

No.: 6.8.7.../2024/CBTT-TNH

Thai Nguyen, August 5, 2024

UNUSUAL INFORMATION DISCLOSURE

To: - Vietnam Stock Exchange
- Ho Chi Minh City Stock Exchange

And to: State Securities Commission

1. Organization name : TNH Hospital Group Joint Stock Company

Stock code: TNH

Address: No. 328, Luong Ngoc Quyen Street, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province.

Phone: 0208 628 5658

Email: ir.tnh@tnh.com.vn

2. Content of information announced: TNH Hospital Group Joint Stock Company announces that it has issued a Resolution of the Board of Directors dated August 5, 2024 on amending the Charter of organization and operation of the Company because Company changed its name and changed its seal model .

3. This information was announced on the company's website on August 5, 2024 at the link: <http://tnh.com.vn/>

We commit that the information published above is true and are fully responsible before the law for the content of the information published./

Attachments:

- Documents related to information disclosure
- Resolution of the Board of Directors

**LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD**



Hoang Puyen

**RESOLUTION OF THE BOARD OF DIRECTORS
Regarding amending the Charter of organization and operation of the
Company**

**ADMINISTRATIVE COUNCIL
TNH HOSPITAL GROUP JOINT STOCK COMPANY**

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP of the Government detailing the implementation of a number of articles of the Securities Law;
- Pursuant to Circular 118/2020/TT-BTC of the Ministry of Finance dated December 31, 2020 on guiding a number of contents on offering, issuing securities, public offering, repurchasing shares, registering register a public company and cancel its status as a public company;
- Pursuant to the Charter of Organization and Operations of the company;
- Pursuant to the Resolution of 2024 Annual General Meeting of Shareholders No. 462 /NQ-DHĐCĐ dated June 28, 2024 ;
- Pursuant to Report No. 429 /TTr-HĐQT dated June 25 , 2024 of the Company's Board of Directors;
- Pursuant to the Business Registration Certificate dated July 8, 2024 issued by the Business Registration Office of Thai Nguyen province ;
- Pursuant to the Minutes of the Board of Directors meeting No. 685.. / 2024 /BBH-HĐQT dated August 5, 2024 of the Company's Board of Directors

RESOLUTION:

Article 1. Approve the promulgation of the amended Charter of organization and operation of the Company due to the Company's name change and seal sample change. (Details according to the Charter attached to this Resolution).

Article 2: Effectiveness and implementation organization



1. This Resolution takes effect from the date of signing.

2. The Board of Directors, Board of General Directors and relevant people are responsible for implementing this Resolution and implementing it in accordance with current legal regulations./.

Recipients:

- Board of Directors, Supervisory Board;
- Board of Directors (*for communication*);
- Save: Clerical Dept, QT .

**O/B. ADMINISTRATIVE
COUNCIL
CHAIRMAN OF THE BOARD**



TNH HOSPITAL GROUP JOINT STOCK COMPANY

No. 328 Luong Ngoc Quyen Street, Dong Quang Ward, Thai Nguyen
City, Thai Nguyen Province

**CHARTER OF ORGANIZATION AND WORK
OF TNH HOSPITAL GROUP JOINT STOCK
COMPANY**

Thái Nguyên, 2024

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INTRODUCTION

Pursuant to the Law on Enterprises 2020 and the detailed regulations and implementation guidelines;

Pursuant to the Law on Securities 2019 and the detailed regulations and implementation guidelines;

This Charter was amended and supplemented on June 28, 2023, according to Resolution No. 462NQ-GMS dated June 28, 2024, of the General Meeting of Shareholders of the Company.

The full text of this Charter is as follows:

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

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

- a) *Charter Capital* means the total par value of shares that have been sold or registered for purchase upon the establishment of the joint stock company and as stipulated in this Charter;
- b) *Voting Capital* means the share capital whereby the owner has the right to vote on matters within the authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) *Vietnam* means the Socialist Republic of Vietnam;
- f) *Date of Establishment* means the date on which the Company was first issued an Enterprise Registration Certificate;
- g) *Business Operator* means the Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant, and other executives as stipulated in the Company's Charter;
- h) *Business Manager* means the managers of the company, including the Chairman of the Board of Directors, members of the Board of Directors, Chief Executive Officer, and other individuals holding managerial positions as stipulated in the Company's Charter;
- i) *Related Person* means individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholder* means individuals or organizations owning at least one share of the joint stock company;
- l) *Founding Shareholder* means shareholders owning at least one ordinary share and whose names are listed in the founding shareholders list of the joint stock company;

m) *Major Shareholder* means shareholders as defined in Clause 18, Article 4 of the Law on Securities;

n) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries;

o) *Operational Term* means the duration of the Company's operation as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders through a resolution;

p) *Approved Auditing Organization* means an independent auditing organization on the list of auditing organizations approved by the State Securities Commission for auditing in accordance with the Law on Enterprises and the laws on independent auditing.

2. In this Charter, references to one or more provisions or other documents shall include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and shall not affect the interpretation of the content of this Charter.

CHAPTER II. NAME, TYPE, HEADQUARTER, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATIONAL TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Type, Headquarter, Branches, Representative Offices, Business Locations, and Operational Term of the Company

1. Company Name

- Name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN BỆNH VIỆN TNH

- Name in English: TNH HOSPITAL GROUP JOINT STOCK COMPANY

- Abbreviated Name: TNH .,JSC

2. The Company is a joint stock company with legal personality in accordance with the prevailing laws of Vietnam.

3. Registered Headquarter of the Company:

- Address: No. 328 Luong Ngoc Quyen Street, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province

- Telephone: 0208 628 5658

- E-mail: ctcpbenhvienquoctethainguyen@gmail.com

- Website: <https://tnh.com.vn/>

The Company may establish branches and representative offices in business areas to achieve the Company's operational objectives, in accordance with the decisions of the Board of Directors and within the limits permitted by law.

Unless terminated earlier as stipulated in Clause 2, Article 54, or extended in accordance

with Article 55 of this Charter, the Company's operational term shall commence from the date of establishment and shall be indefinite.

Article 3. Legal Representative of the Company

1. The legal representative is the individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as the plaintiff, defendant, or person with related rights and obligations before arbitration, courts, and other rights and obligations as prescribed by law.

2. The Company shall have **one** legal representative who holds the position of Chairman of the Board of Directors of the Company.

3. The legal representative of the Company must reside in Vietnam and must authorize another person in writing to exercise the rights and obligations of the legal representative when leaving Vietnam, and shall be responsible for the performance of the rights and obligations that have been authorized.

4. In case the term of authorization stated in the written authorization as prescribed in Clause 2 of this Article expires, and the legal representative has not returned to Vietnam and has not issued another authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of the authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.

5. In the event that the legal representative of the Company is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and obligations of the legal representative, or in the event of death, missing status, being prosecuted for criminal liability, temporary detention, serving a prison sentence, undergoing administrative measures at a compulsory detoxification center or compulsory educational institution, being restricted or losing civil act capacity, having difficulties in cognition and behavior control, or being banned by the court from holding positions, practicing certain professions or performing certain jobs, the Board of Directors shall appoint another person to act as the legal representative of the Company.

6. The legal representative has the following responsibilities:

a) To perform the assigned rights and obligations honestly, prudently, and in the best manner to ensure the legitimate interests of the Company;

b) To remain loyal to the interests of the Company; not to abuse their position, title, or use information, secrets, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals;

c) To promptly, fully, and accurately notify the Company about the enterprises that they or their related persons own or have shares or capital contributions in, in accordance with the Law on Enterprises.

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

Article 4. Business Lines of the Company

No.	Business Lines Names	Code
1	Operations of hospitals and medical stations Detail: - Hospital services (CPC 9311); - Dental and medical examination services (CPC 9312)	8610 (Primary)
2	Short-term Accommodation Services Details: Hotel accommodation services (CPC 64110)	5510
3	Restaurant and Mobile Food Service Activities Details: Food services (CPC 642) and beverage services (CPC 643)	5610
4	Activities of General, Specialized, and Dental Clinics Details: Hospital services (CPC 9311); Dental and medical consultation services (CPC 9312)	8620
5	Preventive medical activities Detail: - Vaccination activities; Vaccine injection service to prevent disease	8691

Article 5. Scope of Business and Operations of the Company

The Company is authorized to conduct business activities in the sectors specified in this Charter, which have been registered and for which any changes have been notified to the business registration authority and published on the National Business Registration Portal. In the event that the Company engages in business lines subject to conditional business investment, the Company must meet all the business conditions as prescribed by the Law on Investment and relevant specialized laws.

Article 6. Seal of the Company

1. The seal includes seals made at authorized seal engraving facilities or seals in the form of digital signatures in accordance with the laws on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with prevailing laws.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 7. Charter Capital, Shares, Founding Shareholders, Maximum Foreign Ownership Ratio

1. The charter capital and any adjustments to the charter capital of the Company shall be approved by the General Meeting of Shareholders from time to time, recorded in the establishment and operation license, and disclosed in accordance with the law.

The total current charter capital of the Company is detailed in Appendix 01 attached to this Charter. The charter capital specified in Appendix 01 shall be automatically adjusted when new shares are issued as permitted by resolutions of the General Meeting of Shareholders.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with the relevant laws.
3. The shares of the Company as of the date of adoption of this Charter are ordinary shares. The rights and obligations of the shareholders holding ordinary shares are specified in this Charter and relevant laws.
4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with the relevant laws.
5. The names, addresses, number of shares, and other information regarding the founding shareholders as stipulated by the Law on Enterprises are detailed in Appendix 01 attached. This Appendix is an integral part of this Charter.
6. Ordinary shares must be offered to existing shareholders in proportion to their ownership of the Company's ordinary shares, unless otherwise decided by the General Meeting of Shareholders. The number of shares not registered for purchase by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons under conditions not more favorable than those offered to the existing shareholders unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase its own issued shares in accordance with the methods stipulated in this Charter and prevailing laws.
8. The Company may issue other types of securities as prescribed by law.
9. The maximum foreign ownership ratio of the Company is 70%.

Article 8. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the

number of shares and types of shares they own.

2. Shares are securities that confirm the legitimate rights and interests of the holder in a portion of the equity of the issuing organization. Share certificates must contain all the details as stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submitting the complete application for the transfer of share ownership as prescribed by the Company, or within two months (or a longer period as specified in the issuance terms) from the date of full payment for the shares as stipulated in the Company's share issuance plan (or another period as specified in the issuance terms), the share certificate shall be issued to the share owner. Shareholders shall not be required to pay the Company for the printing costs of share certificates.

4. In case a share certificate is lost, damaged, or destroyed in any form, the shareholder shall be issued a new share certificate by the Company upon request. The shareholder's request must include the following:

a) Information about the lost, damaged, or destroyed share certificate;

b) A commitment to take responsibility for any disputes arising from the issuance of the new share certificate.

Article 9. Other Securities Certificates

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

Article 10. Share Transfer

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Listed shares and those registered for trading on the Stock Exchange shall be transferred in accordance with the securities and stock market laws.

2. Shares that have not been fully paid for are not transferable and shall not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from the owner's equity, the right to purchase newly offered shares, and other rights as prescribed by law.

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 11. Organizational Structure, Management, and Control

The organizational, management, and control structure of the Company includes:

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. The Board of Supervisors.
4. The Chief Executive Officer.

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CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Common shareholders have the following rights:

- a) To attend, speak at the General Meeting of Shareholders, and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company Charter and the law. Each common share carries one vote;
- b) To receive dividends at the rate determined by the General Meeting of Shareholders;
- c) To be given priority in purchasing new shares corresponding to their proportion of ownership of common shares in the Company;
- d) To freely transfer their shares to others, except as provided in Clause 3, Article 120, and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- e) To review, search, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request the correction of inaccurate information;
- f) To review, search, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) To receive a portion of the remaining assets corresponding to their shareholding ratio in the event of the Company's dissolution or bankruptcy;
- h) To request the Company to buy back their shares in cases stipulated in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class entitles shareholders to equal rights, obligations, and benefits. In case the Company issues preferred shares, the rights and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To have full access to regular and extraordinary information disclosed by the Company as prescribed by law;
- l) To be protected with respect to their lawful rights and interests; to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning from 5% of the total common shares upwards have the following rights:

- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115, and Article 140 of the Law on Enterprises;
- b) To review, search, extract minutes and resolutions, decisions of the Board of

Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;

c) To request the Board of Supervisors to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following details: full name, contact address, nationality, identification documents of individuals who are shareholders; name, enterprise registration number or legal document number, head office address of organizations who are shareholders; number of shares and date of share registration of each shareholder, total shares of the shareholder group and ownership percentage in the total shares of the Company; issue to be inspected, purpose of inspection;

d) To propose agenda items for the General Meeting of Shareholders. Proposals must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, quantity of each type of shareholder's shares, and the proposed agenda item;

e) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning ten percent (10%) or more of the total common shares have the right to nominate persons for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be as follows:

a) Common shareholders forming a group to nominate persons for the Board of Directors and the Board of Supervisors must notify the formation of the group to attending shareholders before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this clause have the right to nominate one or more candidates as decided by the General Meeting of Shareholders to run for positions in the Board of Directors and the Board of Supervisors. If the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. To fully and timely pay for the subscribed shares.

2. To provide accurate address information when registering to purchase shares.

3. Not to withdraw the contributed capital in the form of common shares from the Company under any circumstances, except when the shares are repurchased by the Company or others. In cases where a shareholder withdraws part or all of the contributed capital in violation of this provision, that shareholder and related parties within the Company shall jointly and severally bear responsibility for the debts and

other property obligations of the Company within the value of the withdrawn shares and any resulting losses.

4. To comply with the Company's Charter and internal management regulations.
5. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. To maintain the confidentiality of information provided by the Company as per the Company's Charter and legal regulations; to use the information provided only to exercise and protect their legitimate rights and interests; and strictly prohibit disseminating or forwarding information provided by the Company to other organizations or individuals.
7. To participate in the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Participating and voting through online meetings, electronic voting, or other electronic forms;
 - d) Sending voting ballots to the meeting by mail, fax, or email.
8. To personally bear responsibility when acting on behalf of the Company under any form to carry out one of the following actions:
 - a) Violating laws;
 - b) Engaging in business and other transactions for the benefit or in the interest of other organizations or individuals;
 - c) Settling debts before they are due against the Company's financial risks.
9. To fulfill other obligations as prescribed by current legal regulations.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once a year within four (04) months from the end of the financial year. The Board of Directors may extend the deadline for convening the Annual General Meeting of Shareholders when necessary, but not more than six (06) months from the end of the financial year. Apart from the annual meeting, the General Meeting of Shareholders may also convene extraordinary meetings. The meeting place of the General Meeting of Shareholders is determined as the location where the meeting is chaired and must be within the territory of Vietnam.

2. The Board of Directors summons the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, especially by approving the audited annual financial statements. In cases where the audited financial statements of

the Company contain significant exceptions, audit opinions contradict each other, or are refused, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the interests of the Company.
- b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number prescribed by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number stipulated in this Charter.
- c) Upon request from shareholders or groups of shareholders as stipulated in Article 115(2) of the Enterprise Law; the request to convene the General Meeting of Shareholders must be in writing, specifying the reason and purpose of the meeting, and must include sufficient signatures of the relevant shareholders or the written request must be prepared in multiple copies and include sufficient signatures of the relevant shareholders.
- d) Upon request from the Board of Supervisors.
- e) Other cases as prescribed by law.

4. The procedures for convening an Extraordinary General Meeting of Shareholders are as follows

- a) The Board of Directors must convene an Extraordinary General Meeting of Shareholders within 30 days from the date when the number of members of the Board of Directors, independent members of the Board of Directors, or remaining members of the Board of Supervisors falls as stipulated in point b of Article 3 of this provision or upon receiving requests as stipulated in points c and d of Article 3 of this provision. The Board of Directors must convene an Extraordinary General Meeting of Shareholders within sixty (60) days from the date when the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in this Charter;
- b) In case the Board of Directors fails to convene an Extraordinary General Meeting of Shareholders as prescribed in point a of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene an Extraordinary General Meeting of Shareholders as prescribed in Article 140(3) of the Enterprise Law;
- c) If the Board of Supervisors fails to convene an Extraordinary General Meeting of Shareholders as prescribed in point b of this Article, shareholders or groups of shareholders stipulated in point c of Article 3 of this provision have the right to request the Company's representative to convene an Extraordinary General Meeting of Shareholders as prescribed in the Enterprise Law;

In this case, shareholders or groups of shareholders convening the Extraordinary

General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures, conduct the meeting, and issue resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders attending the General Meeting of Shareholders, including costs of food, lodging, and transportation.

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Article 140(5) of the Enterprise Law.

5. Members of the Board of Directors and members of the Board of Supervisors must attend the Annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any). In case of force majeure preventing attendance, members of the Board of Directors and members of the Board of Supervisors must report in writing to the Board of Directors and the Board of Supervisors.

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

1. The General Meeting of Shareholders has the following rights and duties:

- a) Determine the development orientation of the Company;
- b) Decide on the issuance of each type of shares and the total number of shares to be offered for sale; determine the annual dividend rate for each type of shares;
- c) Elect, dismiss, or remove members of the Board of Directors, members of the Board of Supervisors;
- d) Decide on investments or sales of assets worth 35% or more of the total asset value recorded in the Company's most recent financial report;
- e) Decide to amend, supplement the Company's Charter;
- f) Approve the annual financial report;
- g) Decide on the repurchase of over 10% of the total sold shares of each type;
- h) Review and address violations committed by members of the Board of Directors, members of the Board of Supervisors causing damage to the Company and its shareholders;
- i) Decide on the restructuring or dissolution of the Company;
- k) Decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;
- l) Approve the internal governance regulations; Regulations on the operation of the Board of Directors, Board of Supervisors;
- m) Approve the list of approved audit firms; decide on the audit firm approved to audit the Company, dismiss the approved auditor when deemed necessary;
- n) Other rights and duties as prescribed by law.

2. The General Meeting of Shareholders shall discuss and decide on the following

issues:

- a) Annual business plan of the Company;
- b) Annual audited financial report;
- c) Report of the Board of Directors on management and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the business results of the Company, the performance of the Board of Directors, and the Chief Executive Officer;
- e) Self-assessment report on the performance results of the Board of Supervisors and its members;
- f) Dividend rate for each type of shares;
- g) Number of members of the Board of Directors, Board of Supervisors;
- h) Election, dismissal, or removal of members of the Board of Directors, Board of Supervisors;
- i) Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;
- k) Approval of the list of approved audit firms; decision on the approved audit firm to audit the Company's activities when deemed necessary;
- l) Amendment and supplementation of the Company's Charter;
- m) Type of shares and the number of new shares to be issued for each type of shares, and the transfer of shares of founding members within the first 03 years from the date of establishment;
- n) Division, split, merger, consolidation, or conversion of the Company;
- o) Restructuring and dissolution (liquidation) of the Company and appointment of a liquidator;
- p) Decision on investments or sales of assets worth 35% or more of the total asset value recorded in the Company's most recent financial report;
- q) Decision on the repurchase of over 10% of the total sold shares of each type;
- r) Approval of contracts, transactions with subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial report;
- s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Securities Law;
- t) Approval of internal governance regulations, Regulations on the operation of the Board of Directors, Regulations on the operation of the Board of Supervisors;
- u) Other issues as prescribed by law, or at the proposal of the Board of Directors, Board

of Supervisors.

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

Article 16. Authorization to attend the Shareholders' Meeting

1. Shareholders, or their authorized representatives including organizations, may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting through one of the forms specified in Article 144(3) of the Enterprise Law.

2. In case a corporate shareholder appoints multiple authorized representatives, they must specify the number of shares allocated to each authorized representative. If the corporate shareholder does not specify the corresponding number of shares for each authorized representative, the shares shall be evenly distributed among all authorized representatives.

3. Authorization of individuals or organizations to attend the Shareholders' Meeting as stipulated in clause 1 of this Article must be in writing. The authorization document shall be drafted in accordance with civil law regulations, specifying the shareholder's name granting the authorization, the name of the authorized individual or organization, the number of shares authorized, the content and scope of the authorization, the duration of the authorization, and the signatures of both the granting party and the authorized party.

The authorized representative must submit the authorization document when registering to attend the meeting. In case of re-authorization, the attendee must additionally present the original authorization document from the shareholder or the authorized representative of the corporate shareholder (if not previously registered with the Company).

4. In case the corporate shareholder appoints an authorized representative, the document appointing the authorized representative must be notified to the company and only becomes effective for the company from the date the company receives the document. The document appointing the authorized representative must include the following essential contents:

- Name, business registration number, head office address of the shareholder;
- Number of authorized representatives and their respective shareholding proportion, capital contribution of each authorized representative;
- Full name, contact address, nationality, identification document number of each individual authorized representative;
- Corresponding authorization period for each authorized representative, specifying the start date of representation;
- Full name, signature of the legal representative of the shareholder and the authorized representative.

5. The voting ballot of the authorized representative within the scope of authorization remains effective in the occurrence of one of the following cases, except:

- a) The authorized representative has deceased, become legally incapacitated or lost legal capacity;
- b) The authorized representative has revoked the appointment of authorization;
- c) The authorized representative has revoked the authority of the person executing the authorization.

This provision does not apply if the company receives notice of any of these events before the opening of the Shareholders' Meeting or before the meeting is reconvened.

Article 17. Amendment of Special Rights

1. The amendment or cancellation of special rights attached to a type of preferred shares becomes effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting regarding changes detrimental to the rights and obligations of shareholders owning preferred shares can only be passed if approved by shareholders owning 75% or more of the total shares of that type of preferred shares attending the meeting or through written consent.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned changes is valid only if at least 2 shareholders (or their authorized representatives) holding at least 1/3 of the nominal value of the issued shares of that type are present. If the required number of representatives is not met, the meeting shall be reconvened within 30 days, and shareholders holding shares of that type (irrespective of the number of persons and shares) present either in person or through authorized representatives shall be considered sufficient representatives. At such meetings of shareholders holding preferred shares, shareholders of that type present in person or through representatives may request a secret ballot. Each share of the same type carries equal voting rights at such meetings.

3. The conditions, procedures, and forms for conducting and voting on resolutions at such separate meetings shall be similar to those for the General Meeting of Shareholders stipulated in these Articles of Association.

4. Unless otherwise stipulated in the terms of issuance of shares, the special rights attached to types of preferred shares regarding the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same type.

Article 18. Convocation of Meetings, Agenda, and Notice of Shareholders' General Meeting

1. The Board of Directors convenes the annual and extraordinary Shareholders' General Meetings. The Board of Directors convenes an extraordinary Shareholders' General Meeting under the circumstances specified in Clause 3, Article 14 of these Articles of

Association.

2. The convener of the Shareholders' General Meeting must carry out the following tasks:

- a) Prepare a list of shareholders eligible to attend and vote at the Shareholders' General Meeting. The list of shareholders entitled to attend the Shareholders' General Meeting shall be prepared no later than 10 days before the date of sending the notice of the Shareholders' General Meeting. The company must announce information about the preparation of the list of shareholders entitled to attend the Shareholders' General Meeting at least 20 days before the final registration date;
- b) Provide information and handle complaints related to the list of shareholders;
- c) Prepare the agenda and contents of the general meeting;
- d) Prepare documents for the meeting;
- e) Draft resolutions of the Shareholders' General Meeting according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors, Board of Supervisors members;
- f) Determine the time and venue of the general meeting;
- g) Notify and send the notice of the Shareholders' General Meeting to all shareholders entitled to attend;
- h) Provide the login name and corresponding access password for shareholders and their authorized representatives (if any) to access the online Shareholders' General Meeting system, participate, and exercise voting rights, including electronic voting, in case the company organizes an online Shareholders' General Meeting;
- i) Perform other tasks serving the general meeting.

3. Notice of Convocation of Shareholders' General Meeting shall be sent to all shareholders using methods ensuring delivery to shareholders' contact addresses, and simultaneously published on the company's electronic portal and the State Securities Commission, Stock Exchange where the company's shares are listed or registered for trading. The convener of the Shareholders' General Meeting must send the notice of convocation to all shareholders on the Shareholders' List eligible to attend the meeting no later than 21 days before the meeting date (calculated from the date the notice is sent or validly transmitted). The notice of convocation must include the company's name, head office address, business registration number; name, contact address of shareholders, time, meeting venue, and other requirements for attendees. The agenda of the Shareholders' General Meeting, related documents on the issues to be voted on at the meeting, will be sent to shareholders and/or published on the company's electronic portal. In cases where documents are not sent together with the notice of convocation, the notice must specify the link to access all meeting documents so that shareholders can access, including:

- a) Meeting agenda, documents to be used in the meeting;

b) List and detailed information of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors;

c) Voting ballot;

d) Draft resolutions for each agenda item in the meeting program.

4. Shareholders or shareholder groups holding 5% or more of the total outstanding ordinary shares have the right to propose agenda items for the Shareholders' General Meeting. Proposals must be in writing and must be submitted to the company no later than 3 working days before the meeting date. Proposals must specify the shareholder's name, quantity of each type of shareholder's shares, and the proposed agenda item.

5. If the convener of the Shareholders' General Meeting rejects the proposal as stipulated in Clause 4 of this Article, they must respond in writing no later than two (02) working days before the meeting date, stating the reasons for the rejection. The convener of the Shareholders' General Meeting may only reject the proposal if it falls under one of the following circumstances:

a) The proposal was not submitted according to the provisions of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or shareholder group did not hold at least 5% of the ordinary shares;

c) The proposed issue does not fall within the jurisdiction of the Shareholders' General Meeting to decide;

d) Other cases as stipulated by law and these Articles of Association.

6. The convener of the Shareholders' General Meeting must accept and include the proposal as stipulated in Clause 4 of this Article in the draft agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be formally added to the agenda and content of the meeting if approved by the Shareholders' General Meeting.

Article 19. Conditions for Conducting Shareholders' General Meeting

1. The Shareholders' General Meeting shall be conducted when there is a quorum of shareholders representing over 50% of the total voting shares.

2. If the first meeting does not meet the conditions specified in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the planned date of the first meeting. The second Shareholders' General Meeting shall be conducted when there is a quorum of shareholders representing at least 33% of the total voting shares.

3. If the second meeting does not meet the conditions specified in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the planned date of the second meeting. The third Shareholders' General Meeting shall be conducted without dependence on the total voting shares of attending shareholders.

4. Only the Shareholders' General Meeting has the right to decide to amend the agenda

sent with the notice of convocation as specified in Article 142 of the Enterprise Law.

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

1. Before the meeting commences, the Company must conduct shareholder registration and continue registration until all shareholders eligible to attend are registered in the following sequence:

a) During the shareholder registration process, the Company issues a voting card and/or ballot (if applicable) to each shareholder or their authorized representative with the registered number, full name of the shareholder or representative, and the number of voting/ballot papers allocated to them.

b) In the case of the Company organizing an online Shareholders' General Meeting with electronic voting, shareholders and their authorized representatives (if any) access the online Shareholders' General Meeting system to participate and exercise their voting rights and ballots electronically.

c) Shareholders or their authorized representatives who are organizations or individuals delegated to attend the meeting after it has commenced are still eligible for registration and have the right to participate in voting immediately after registration. The chairperson is not responsible for stopping the general meeting for late-registered shareholders, and the validity of previously voted matters remains unchanged.

2. Election of Chairman, Secretary, and Vote Counting Committee is regulated as follows:

a) The Chairman of the Board of Directors presides over or delegates another member of the Board of Directors to chair the Shareholders' General Meeting convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors elect one of themselves as the chairman of the meeting by majority vote. If unable to elect a chairman, the Chairman of the Board of Supervisors shall conduct the meeting and the person with the highest number of votes shall preside over the meeting.

b) Except as provided in point a above, the person who signs the notice convening the Shareholders' General Meeting shall conduct the meeting, and the person with the highest number of votes shall preside over the meeting.

c) The chairman appoints one or more persons to act as secretaries of the meeting.

d) The Shareholders' General Meeting elects one or more persons to the Vote Counting Committee as proposed by the chairman of the meeting.

3. The agenda and content of the meeting must be approved by the Shareholders' General Meeting during the opening session. The agenda must specify and detail the time allocated for each item on the agenda.

4. The chairman of the meeting has the right to take necessary and reasonable measures to conduct the Shareholders' General Meeting in an orderly manner, in accordance with

the approved agenda, and to reflect the wishes of the majority of attendees.

a) Arrange seating at the meeting venue.

b) Ensure the safety of everyone present at the meeting venues.

c) Facilitate shareholders' attendance (or continued attendance) at the general meeting. The person convening the Shareholders' General Meeting has full authority to change the above measures and apply all necessary measures. The measures applied may include issuing entry passes or using other forms of selection.

5. The Shareholders' General Meeting discusses and votes on each item on the agenda. Voting is conducted by affirmative vote, dissenting vote, and abstention. The results of the vote are announced by the chairman immediately before the meeting is adjourned.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced are still eligible to register and participate in voting immediately upon registration. In this case, the validity of decisions already voted upon remains unchanged.

7. The person convening the meeting or the chairman of the Shareholders' General Meeting has the following rights:

a) Requesting all attendees to undergo checks or other lawful and reasonable security measures.

b) Requesting competent authorities to maintain order at the meeting; expelling individuals who fail to comply with the chairman's instructions, deliberately disrupt order, obstruct the normal progress of the meeting, or fail to comply with security checks from the Shareholders' General Meeting.

8. The chairman has the right to postpone a Shareholders' General Meeting that has achieved the maximum registered attendees for up to 3 working days from the scheduled date of the meeting. This can only occur under the following circumstances:

a) The meeting venue lacks sufficient seating for all attendees.

b) The information technology at the meeting venue does not ensure shareholders can participate, discuss, and vote.

c) Attendees disrupt order, pose a risk of unfair or illegal conduct of the meeting.

9. If the chairman postpones or suspends the Shareholders' General Meeting contrary to the provisions of point 8, a substitute chairman shall be elected from among the attendees to conduct the meeting until its conclusion. All resolutions passed at that meeting shall be effective and enforceable.

10. If the company applies modern technology to organize the Shareholders' General Meeting through online means, the company is responsible for ensuring shareholders can participate and vote electronically or through other electronic means as specified in Article 144 of the Enterprise Law and Article 3 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain

provisions of the Securities Law.

Article 21. Conditions for Resolutions of the General Meeting of Shareholders to be Passed

1. Resolutions on the following matters are passed if they receive the affirmative votes representing 65% or more of the total voting shares of all shareholders present and voting at the meeting, except as provided in Articles 3, 4, and 6 of Article 148 of the Enterprise Law:

- a) Type of shares and total number of each type of shares;
- b) Changes in industries, trades, and business sectors;
- c) Changes in the organizational structure of the company's management;
- d) Investment projects or the sale of assets valued at 35% or more of the total asset value as stated in the latest financial statements of the Company;
- e) Restructuring or dissolution of the Company.

2. Resolutions are passed when they receive the affirmative votes representing more than 50% of the total voting shares of all shareholders present and voting at the meeting, except as provided in Article 1 of this Article and Articles 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Voting to elect members of the Board of Directors and the Board of Supervisors can be conducted by cumulative voting, where each shareholder's total voting shares correspond to the total shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and shareholders have the right to cast all or part of their total voting shares for one or more candidates. The elected members of the Board of Directors or the Board of Supervisors are determined by the number of votes received, starting from the candidate with the highest number of votes down to meet the number of members specified in the company's charter. In cases where two (02) or more candidates receive an equal number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with equal votes or according to the criteria specified in the election regulations. Additionally, voting to elect members of the Board of Directors and the Board of Supervisors may be conducted by other methods as stipulated in the Election Regulations for each election.

4. In the case of resolutions passed by written consent, the resolution of the General Meeting of Shareholders is deemed passed if it receives the consent of shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote.

5. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures for convening and passing the resolution violate the provisions of the Enterprise Law and the company's charter.

Article 22. Authority and Procedure for Obtaining Shareholder Written Consent

to Pass Resolutions of the General Meeting of Shareholders

The authority and procedure for obtaining shareholder written consent to pass resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. When deemed necessary for the Company's interests, the Board of Directors has the authority to obtain shareholder written consent to pass resolutions of the General Meeting of Shareholders on all matters within its jurisdiction, except as provided in Article 2 of Article 147 of the Enterprise Law.
2. The Board of Directors must prepare a ballot for obtaining consent, draft resolutions of the General Meeting of Shareholders, explanatory documents for draft resolutions, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the ballot. The preparation of the list of shareholders sending the consent ballot is conducted in accordance with the provisions of Article 1 and Article 2 of Article 141 of the Enterprise Law. The requirements and methods for sending the consent ballot and accompanying documents shall be carried out similarly to the provisions regarding the notice of invitation to the General Meeting of Shareholders as stipulated in Article 3 of these Articles.
3. The consent ballot must include the following key contents:
 - a) Name, registered office address, business registration number;
 - b) Purpose of obtaining consent;
 - c) Full name, contact address, nationality, legal identification document number for individual shareholders; name, business registration number, or legal identification document number of the organization, registered office address for organizational shareholders; full name, contact address, nationality, legal identification document number for individuals representing organizational shareholders; number of shares of each type and number of voting shares of the shareholder;
 - d) Issues requiring consent to pass a decision;
 - e) Voting options including approval, disapproval, and abstention for each issue requiring consent;
 - f) Deadline for returning the answered consent ballot to the Company;
 - g) Full name, signature of the Chairman of the Board of Directors.
4. Shareholders may send the answered consent ballots to the Company via mail, fax, or email according to the following regulations:
 - a) In the case of sending by mail, the consent ballot must bear the signature of the individual shareholder, authorized representative, or legal representative of the corporate shareholder. The consent ballot sent to the Company must be sealed in a closed envelope, and no one is allowed to open it before vote counting;
 - b) In the case of sending by fax or email, the consent ballot sent to the Company must

be kept confidential until the vote counting period;

c) Consent ballots sent to the Company after the specified deadline stated in the consent ballot or those that have been opened in the case of mail or disclosed in the case of fax or email are invalid. Ballots not returned are considered as non-participation in the vote.

5. The Board of Directors shall verify the votes and prepare a vote counting report under the supervision of the Board of Supervisors or a shareholder who does not hold a managerial position in the Company. The vote counting report must include the following key contents:

a) Name, registered office address, business registration number;

b) Purpose and issues requiring consent to pass resolutions;

c) Number of shareholders with total voting shares participating in the vote, distinguishing between valid and invalid votes, and the method of voting, accompanied by an appendix listing the shareholders participating in the vote;

d) Total votes in favor, against, and abstaining for each issue;

e) Issues that have been passed and corresponding voting percentages;

f) Full name, signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

Members of the Board of Directors, the vote counter, and the vote supervisor shall be jointly liable for the honesty and accuracy of the vote counting report; jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting report and resolutions must be sent to shareholders within 15 days from the end of the vote counting period. The sending of the vote counting report and resolutions may be replaced by posting on the Company's electronic information page within 24 hours from the end of the vote counting period.

7. The answered consent ballots, vote counting report, resolutions passed, and related documents accompanying the consent ballots must be kept at the Company's registered office.

8. Resolutions passed through shareholder written consent, if approved by shareholders owning more than 50% of the total voting shares of all shareholders entitled to vote, are valid as if they were passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must include the following key contents:

a) a) Name, registered office address, business registration number;

- b) Time and venue of the General Meeting of Shareholders;
 - c) Agenda and content of the meeting;
 - d) Name of the chairman and secretary;
 - e) Summary of the proceedings and opinions expressed at the General Meeting of Shareholders on each agenda item;
 - f) Number of shareholders and total voting shares of attending shareholders, appendix list of registered shareholders, representatives of attending shareholders with corresponding shares and votes;
 - g) Total votes for each voting issue, specifying the voting methods, total valid and invalid votes, approvals, disapprovals, and abstentions; corresponding percentages over the total votes of attending shareholders;
 - h) Issues that have been passed and corresponding voting percentages;
 - i) Name, signature of the chairman and secretary. If the chairman or secretary refuses to sign the minutes, it shall be valid if signed by all other members of the Board of Directors present at the meeting and contains all required contents as per this provision. The minutes must clearly state the refusal of the chairman or secretary to sign.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other signatories in the minutes are jointly responsible for the accuracy and truthfulness of the content of the minutes.
3. The minutes, whether in Vietnamese or in a foreign language, have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.
4. Resolutions and minutes of the General Meeting of Shareholders must be fully disclosed on the Company's electronic information page, the State Securities Commission portal, and the Stock Exchange within twenty-four (24) hours from the date the General Meeting of Shareholders passes them, in accordance with the provisions of the Enterprise Law.
5. The minutes of the General Meeting of Shareholders, appendix list of registered attending shareholders, resolutions passed, and related documents accompanying the meeting invitation must be kept at the Company's registered office.

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

Within a period of 90 days from the date of receipt of the resolution, minutes of the General Meeting of Shareholders, or the minutes of the results of voting by written ballot of the General Meeting of Shareholders, shareholders or a group of shareholders as stipulated in Clause 2 of Article 115 of the Enterprise Law have the right to request a Court or Arbitration to review and annul the resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedure and process of convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and these Articles of Association, except for cases stipulated in Clause 5 of Article 21 of these Articles of Association.

2. The content of the resolution violates the law or these Articles of Association.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy of Board Members

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose relevant information about the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the personal information disclosed and commit to fulfilling their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information about Board of Directors candidates includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Career background;

d) Other management positions (including positions on the boards of other companies);

e) Interests related to the Company and related parties of the Company;

f) Other information (if any) as stipulated in the Articles of Association;

g) The Company must responsibly disclose information about the companies where the candidate holds a position as a member of the Board of Directors, other management positions, and interests related to the Company of the Board of Directors candidate (if any).

2. Shareholders or shareholder groups holding from 10% to below 20% of the total voting shares may nominate one (01) candidate; from 20% to below 30% may nominate up to two (02) candidates; from 30% to below 40% may nominate up to three (03) candidates; from 40% to below 50% may nominate up to four (04) candidates; 50% or more may nominate up to five (05) candidates.

3. If the number of candidates for the Board of Directors through nomination and candidacy still does not meet the required number as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates concurrently with organizing nominations for candidates as specified in Clause 2 of this Article, the Articles of Association, the Company's internal governance regulations, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors must clearly announce the introduction of additional candidates for the Board of Directors before the General Meeting of Shareholders votes to elect Board

members, in accordance with legal provisions.

4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clause 1 and Clause 2, Article 155 of the Enterprise Law.

Article 26. Composition and term of office of members of the Board of Directors

1. The Board of Directors consists of 8 members.

2. The term of office for Board members shall not exceed 5 years and may be renewed indefinitely. An individual may serve as an independent Board member for a maximum of 2 consecutive terms. Should all Board members conclude their terms simultaneously, they shall continue until new members are elected to replace and assume their responsibilities.

3. The composition of the Board of Directors is structured as follows:

The structure of the company's Board of Directors must ensure that at least 1/3 (minimum of 2) of the total number of Board members are non-executive members. The company limits the maximum number of Board members who concurrently hold executive positions within the company to ensure the independence of the Board of Directors.

The company must also ensure that there are 2 independent members on the Board of Directors.

4. A Board member forfeits their position upon dismissal, removal, or replacement as stipulated in Article 160 of the Enterprise Law.

5. The appointment of Board members must be publicly disclosed in compliance with legal requirements regarding information disclosure in the securities market.

6. Board members are not necessarily shareholders of the company.

Article 27. Powers and Duties of the Board of Directors

1. The Board of Directors is the governing body of the Company, vested with full authority in the name of the Company to decide, exercise rights, and fulfill obligations of the Company, except those within the jurisdiction of the General Meeting of Shareholders.

2. The powers and duties of the Board of Directors are governed by laws, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

- a) Determine the Company's mid-term development strategy, annual business plans, and propose the type and total number of shares to be offered for sale;
- b) Decide on the sale of unsold shares within the scope of the authorized number of shares for each type; decide on raising additional capital through other forms;
- c) Determine the selling price of Company shares and bonds;
- d) Decide on the repurchase of shares as stipulated in Articles 133.1 and 133.2 of the

Enterprise Law;

- e) Decide on the selling price of the Company's shares and bonds;
- f) Decide on investment plans and investment projects within its authority and within the limits prescribed by law;
- g) Determine market development, marketing, and technology solutions;
- h) Approve contracts for purchase, sale, loan, lending, and transactions exceeding 35% of the total value of the Company's latest audited financial statements, excluding contracts and transactions within the authority of the General Meeting of Shareholders as specified in points d of Clause 2 of Article 138, Clause 1 and Clause 3 of Article 167 of the Enterprise Law;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the CEO and other key executives as regulated by the Charter, Internal Corporate Governance Regulations; decide on their salaries, remuneration, bonuses, and other benefits; appoint representatives by proxy to participate in the Board of Directors or General Meeting of Shareholders in other companies, decide on their remuneration and other benefits;
- k) Supervise, direct the CEO and other executives in the daily management of the Company's operations;
- l) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and the participation in capital contributions, share purchases of other enterprises;
- m) Approve the program, content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or seek opinions to pass resolutions;
- n) Report annually audited financial statements to the General Meeting of Shareholders;
- o) Propose the dividend payout rate; decide on the timeframe and procedures for dividend payments or handling losses incurred during business operations;
- p) Propose restructuring, dissolution of the Company; request bankruptcy of the Company;
- q) Decide on the issuance of private bonds, including the type of bonds, total bond value, and the timing of issuance, excluding cases specified in point a of Clause 1 of Article 130 of the Enterprise Law, but must report to the General Meeting of Shareholders at the nearest meeting;
- r) Decide to issue the Operating Regulations of the Board of Directors, Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; decide on the issuance of regulations on information disclosure of the company;
- s) Other rights and obligations as stipulated by the Enterprise Law, related laws, this

Charter, and Internal Corporate Governance Regulations.

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

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

1. The company has the right to pay remuneration, bonuses to the members of the Board of Directors based on business results and effectiveness.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days required to complete the tasks of the Board of Directors members and the daily remuneration rate. The Board of Directors plans the remuneration level for each member based on consensus. The total remuneration and bonuses of the Board of Directors are decided by the Annual General Meeting of Shareholders.

3. The remuneration of each member of the Board of Directors is included in the company's operating expenses in accordance with the regulations of corporate income tax laws, shown as a separate item in the company's annual financial statements, and must be reported to the Annual General Meeting of Shareholders at the annual meeting.

4. Board of Directors members holding executive positions or serving on subcommittees of the Board of Directors, or performing duties beyond the usual scope of a Board of Directors member, may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit share, or other forms as decided by the Board of Directors.

5. Board of Directors members have the right to be reimbursed for all travel, meal, accommodation, and other reasonable expenses they incur while fulfilling their responsibilities as Board members, including expenses arising from attending General Meetings of Shareholders, Board of Directors meetings, or Board subcommittee meetings.

6. Board of Directors members may be covered by the company's liability insurance with the approval of the Annual General Meeting of Shareholders. This insurance does not cover liabilities related to violations of laws and the company's articles of association by the Board of Directors members.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently hold the position of CEO.

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

- a) Develop the agenda and operational plans of the Board of Directors;
- b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair the meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Monitor the implementation of resolutions and decisions of the Board of Directors;
- e) Chair the General Meeting of Shareholders;
- f) Other rights and duties as stipulated by the Enterprise Law and the company's articles of association.

4. In the event the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the date of dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must delegate in writing to the Vice Chairman of the Board of Directors or to the CEO (if there is no Vice Chairman) to exercise the rights and duties of the Chairman of the Board of Directors according to the principles stipulated in the company's articles of association. If there is no authorized person available or if the Chairman of the Board of Directors is deceased, missing, in temporary detention, serving a prison sentence, undergoing compulsory drug rehabilitation or compulsory education, absconding from residence, under restricted legal capacity, having difficulty in cognition or self-control, barred by court from assuming office or engaging in certain professions or occupations, then the remaining members shall elect a person from among themselves to act as Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the end of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or highest proportion of votes. In case there are multiple members with the same highest number of votes or proportion of votes, the members shall vote to select one person among them to convene the meeting of the Board of Directors.

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

3. The Chairman of the Board of Directors shall convene meetings of the Board of Directors in the following cases:

- a) Upon request from the Board of Supervisors or independent members of the Board of Directors;
- b) Upon request from the CEO or at least 5 other managers;

c) Upon request from at least 2 members of the Board of Directors.

4. The requests specified in clause 3 of this Article must be made in writing, clearly stating the purpose, issues for discussion, and decisions within the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving a request as stipulated in clause 3 of this Article. In case the Chairman fails to convene the meeting upon request, he/she shall be held responsible for any damages incurred by the Company; the requesting party has the right to substitute the Chairman of the Board of Directors in convening the meeting.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the invitation notice at least 3 working days before the meeting. The invitation notice must specify the time and venue of the meeting, the agenda, the issues for discussion, and decisions to be made. The invitation notice must include the documents to be used at the meeting and voting ballots of the members.

Invitation notices for the Board of Directors meeting may be sent by written invitation, telephone, fax, electronic means, or other methods as stipulated in the company's articles of association, ensuring delivery to the registered contact address of each member of the Board of Directors at the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the invitation notice and accompanying documents to the members of the Board of Supervisors in the same manner as for the members of the Board of Directors.

Members of the Board of Supervisors have the right to attend Board of Directors meetings, participate in discussions, but they do not have voting rights

8. A Board of Directors meeting is conducted when attended by at least three-fourths of the total members. If a meeting convened under this provision does not have the required number of attending members, a second meeting shall be convened within 7 days from the scheduled date of the first meeting. In this case, the meeting shall proceed if more than half of the total members of the Board of Directors attend.

9. Members of the Board of Directors are considered present and can vote at the meeting under the following circumstances:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend and vote as specified in clause 11 of this Article;

c) Participating and voting through online conferences, electronic voting, or other electronic forms;

d) Sending voting ballots to the meeting via mail, fax, or email;

10. In cases where voting ballots are sent to the meeting via mail, the ballots must be sealed in a securely sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 1 hour before the meeting starts. Voting ballots can only be

opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings in full. Members may authorize others to attend and vote on their behalf if approved by a majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are adopted if they receive the approval of the majority of attending members. In case of a tie in votes, the final decision belongs to the opinion of the Chairman of the Board of Directors.

Article 31. Committees of the Board of Directors

1. The Board of Directors may establish sub-committees to oversee policies on development, personnel, compensation, internal audit, and risk management. The number of members in each sub-committee is determined by the Board of Directors, with a minimum of 3 members including members of the Board of Directors and external members. Independent members of the Board of Directors or non-executive members should constitute the majority in the sub-committee, and one of these members shall be appointed as the Chair of the sub-committee according to the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are valid only when a majority of members participate and vote at the sub-committee meeting.

2. The implementation of decisions by the Board of Directors or its sub-committees must comply with current legal regulations and the provisions of the company's Articles of Association and Internal Governance Rules.

Article 32. Corporate Governance Officer

1. The Board of Directors of the Company must appoint at least 01 Corporate Governance Officer to support corporate governance activities within the enterprise. The Corporate Governance Officer may also serve as the Company Secretary as regulated in Article 156(5) of the Enterprise Law.

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

a) Advising the Board of Directors on organizing Shareholders' Meetings as regulated and related activities between the Company and shareholders;

b) Preparing meetings of the Board of Directors, Audit Committee, and Shareholders' Meetings upon request of the Board of Directors or Audit Committee;

c) Advising on meeting procedures;

d) Attending meetings;

e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Audit Committee;

- g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Acting as a liaison with relevant stakeholders;
- i) Safeguarding information in accordance with legal regulations and the Company's Articles of Association;
- k) Other rights and responsibilities as stipulated by law.

CHAPTER VIII. CEO AND OTHER EXECUTIVES

Article 33. Organization of Management Structure

The management system of the Company must ensure that the management team is accountable to the Board of Directors and is supervised and directed by the Board of Directors in the Company's daily business operations. The Company has a Chief Executive Officer (CEO), Deputy CEOs, Chief Accountant, and other management titles appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

Article 34. Company Executives

1. The Company executives include the CEO, Deputy CEOs, and Chief Accountant.
2. Upon the proposal of the CEO and with the approval of the Board of Directors, the Company may recruit other executives in numbers and standards appropriate to the Company's organizational structure and management regulations as stipulated by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its stated objectives in its operations and organization.
3. The CEO is entitled to salary and bonuses. The salary and bonuses of the CEO are determined by the Board of Directors.
4. The salary of executives is included in the Company's operating expenses according to the regulations of the corporate income tax law, shown as a separate item in the Company's annual financial statements, and must be reported to the Shareholders' General Meeting at the annual meeting.

Article 35. Appointment, Dismissal, Duties, and Powers of the Chief Executive Officer (CEO)

1. The Board of Directors appoints a member of the Board of Directors or hires another person as the Chief Executive Officer.
2. The Chief Executive Officer is responsible for managing the Company's daily business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of delegated rights and duties.
3. The tenure of the Chief Executive Officer shall not exceed 5 years and may be reappointed for an unlimited number of terms. The Chief Executive Officer must meet the standards and conditions stipulated by law.

4. The Chief Executive Officer has the following rights and duties:

- a) Decide on matters related to the Company's daily business operations that are not within the authority of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the Company's business plans and investment plans;
- d) Propose organizational restructuring plans and internal management regulations of the Company;
- e) Appoint, dismiss, and remove management positions within the Company, except for positions within the authority of the Board of Directors;
- g) Decide on salaries and other benefits for employees in the Company, including managers appointed by the Chief Executive Officer's authority;
- h) Recruit employees;
- i) Propose dividend payment plans or measures to handle business losses;
- j) Other rights and duties as stipulated by law.

5. The Board of Directors may dismiss the Chief Executive Officer when a majority of its members with voting rights at the meeting agree and appoint a new Chief Executive Officer as a replacement.

Article 36. Responsibilities of the Chief Executive Officer regarding Employees and Trade Unions

1. The Chief Executive Officer must draft plans for the Board of Directors to approve issues related to recruitment, employee dismissal, salaries, social insurance, welfare, commendations, and disciplinary actions for employees and executives of the enterprise.
2. The Chief Executive Officer must draft plans for the Board of Directors to approve issues related to the Company's relations with trade union organizations according to standards, norms, and best management practices, as well as the regulations stipulated in this Charter, the Company's internal regulations, and current legal provisions.

CHAPTER IX. BOARD OF SUPERVISORS

Article 37. Candidacy, Nomination, Election of Board of Supervisors Members (Supervisors)

1. The process of candidacy and nomination for members of the Board of Supervisors shall be conducted similarly to the provisions in Clause 1 and Clause 2 of Article 25 of this Charter.
2. In cases where the number of candidates for the Board of Supervisors nominated and put forward through candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, internal governance regulations, and the Operating Rules of the Board of Supervisors. The introduction of additional Board of Supervisors candidates by

the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect Board of Supervisors members as stipulated by law.

Article 38. Composition of the Board of Supervisors

1. The number of members of the Company's Board of Supervisors is 3. The term of office of a Board of Supervisors member shall not exceed 5 years and may be re-elected without limitation on the number of terms.

2. The members of Board of Supervisors must meet the standards and conditions as stipulated in Article 169 of the Enterprise Law and shall not fall under the following cases:

- a) Working in the accounting or finance departments of the Company;
- b) Being a member or employee of an independent audit firm performing audits of the Company's financial statements in the past 3 consecutive years;

3. The members of Board of Supervisors shall be dismissed under the following circumstances:

a) No longer meeting the standards and conditions to serve as a Board of Supervisors member as stipulated in Clause 2 of this Article;

b) Resignation letter submitted and approved;

4. Board of Supervisors members shall be removed under the following circumstances:

a) Failing to fulfill assigned duties and tasks;

b) Not exercising their rights and obligations continuously for 6 months, except in cases of force majeure;

c) Repeatedly violating or seriously violating the duties of a Board of Supervisors member as stipulated by the Enterprise Law.

d) Other cases as stipulated by the General Meeting of Shareholders.

Article 39. Chief Supervisor

1. The Chief Supervisor is elected by the Board of Supervisors from among its members; elections, dismissals, and removals follow the majority principle. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Chief Supervisor must hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a related field relevant to the company's business operations.

2. Rights and duties of the Chief Supervisor:

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors, the Chief Executive Officer, and other executives to provide relevant information for reporting to the Board of Supervisors;

c) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 40. Rights and Duties of the Board of Supervisors

The Board of Supervisors has rights and duties as regulated in Article 170 of the Enterprise Law, and additionally:

1. Propose, recommend to the General Meeting of Shareholders for approval of the list of approved audit firms to audit the Company's Financial Statements; decide on the appointment of audit firms approved to inspect the Company's operations, and dismiss or exempt approved auditors when deemed necessary.
2. Be responsible to shareholders for their supervisory activities.
3. Monitor the financial situation of the Company, compliance with laws by the Board of Directors, Chief Executive Officer, and other managers.
4. Ensure coordination with the Board of Directors, Chief Executive Officer, and shareholders.
5. In case of discovering violations of laws or the Company's Charter by members of the Board of Directors, Chief Executive Officer, or other executives of the company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the cessation of violations, and propose measures to remedy the consequences.
6. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some provisions of the Securities Law.
8. Have the right to access records and documents of the Company kept at the head office, branches, and other locations; have the right to visit the workplace of managers and employees of the Company during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, Chief Executive Officer, and other managers to provide complete, accurate, and timely information, documents regarding management, operation, and business activities of the Company.
10. Other rights and duties as stipulated by law.

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors must hold meetings at least 02 times per year, with the attendance of at least 2/3 of its members. The minutes of the Board of Supervisors meetings must be detailed and clear. The minute-taker and all attending members of the Board of Supervisors must sign the minutes of the meeting. The minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the Chief Executive Officer, and representatives of approved audit firms to attend and clarify issues as needed.

Article 42. Salaries, Fees, Bonuses, and Other Benefits of Board of Supervisors Members

Salaries, fees, bonuses, and other benefits of Board of Supervisors members are governed by the following regulations:

1. Board of Supervisors members are compensated with salaries, fees, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders determines the total amount of salaries, fees, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Board of Supervisors members are reimbursed for reasonable expenses incurred for meals, accommodations, transportation, and expenses for using independent advisory services. The total amount of fees and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operational expenses of the Board of Supervisors are accounted for as business expenses of the Company in accordance with the laws on corporate income tax and other relevant regulations. These expenses must be separately disclosed in the Company's annual financial statements.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, and other executives are responsible for fulfilling their duties, including those as members of sub-committees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

Article 43. Honest Responsibilities and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, and other executives must disclose their related interests as regulated by the Enterprise Law and relevant legal documents.

2. Members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, other executives, and related persons of these members may only use information obtained through their positions to serve the Company's interests.

3. Members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, and other executives have the obligation to notify the Board of Directors, Board of Supervisors in writing about transactions between the Company and subsidiaries, or other companies where the Company holds over 50% of charter capital, with these entities or related persons of these entities according to legal regulations. For

such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions according to securities laws.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit themselves or related persons according to the Enterprise Law.

5. Members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, other executives, and related persons of these entities are not allowed to use or disclose internal information to execute related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, other executives, and individuals or organizations related to these entities are not void in the following cases:

a) For transactions with a value less than or equal to 35% of the total value of assets recorded in the most recent financial statements, significant contents of the contract or transaction, as well as the relationships and benefits of the members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, other executives, have been reported to the Board of Directors and approved by a majority vote of the non-conflicted members of the Board of Directors;

b) For transactions with a value greater than 35%, or transactions resulting in a transaction value occurring within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the most recent financial statements, significant contents of this transaction, as well as the relationships and benefits of the members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of shareholders without related interests.

Article 44. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and other executives who violate their duties, responsibilities of honesty and prudence, or fail to fulfill their obligations shall be liable for damages resulting from their wrongful acts.

2. The company shall compensate individuals who are, were, or may become parties involved in complaints, lawsuits, prosecutions (including civil and administrative cases, excluding cases where the company is the plaintiff), if such individuals are or were members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, other executives, employees, or authorized representatives acting in good faith and prudence for the benefit of the company, based on compliance with the law and absence of evidence confirming their breach of duty.

3. Compensation costs include judgment costs, fines, and other payments incurred in practice (including lawyer fees) when resolving these matters within the framework

permitted by law. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

CHAPTER XI. RIGHT TO ACCESS REGISTER AND COMPANY RECORDS

Article 45. Right to Access Register and Company Records

1. Ordinary shareholders have the right to access registers and company records as follows:

a) Ordinary shareholders have the right to review, access, and extract information regarding their names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; review, access, extract, or copy the company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to review, access, and extract the register of minutes and resolutions, decisions of the Board of Directors, interim and annual financial reports, reports of the Board of Supervisors, contracts, transactions subject to Board approval, and other documents, except documents related to trade secrets or business secrets of the Company.

2. In cases where authorized representatives of shareholders or groups of shareholders request access to registers and records, they must provide a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and other executives have the right to access the shareholder register, shareholder list, registers, and other records of the Company for purposes related to their positions, provided that this information is kept confidential.

4. The Company must keep this Articles of Association and any amendments or supplements to the Articles of Association, the Certificate of Business Registration, regulations, documents proving ownership rights, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at its principal office or another location, provided that shareholders and the Business Registration Office are informed of the location of these documents.

5. The Articles of Association of the Company must be published on the Company's website.

CHAPTER XII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders decides on the dividend payment rate and form

of annual dividend payment from the retained earnings of the Company.

2. The Company shall not pay interest on the amount for dividends or related payments on a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividends in shares, and the Board of Directors is the authority to execute this decision.
4. In the case of dividends or other amounts related to a class of shares paid in cash, the Company must pay in Vietnamese dong. Payment may be made directly or through banks based on detailed bank account information provided by shareholders. If the Company has transferred the amount according to the detailed bank information provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Payment of dividends for listed shares/traded on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Enterprise Law, Securities Law, the Board of Directors passes a resolution or decision determining a specific date for closing the shareholder register. Based on that date, those registered as shareholders or owners of other securities are entitled to receive cash dividends or shares, and receive notifications or other documents.
6. Other issues related to profit distribution shall be conducted in accordance with the provisions of the law.

CHAPTER XIII. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With prior approval from the authorized agency, when necessary, the Company may open bank accounts abroad in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through accounts in Vietnamese dong or foreign currency at the banks where the Company has opened accounts.

Article 48. Fiscal Year

The Company's fiscal year starts on January 1st and ends on December 31st of each year. The first fiscal year starts from the date of issuance of the Certificate of Business Registration.

Article 49. Accounting System

1. The Company's accounting system shall be either the enterprise accounting system or

specialized accounting system issued and approved by the competent authority.

2. The Company shall maintain accounting records in Vietnamese and keep accounting documents in accordance with accounting regulations and relevant laws. These records must be accurate, updated, systematic, and sufficient to demonstrate and explain the Company's transactions.

3. The Company shall use the Vietnamese dong as the accounting currency. In cases where the Company's primary economic transactions are conducted in a specific foreign currency, the Company may choose that foreign currency as the accounting currency, taking responsibility for this choice under the law and notifying the tax authorities directly.

CHAPTER XIV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND DISCLOSURE RESPONSIBILITIES

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

1. The Company must prepare annual financial statements and have them audited in accordance with legal regulations. The Company shall disclose the audited annual financial statements in accordance with securities market disclosure regulations and submit them to the competent state authority.

2. The annual financial statements must include all required reports, appendices, and explanatory notes as stipulated by enterprise accounting laws. The annual financial statements must truthfully and objectively reflect the Company's operational activities.

3. The Company must prepare and disclose semi-annual financial reports and quarterly financial reports as reviewed, in accordance with securities market disclosure regulations, and submit them to the competent state authority.

Article 51. Annual Report

The Company must prepare and disclose an Annual Report in accordance with securities laws and regulations governing the securities market.

CHAPTER XV. COMPANY AUDIT

Article 52. Audit

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

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

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

CHAPTER XVI. COMPANY DISSOLUTION

Article 53. Company Dissolution

1. The company may be dissolved in the following cases:
 - a) By resolution or decision of the General Meeting of Shareholders;
 - b) Revocation of the Certificate of Business Registration, except where tax regulations provide otherwise;
 - c) Other cases as stipulated by law.
2. The dissolution of the company shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 54. Extension of Operations

1. The Board of Directors shall convene the General Meeting of Shareholders at least seven (07) months before the expiration of the operating term so that shareholders can vote on the extension of the company's operations as proposed by the Board of Directors.
2. The operating term shall be extended when shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders present at the General Meeting of Shareholders consent.

Article 55. Liquidation

1. At least six (06) months before the expiration of the company's operating term or after a decision to dissolve the company, the Board of Directors shall establish a Liquidation Committee consisting of 03 members, including 02 members appointed by the General Meeting of Shareholders and 01 member appointed by the Board of Directors from an independent auditing company. The Liquidation Committee prepares its operational regulations. Members of the Liquidation Committee may be selected from the company's employees or independent experts. All expenses related to liquidation shall be prioritized for payment by the company before other debts.
2. The Liquidation Committee is responsible for reporting to the business registration authority regarding the date of establishment and commencement of operations. From that point onward, the Liquidation Committee acts on behalf of the company in all matters related to the company's liquidation before the court and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a) Liquidation expenses;
 - b) Debts for salaries, severance allowances, social insurance, and other employee benefits under collective labor agreements and signed labor contracts;
 - c) Tax debts;

d) Other debts of the company;

e) Any remaining amount after settling all debts from (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

CHAPTER XVII. INTERNAL DISPUTE RESOLUTION

Article 56. Internal Dispute Resolution

1. In case of disputes or complaints related to the operations of the company, rights and obligations of shareholders as stipulated in the Enterprise Law, the company's Articles of Association, other legal regulations, or agreements between:

a) Shareholders and the company;

b) Shareholders and the Board of Directors, Board of Supervisors, Chief Executive Officer, or other executives;

The involved parties shall endeavor to resolve the dispute through negotiation and reconciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall lead the dispute resolution and request each party to present relevant information regarding the dispute within 30 working days from the date the dispute arises. In cases involving disputes related to the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert as a mediator for the reconciliation process.

2. If no reconciliation decision is reached within 06 weeks from the start of the reconciliation process or if the decision of the mediator is not accepted by the parties, either party may refer the dispute to arbitration or court.

3. The parties shall bear the costs related to the negotiation and reconciliation procedures. Payment of court costs shall be made in accordance with the court's judgment.

CHAPTER XVIII. AMENDMENTS AND SUPPLEMENTARY PROVISIONS TO THE CHARTER

Article 57. Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where the law stipulates activities of the Company that are not covered in this Charter or where new legal provisions differ from the provisions in this Charter, those legal provisions shall apply to regulate the Company's activities.

Article 58. Effective Date

1. This Charter, comprising 18 chapters and 58 articles, was unanimously approved by the General Meeting of Shareholders of Thai Nguyen International Hospital Joint Stock Company on June 28, 2024, at the annual general meeting of shareholders for the year 2024, and the full text of this Charter was concurrently approved.

2. The Charter is made in 5 copies of equal validity and must be kept at the Company's head office.
3. This Charter is the sole and official one of the Company.
4. Copies or excerpts of the Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS**



APPENDIX 01
DETAILS OF CHARTER CAPITAL OF THE COMPANY FROM
ESTABLISHMENT UNTIL NOW AND OWNERSHIP RATIOS OF FOUNDING
SHAREHOLDERS AT THE ESTABLISHMENT DATE OF THE COMPANY

No.	Date	Charter Capital (VND)	Total shares	Shares type
1	19/03/2012	27.748.000.000	2.774.800	Common
2	28/12/2016	69.464.000.000	6.946.400	Common
3	25/02/2017	150.000.000.000	15.000.000	Common
4	30/12/2017	270.000.000.000	27.000.000	Common
5	22/03/2018	350.000.000.000	35.000.000	Common
6	22/03/2019	415.000.000.000	41.500.000	Common
7	10/3/2022	518.749.980.000	51.874.998	Common
8	16/05/2023	674.371.110.000	67.437.111	Common
9	16/06/2023	958.746.100.000	95.874.610	Common
10	15/01/2024	1.102.445.800.000	110.244.580	Common
11	28/6/2024	1.101.745.800.000	110.174.580	Common

Note:

1. The company does not have preferred shares
2. Par value of common shares: 10,000 VND per share

2. Ownership percentage of founding shareholders on the date of company establishment

No.	Shareholder's names	Nationality	Total Shares			Type of shares	Contact Address	Identity Card	
			Quantity	Value (VND)	Percent (%)			Number	Issued by
1	Hoang Tuyen	Vietnam	133.190	13.319.000.000	39,73	Common Share	1514 CT5X2, Hoàng Liệt Ward, Hoàng Mai District, Hanoi City	013177543	Hanoi Police on March 28, 2009
2	Luong Dinh Hien	Vietnam	38.847	3.884.700.000	15,00	Common Share	Group 27, Phan Đình Phùng Ward, Thai Nguyen City, Thai Nguyen Province	090426463	Thai Nguyen Provincial Police on September 23, 2004
3	Nguyen Vu Phuong	Vietnam	55.496	5.549.600.000	20,00	Common Share	Group 32, Phan Đình Phùng Ward, Thai Nguyen City, Thai Nguyen Province	090857411	Thai Nguyen Provincial Police on October 14, 2013
4	Nguyen Van Thuy	Vietnam	27.748	2.774.800.000	10,00	Common Share	Vang Hamle, Tân Hương Commune, Phổ Yên District, Thai Nguyen Province	090094474	Thai Nguyen Provincial Police on March 11, 2018
5	Le Xuan Tan	Vietnam	13.874	1.387.400.000	5,00	Common Share	Group 8, Ba Hàng Town, Phổ Yên District, Thai Nguyen Province	090451238	Thai Nguyen Provincial Police on March 8, 2013
6	Nguyen Thi Thanh Thuy	Vietnam	8.325	832.500.000	0,27	Common Share	301-C8, Nghĩa Tân Ward, Cầu Giấy District, Hanoi City	013142181	Issued by Hanoi Police Department on February 11, 2009
Total			2.774.800	27.748.000.000	100				