Company maintains accounts.

Article 59. Accounting Regime and Annual, Semi-Annual, Quarterly and Other Financial Reports

1. Fiscal year of the Company:

The fiscal year of the Company begins on January 1 and ends on December 31 each year. The first fiscal year shall commence from the date of issuance of the Enterprise Registration Certificate under the joint-stock company model and end on December 31 of the same year.

2. Accounting regime:

a) The Company applies the enterprise accounting regime in accordance with the Law on Accounting and its guiding regulations.

b) The Company maintains accounting books in Vietnamese. It shall retain accounting records in accordance with the nature of its business activities. Such records must be

accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.

c) The Company uses Vietnamese Dong (or a freely convertible foreign currency if approved by competent state authorities) as the accounting currency.

3. Annual, semi-annual, and quarterly financial reports:

a) The Company must prepare financial statements in accordance with the law. Annual financial statements must be audited in accordance with Article 60 of this Charter and submitted to competent state authorities in compliance with accounting laws and other relevant regulations. The Board of Directors and the General Director are responsible for the accuracy and fairness of the Company's financial statements.

b) Audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements (reviewed if applicable) shall be disclosed on the Company's website in accordance with the law.

4. Annual report and semi-annual corporate governance report

The Company must prepare and disclose its annual report and semi-annual corporate governance report in accordance with the laws on securities and the securities market.

Article 60. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to conduct the audit of the Company in accordance with this Charter and relevant laws. The Company must prepare and submit its annual financial statements to the independent auditing firm after the end of the fiscal year.

2. The independent auditing firm shall examine, certify, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report, and submit such report to the Board of Directors within three (03) months from the end of the fiscal year (or within the timeframe prescribed by law and ensuring compliance with disclosure requirements).

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

4. The auditors conducting the audit of the Company are entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders as provided to shareholders, and express opinions at such meetings on matters related to the audit.

Article 61. Profits, Profit Distribution and Fund Appropriation

1. After-tax profits, after distribution of profits to capital contributors under business cooperation contracts (if any), and after offsetting losses of previous years that have expired for deduction from pre-tax profits in accordance with the Law on Corporate Income Tax (if any), shall be used to settle expenses payable from after-tax profits in accordance with relevant laws.

2. The remaining after-tax profits, after handling the matters specified in Clause 1 of this Article, shall be distributed in accordance with the following principles:

a) Allocate no more than 50% to the Development Investment Fund for the purpose of expanding the Company's production and business activities and supplementing charter capital.

- b) Allocate no more than the equivalent of three (03) months of actual salary to establish the Reward and Welfare Fund.
- c) The remaining after-tax profits shall be distributed as dividends to shareholders, except where they are used to supplement charter capital or invest in projects in accordance with resolutions of the General Meeting of Shareholders. In case the remaining balance after distribution is less than 0.01% of charter capital, it may be carried forward to the following year for distribution.

Article 62. Handling of Business Losses

In the event that the Company incurs prolonged business losses that cannot be offset from its production and business activities, the Board of Directors shall formulate a loss-handling plan and submit it to the General Meeting of Shareholders for consideration and decision, and must clearly analyze the causes and responsibilities of the Board of Directors, the General Director, and the Supervisory Board for such prolonged losses.

Article 63. Record Retention of the Company

The Company must retain the following documents at its head office:

1. The Company's Charter and internal management regulations.
2. Enterprise Registration Certificate; industrial property protection certificates; product quality registration certificates; and other certificates.
3. Documents and papers evidencing ownership of the Company's assets.
4. Minutes of meetings of the General Meeting of Shareholders, the Board of Directors, and decisions of the Company.
5. Reports of the Supervisory Board, conclusions of inspection authorities, and conclusions of auditing organizations.
6. Accounting books, accounting vouchers, and annual financial statements.
7. List of beneficial owners of the enterprise (if any).
8. Other documents as prescribed by law and this Charter.

CHAPTER V

EMPLOYEES OF THE COMPANY

Article 64. Labor Relations

Labor relations between the employer (the Company or its affiliated units) and employees shall be governed by the Labor Code, the Law on Social Insurance, and other relevant laws.

Article 65. Salaries and Bonuses of Employees

Employees shall be paid salaries in accordance with the Company's salary regulations, business performance, and based on their responsibilities, productivity, and work efficiency.

CHAPTER VI
REORGANIZATION, DISSOLUTION, AND BANKRUPTCY OF THE
COMPANY

Article 66. Reorganization of the Company

The Company may be divided, separated, merged, consolidated, or converted into another type of enterprise in accordance with the laws on enterprises, securities laws, other relevant laws, and regulations of the Government.

Article 67. Dissolution of the Company

1. The Company shall be dissolved in the following cases:
 - a) The number of shareholders falls below three (03) for six (06) consecutive months without carrying out procedures to convert the enterprise type.
 - b) The Enterprise Registration Certificate is revoked.
 - c) By decision of the General Meeting of Shareholders.
 - d) Other cases as prescribed by law.
2. The Company may only be dissolved when all debts and other property obligations have been fully settled and the Company is not involved in any dispute resolution process at a court or arbitration body.
3. The order and procedures for dissolution, asset liquidation, and other matters related to the dissolution of the Company shall comply with the Law on Enterprises and other relevant laws.

By decision of the General Meeting of Shareholders, the Board of Directors may establish a liquidation committee to directly carry out the liquidation of the Company's assets.

Article 68. Bankruptcy of the Company

In the event that the Company is declared bankrupt, the bankruptcy process shall be carried out in accordance with the laws on bankruptcy.

CHAPTER VII
AMENDMENT AND SUPPLEMENTATION OF THE CHARTER AND
INTERNAL DISPUTE RESOLUTION

Article 69. Amendment and Supplementation of the Charter

1. Upon proposal of the Board of Directors or recommendation of shareholders or groups of shareholders as stipulated in Clause 2, Article 17 of this Charter, the General Meeting of Shareholders shall consider and approve resolutions on amendments and supplements to the Charter by voting at a meeting.
2. Any amendments or supplements to this Charter must be notified and retained in accordance with the Law on Enterprises, relevant laws, and this Charter.

Article 70. Internal Dispute Resolution

1. Internal disputes related to the Company's operations or to the rights and obligations of shareholders shall be resolved on the basis of negotiation and conciliation.

2. If negotiation and conciliation fail, the parties shall refer the dispute to a competent authority for resolution. The decision of the competent authority shall be final and binding on all parties.

**CHAPTER VIII
IMPLEMENTATION PROVISIONS**

Article 71. Effectiveness

1. This Charter, consisting of 8 Chapters and 71 Articles, was unanimously approved by the General Meeting of Shareholders of Vietnam Forestry Corporation – Joint Stock Company at the meeting dated .../.../2026 and fully accepted to take effect in its entirety.

This Charter shall be retained, notified, and copied in accordance with the law and this Charter.

All shareholders, the Board of Directors, the Supervisory Board, the General Director, affiliated units, and relevant organizations and individuals are responsible for complying with the provisions of this Charter.

2. In cases where legal provisions related to the Company’s operations are not yet included in this Charter, or where provisions of this Charter are inconsistent with newly issued laws, such legal provisions shall automatically apply and govern the Company’s operations.

LEGAL REPRESENTATIVES OF THE CORPORATION

GENERAL DIRECTOR

**CHAIRMAN OF THE BOARD OF
DIRECTORS**

MEMBERS OF THE BOARD OF DIRECTORS

**VICE CHAIRMAN OF
THE BOARD**

BOARD MEMBER

BOARD MEMBER

MỤC LỤC

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APPENDIX TO THE CHARTER OF VIETNAM FORESTRY CORPORATION – JSC

NO.	BUSINESS LINE	CODE
1	Afforestation, forest care and forestry seedling nursery	0210 (Main)
2	Manufacture of agricultural and forestry machinery	2821
3	Growing vegetables, legumes and flowers	0118
4	Propagation and care of agricultural seedlings	0130
5	Logging	0220
6	Harvesting and collection of non-wood forest products	0230
7	Forestry service activities	0240
8	Sawmilling, planing, wood processing and preservation	1610
9	Manufacture of plywood, veneer sheets, laminated wood and other panels	1621
10	Manufacture of builders' carpentry and joinery	1622
11	Manufacture of wooden packaging	1623
12	Manufacture of other products from wood; manufacture of products from bamboo, rattan, straw and plaiting materials	1629
13	Manufacture of fertilizers and nitrogen compounds	2012
14	Manufacture of wooden beds, wardrobes, tables and chairs	3101
15	Manufacture of motorcycles and motorbikes	3091
16	Construction of residential buildings	4101
17	Construction of non-residential buildings	4102
18	Processing and preservation of fruits and vegetables <i>(Details: shelling, roasting, drying nuts including macadamia)</i>	1030
19	Agency, brokerage and auction of goods <i>(Details: brokerage activities)</i>	4610
20	Wholesale of agricultural and forestry raw materials (except wood, bamboo, rattan) and live animals	4620
21	Other specialized wholesale not elsewhere classified <i>(Details: wholesale of fertilizers, pesticides and other agricultural chemicals)</i>	4679
22	Wholesale of agricultural machinery, equipment and spare parts	4653
23	Wholesale of other machinery, equipment and spare parts <i>(Details: wholesale of machinery, equipment and spare parts not elsewhere classified)</i>	4659
24	Wholesale of motorcycles, motorbikes, spare parts and accessories	4663
25	Wholesale of construction materials and other installation equipment	4673
26	Wholesale of metals and metal ores	4672
27	Non-specialized wholesale	4690
28	Retail sale of motorcycles, motorbikes, spare parts and	4783

NO.	BUSINESS LINE	CODE
	accessories	
29	Other retail sale in non-specialized stores (<i>Details: fertilizers, pesticides and other agricultural chemicals</i>)	4719
30	Real estate business, land use rights owned, used or leased	6810
31	Warehousing and storage	5210
32	Hotels and similar accommodation	5510
33	Other short-term accommodation	5520
34	Other financial service support activities not elsewhere classified	6619
35	Business management consultancy and other management consultancy activities	7020
36	Travel agency activities	7911
37	Tour operator activities	7912
38	Other reservation service and related activities	7990
39	Temporary employment agency activities	7821
40	Other human resource supply	7822
41	Activities of employment service centers	7810
42	Other education not elsewhere classified	8559
43	Other education support activities	8569
44	Nursing and care facility activities (For conditional business lines, the enterprise shall only operate when fully meeting legal requirements)	8710
45	Scientific research and technological development in natural sciences and engineering	7211
46	Scientific research and technological development in agricultural sciences	7214
47	Other professional, scientific and technical activities not elsewhere classified (<i>Details: environmental consultancy activities</i>)	7499
48	Other business support service activities not elsewhere classified	8299
49	Operation of sports facilities	9311
50	Activities of sports clubs	9312
51	Other sports activities	9319
52	Electricity transmission and distribution	3513

APPENDIX TO THE CHARTER
LIST OF REPRESENTATIVE OFFICES AND BRANCHES
VIETNAM FORESTRY CORPORATION – JOINT STOCK COMPANY

No.	Name of Representative Office/Branch	Address	Main Business Lines
I	REPRESENTATIVE OFFICE		
1	Representative Office in Ho Chi Minh City – Vietnam Forestry Corporation – JSC	No. 169 Vo Thi Sau, Xuan Hoa Ward, Ho Chi Minh City	Service business, office leasing
2	Representative Office in the Central Highlands – Vietnam Forestry Corporation – JSC	No. 13 Phan Boi Chau, Pleiku Ward, Gia Lai Province	Service business, office leasing
3	Representative Office in Quy Nhon City – Vietnam Forestry Corporation – JSC	No. 05–07 Dong Da Street, Quy Nhon Ward, Gia Lai Province	Service business, office leasing
II	BRANCH		
1	Branch of Vietnam Forestry Corporation – JSC – Thai Nguyen Forestry Company	Group 4, Linh Son Ward, Thai Nguyen Province	Afforestation, forest care and forestry seedling nursery
2	Giap Bat Branch	No. 32 Dai Tu Street, Dinh Cong Ward, Hanoi	Service business; wood production and processing
3	Branch of Vietnam Forestry Corporation – JSC – Do Son Forestry Hotel	Area 1, Do Son Ward, Hai Phong City	Tourism and hotel services; tour operations
4	Branch of Vietnam Forestry Corporation – JSC – Hoa Binh Forestry Company	Group 7, Ky Son Ward, Phu Tho Province	Afforestation, forest care and forestry seedling nursery; wood production and processing
5	Branch of Vietnam Forestry Corporation – JSC – Ha Tinh Forestry Company	No. 25 Mai Thuc Loan Street, Thanh Sen Ward, Ha Tinh Province	Afforestation, forest care and forestry seedling nursery
6	Branch of Vietnam Forestry Corporation – JSC – MDF Vinafor Gia Lai Company	Km74, National Highway 19, Cuu An Commune, Gia Lai Province	Afforestation, forest care and forestry seedling nursery; wood production and processing

