

THANH HOA PROVINCIAL
PEOPLE'S COMMITTEE
THANH HOA WATER SUPPLY
JOINT STOCK COMPANY

No: 39/2025/QĐ-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Thanh Hoa, day 16 month 06 year 2025

DECISION

On the promulgation of the Charter of Thanh Hoa Water Supply
Joint Stock Company

BOARD OF DIRECTORS

THANH HOA WATER SUPPLY JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14, dated June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14, dated November 26, 2019;

*Pursuant to the charter on organization and operation of Thanh Hoa Water
Supply Joint Stock Company issued under Decision No. 33/QĐ-HĐQT dated July 21,
2021 of the Chairman of the Company's Board of Directors;*

*Pursuant to Resolution No. 38/NQ-ĐHĐCĐ dated June 16, 2025 of the 2025
Annual General Meeting of Shareholders of Thanh Hoa Water Supply Joint Stock
Company;*

DECIDES:

Article 1. Promulgating the "Charter of Thanh Hoa Water Supply Joint Stock
Company" approved at the Annual General Meeting of Shareholders in 2025, dated
June 16, 2025.

Article 2. This Decision takes effect from the date of signing and replaces the
Charter of Thanh Hoa Water Supply Joint Stock Company, *issued under Decision No.
33/QĐ-HĐQT dated July 21, 2021.*

Article 3. Members of the Board of Directors, the Supervisory Board, the General
Director Board, departments, and units directly under Thanh Hoa Water Supply Joint
Stock Company are responsible for implementing this Decision./.

Recipient:

- As Article 3;
- Archive.

ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN


Le The Son

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CÔNG TY CỔ
PHẦN CẤP
NƯỚC THANH
HÓA

Digitally signed by CÔNG TY CỔ PHẦN
CẤP NƯỚC THANH HÓA
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Hóa, CN=CÔNG TY CỔ PHẦN CẤP
NƯỚC THANH HÓA
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CHARTER
THANH HOA WATER SUPPLY JOINT STOCK
COMPANY



Thanh Hoa, June-2025

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SOCIALIST REPUBLIC OF VIETNAM
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CHARTER
THANH HOA WATER SUPPLY JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Decree 155/2020/ND-CP of the Prime Minister dated December 31, 2020 and other provisions of current law.

The shareholders of Thanh Hoa Water Supply Joint Stock Company unanimously issue the charter of Thanh Hoa Water Supply Joint Stock Company (hereinafter referred to as the Company) with the following chapters, articles and clauses:

Chapter I
DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the terms below are understood as follows:

- a) *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of a joint stock company and as stipulated in Article 6 of this Charter;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
- c) *Enterprise Law* is the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- đ) *Vietnam* is the Socialist Republic of Vietnam;
- e) *Establishment date* is the date the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and papers of equivalent value) for the first time;
- g) *Business operator* is the General Director, Deputy General Director, Chief Accountant and other operators as prescribed in the company's Charter;
- h) *Business manager* is the company manager, including the Chairman of the Board of Directors, members of the Board of Directors, General Director and individuals holding other management positions as prescribed in the company's Charter;
- i) *Related person* is an individual or organization specified in Clause 46, Article 4 of the Securities Law;
- k) *Shareholder* is an individual or organization owning at least one share of a joint stock company;
- l) *Founding shareholder* is a shareholder owning at least one common share and signing the list of founding shareholders of the joint stock company;
- m) *Major shareholder* is a shareholder specified in Clause 18, Article 4 of the Securities Law;

n) *Operating term* is the operating time of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;

o) *Stock exchange* is the Vietnam Stock Exchange and its subsidiaries.

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

3. The headings (Sections, Articles of this Charter) are used to facilitate understanding of the content and do not affect the content of this Charter.

Chapter II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, business locations and operating term of the Company

1. Company name in Vietnamese: **CÔNG TY CỔ PHẦN CẤP NƯỚC THANH HÓA**

o English name: **THANH HOA WATER SUPPLY JOINT STOCK COMPANY**

o Abbreviated name: **THAWACO**

2. Head office address:

o Address: No. 99 Mat Son Street, Dong Ve Ward, Thanh Hoa City.

o Phone: 02373 852 966

o Fax: 02373 856 648

o Email: www.cnth@capnuocth.vn

o Website: www.capnuocth.vn

3. The Company may establish branches and representative offices in the business area to implement the Company's operating objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

4. Unless operations are terminated before the time limit specified in Clause 2, Article 54 or operations are extended as prescribed in Article 55 of this Charter, the Company's operating term is indefinite from the date of establishment.

Article 3. Legal representative of the Company

According to this charter, the Chairman of the Company's Board of Directors is the legal representative; The legal representative of the Company has the following rights and obligations:

1) Represent the enterprise to exercise the rights and obligations arising from the company's transactions, represent the company as plaintiff, defendant, person with related rights and obligations before arbitration, Court and other rights and obligations in accordance with the law.

2) Perform the assigned rights and obligations honestly, carefully, and to the best of your ability to ensure the legitimate interests of the company.

3) Be loyal to the interests of the Company, do not use the company's information, know-how, business opportunities, do not abuse position, title and use the company's assets for personal gain or to serve the interests of organizations and individuals.

4) Be personally responsible for damages to the company caused by breach of

obligations.

The change in the number and title of the company's legal representative shall be decided by the General Meeting of Shareholders of the company.

Chapter III

OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company's Operation

1. The Company's business lines:

No.	Industry name	Industry code
1	Construction of all kinds of houses;	4100
2	Production and distribution of steam, hot water, air conditioning and ice production. Details: Production of clean water;	3530
3	Construction of railways and roads;	4210
4	Construction of other civil engineering works. Details: Construction of medium and small-scale industrial and irrigation works, power lines and transformer substations up to 35KV, road construction, installation of technological equipment for water supply and drainage, wastewater and solid waste treatment works;	4290
5	Architectural and related technical consulting activities. Details: Appraisal, project development, total cost estimates and cost estimates for water supply and drainage and environmental sanitation, transportation, irrigation, civil and industrial works, technical infrastructure works, electricity, civil electricity, lighting electricity, power lines and transformer substations up to 35 KV. Infrastructure design, civil works design, architectural design, construction supervision of irrigation works. Consulting in the fields of: Bidding for construction and installation, supply of specialized materials and equipment for water supply and drainage.	7110
6	Site preparation	4312
7	Vocational education Details: Training technical workers specializing in water supply and drainage, joint ventures and associations with domestic and foreign organizations and individuals in production and business in the company's fields of operation;	8532
8	Real estate business, land use rights of owners, users or lessees;	6810
9	Short-term accommodation services; Details: Hotel services	5510
10	Travel agency;	7911
11	Production and trading of pure filtered water, trading of clean water. Undertaking water supply and drainage projects under the turnkey	No industry code yet

form. Design, manufacture, production, trading, import and export: machinery, materials and technological equipment specialized in water supply and drainage and environmental sanitation. Applied scientific research and technology transfer in the field of water supply and drainage and environmental sanitation.	
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During operation, the Company may change its business lines in accordance with the law, after being approved by the General Meeting of Shareholders, notified and agreed by the business registration agency to be added to the enterprise registration dossier and posted on the national business registration system *dangkykinhdoanh.gov.vn*. (Except in cases where there is a written document from the business registration agency refusing to add it to the enterprise registration dossier)

Enterprises must meet all business conditions when doing business in conditional business investment lines and occupations in accordance with the law and ensure that they maintain sufficient business investment conditions throughout the business operation process.

Article 5. Scope of Business and Operations of the Company

The company is permitted to conduct business operations in the industries specified in this Charter that have been registered, notified of changes in registration content to the business registration authority, and published on the national business registration information portal [In the event that the Company engages in conditional business investment industries, the Company must fully meet the business conditions in accordance with the Law on Investment and relevant specialized laws].

Chapter IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1- The company's charter capital is: VND 329.954.110.000; (In words: Three hundred twenty-nine billion, nine hundred fifty-four million, one hundred ten thousand Vietnamese Dong).

The total charter capital of the Company is divided into 32,995,411 shares with a par value of VND 10.000/share. In which:

a) State shares: 20.992.371 shares, accounting for 63,62% of the charter capital
b) Other shares: 12.003.040 shares, accounting for 36,38% of the charter capital, including:

- Sold to employees and other shareholders: 12.003.040 shares, accounting for 36,38% of the charter capital

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of adoption of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 12, Article 13 of this Charter.

4. The Company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. The names, addresses, number of shares, and other information about the

founding shareholders as prescribed by the Law on Enterprises.

Common shares must be offered for sale to existing shareholders in proportion to their ownership ratio of common shares in the Company, unless the General Meeting of Shareholders decides otherwise; the number of shares not registered for purchase by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and others on terms no more favorable than those offered to existing shareholders unless the General Meeting of Shareholders approves otherwise.

6. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and current law.

7. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Share certificate

1. Shareholders of the Company are issued share certificates corresponding to the number of shares and type of shares owned.

2. A share is a type of security confirming the legitimate rights and interests of the owner to a portion of the share capital of the issuing organization; the share must contain all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within [30] days from the date of fully submitting the application for transfer of share ownership in accordance with the Company's regulations or within [30] days from the date of full payment for the purchase of shares in accordance with the Company's share issuance plan, the owner of the shares is issued a share certificate. The shareholder does not have to pay the Company for the cost of printing the share certificate.

4. In case the share certificate is lost, damaged, or destroyed in another form, the shareholder is re-issued a share certificate by the Company at the request of that shareholder. The shareholder's request must include the following information:

a) Information about the share certificate that has been lost, damaged, or destroyed in another form;

b) Commitment to take responsibility for disputes arising from the re-issuance of the new share certificate.

Article 8. Certificates of other securities

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law; shares listed or registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.

2. Shares that have not been fully paid are not transferable and do not enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to buy newly offered shares, and other benefits as prescribed by law.

Article 10. Repurchase of shares (for cases when registering to establish a business)

1. If a shareholder fails to fully and promptly pay the amount due for the purchase of shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and be responsible corresponding to the total par value of shares registered for purchase for the Company's financial

obligations arising from the failure to pay in full.

2. The above payment notice must clearly state the new payment deadline (at least [07 days] from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the unpaid shares will be recovered.

3. The Board of Directors has the right to recover shares that have not been fully and promptly paid in case the requirements in the above notice are not met.

4. Recovered shares are considered shares entitled to be offered for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale or redistribution under the conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding recovered shares must relinquish their shareholder status for those shares, but must still be responsible corresponding to the total par value of shares registered for purchase for the Company's financial obligations arising at the time of recovery according to the decision of the Board of Directors from the date of recovery until the date of payment. The Board of Directors has full authority to decide on the forced payment of the entire value of the shares at the time of recovery.

6. The recovery notice is sent to the holder of the recovered shares before the time of recovery. The recovery is still valid even in the event of errors or negligence in sending the notice.

Chapter V

ORGANIZATIONAL, MANAGEMENT AND CONTROL STRUCTURE

Article 11. Company's organizational, management and control structure

The company organizes management and operations according to the model: General Meeting of Shareholders, Board of Directors, Supervisory Board and General Director.

Chapter VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through authorized representatives or other forms as prescribed by the company's charter and law. Each ordinary share has one vote;

b) Receive dividends at the rate decided by the General Meeting of Shareholders;

c) Have priority to buy new shares corresponding to the proportion of ordinary shares of each shareholder in the Company;

d) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other relevant provisions of law;

d) Review, search and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information about themselves;

e) Review, search, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g) When the Company dissolves or goes bankrupt, receive a portion of the

remaining assets corresponding to the proportion of share ownership in the Company;

h) Request the Company to repurchase shares in the cases specified in Article 132 of the Enterprise Law;

i) Be treated equally. Each share of the same type gives the owning shareholder the same rights, obligations and benefits. In case the Company has preferred shares, the rights and obligations attached to the preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

l) Be protected for their legitimate rights and interests; request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;

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

n) Rights to other types of shares

2. Shareholders or groups of shareholders owning from [05%] of the total number of ordinary shares or more have the following rights:

a) 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 Enterprise Law;

b) Review, search, and extract the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to approval by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;

c) Request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, legal document number of the individual for shareholders who are individuals; name, enterprise code or legal document number of the organization, head office address for shareholders who are organizations; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and the ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than [03 days] working days before the opening date. The proposal must clearly state the shareholder's name, the number of shares of each type of the shareholder, and the issues proposed to be included in the meeting agenda;

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

3. Shareholders or groups of shareholders owning from [10%] of the total number of common shares or more have the right to nominate candidates for the Board of Directors and the Supervisory Board, then the nomination of candidates for the Board of Directors and the Supervisory Board shall be carried out as follows:

a) Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the

Supervisory Board, shareholders or groups of shareholders specified in this clause have the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates 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 Supervisory Board and other shareholders.

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. Pay fully and on time the number of shares committed to purchase.
2. Not to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this clause, that shareholder and the person with related interests in the Company must jointly be liable for the debts and other property obligations of the Company within the scope of the value of the withdrawn shares and the damages incurred.
3. Comply with the Company's Charter and Internal Management Regulations.
4. Implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company in accordance with the Company's Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; strictly prohibit the dissemination or copying and sending of information provided by the Company to other organizations and individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attend and vote directly at the meeting;
 - b) Authorize another individual or organization to attend and vote at the meeting;
 - c) Attend and vote through online conferences, electronic ballots or other electronic forms;
 - d) Send ballots to the meeting via mail, fax, email;
 - đ) Send ballots by [other means] as specified in the Company's Charter.
7. Bear personal responsibility when acting on behalf of the Company in any form to perform one of the following acts:
 - a) Violate the law;
 - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations and individuals;
 - c) Pay debts before they are due before financial risks to the Company.
8. Fulfill other obligations as prescribed by current law.

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 General Meeting of Shareholders convenes annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders when necessary, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The venue for the General Meeting

of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable venue. The annual General Meeting of Shareholders decides on issues as prescribed by law and the company's charter, especially approving the audited annual financial statements. In the event that the Company's annual financial statements audit report contains material exceptions, dissenting opinions, or disclaimers, the Company must invite a representative of the approved auditing organization to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved auditing organization is responsible for attending the Company's 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 benefit of the Company;
- b) The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request document is made in multiple copies and collects sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

đ) Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within [30] days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board remains as prescribed in Point b, Clause 3 of this Article or receives a request as prescribed in Points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, then the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article has the right to request a representative of the Company to convene a General Meeting of Shareholders as prescribed in the Enterprise Law;

[In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Agency to supervise the order and procedures for convening, conducting the meeting, and issuing resolutions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This cost does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.]

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

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

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

- a) Approving the development orientation of the Company;
- b) Deciding on the type of shares and the total number of shares of each type that are allowed to be offered; deciding on the annual dividend rate for each type of share;
- c) Electing, removing, and dismissing members of the Board of Directors and members of the Supervisory Board;
- d) Deciding to invest in or sell assets with a value of [35%] or more of the total asset value recorded in the Company's most recent financial statements.
- đ) Deciding on amendments and supplements to the company's charter;
- e) Approving annual financial statements;
- g) Deciding to repurchase more than 10% of the total number of sold shares of each type;
- h) Considering and handling violations of members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization and dissolution of the Company;
- k) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) Approving the Internal Governance Regulations; Regulations on the operation of the Board of Directors and the Supervisory Board;
- m) Approving the list of approved auditing companies; deciding on the approved auditing company to conduct operational audits of the Company, and dismissing approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Reports from the Board of Directors on governance and the performance results of the Board of Directors and each member of the Board of Directors;
- d) Reports from the Supervisory Board on the Company's business results, the performance results of the Board of Directors, and the General Director;
- đ) Self-assessment reports on the performance results of the Supervisory Board and its members;
- e) The dividend rate for each share of each type;
- g) The number of members of the Board of Directors and the Supervisory Board;
- h) Electing, relieving from duty, and dismissing members of the Board of Directors and the Supervisory Board;
- i) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approving the list of approved auditing companies; deciding on the approved auditing company to conduct audits of the company's activities when deemed necessary;
- l) Supplementing and amending the Company's Charter;
- m) The type of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first 03 years from the date of establishment;

- n) Dividing, splitting, merging, consolidating, or converting the Company;
- o) Reorganizing and dissolving (liquidating) the Company and appointing the liquidator;
- p) Deciding on investments or sales of assets with a value of [35%] or more of the total asset value recorded in the Company's most recent financial statements;
- q) Deciding to repurchase more than 10% of the total number of sold shares of each type;
- r) The Company enters into contracts and transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 10% of the total asset value of the Company recorded in the most recent financial statements;
- s) Approving the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law;
- t) Approving the Internal Regulations on Corporate Governance, Regulations on the Operation of the Board of Directors, and Regulations on the Operation of the Supervisory Board;
- u) Other issues as prescribed by law and this Charter.

All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of shareholders who are organizations may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.

2. The authorization for individuals or organizations to represent and attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of re-authorization, the attendee must present the original authorization document of the shareholder or the authorized representative of the shareholder who is an organization (if not previously registered with the Company).

3. The voting phiếu of the authorized person attending the meeting within the scope of authorization shall remain valid in one of the following cases unless:

- a) The authorizing party has died, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizing party has revoked the authorization;
- c) The authorizing party has revoked the authority of the person performing the authorization.

This provision does not apply if the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Điều 17. Changes to Rights

1. Any change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders on matters that adversely change the rights and obligations of holders of preference shares shall only be passed if it is approved by shareholders holding 75% or more of the total number of preference shares of that class present at the meeting, or by preference shareholders holding 75% or more of the total number of preference shares of that class in the case of passing a resolution in the form of written opinions.

2. The holding of a meeting of shareholders holding a class of preference shares to approve the above-mentioned change of rights shall only be valid if there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. If there is not enough delegates as mentioned above, the meeting shall be reconvened within the next 30 days and those holding shares of that class (regardless of the number of people and the number of shares) present directly or through authorized representatives shall be deemed to be sufficient number of delegates required. At the meetings of preference shareholders mentioned above, those holding shares of that class present directly or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the above meetings.

3. The procedures for conducting such separate meetings shall be carried out in the same manner as provided for in Articles 19, 20 and 21 of this Charter.

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

Article 18. Convening Meetings, Agenda and Notices of General Meetings of Shareholders

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

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

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than [10 days] before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information on the establishment of a list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

đ) Determine the time and place of the meeting;

e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks serving the meeting.

3. Notices of the General Meeting of Shareholders shall be sent to all

shareholders by means to ensure that they reach the shareholder's contact address, and shall also be published on the Company's website and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least [21 days] before the opening date of the meeting (calculated from the date the notice is sent or forwarded in a valid manner). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the path to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda, documents 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 Supervisory Board;
- c) Voting phiếu;
- d) Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than [03 days] working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each type held by the shareholder, and the issue proposed for inclusion in the meeting agenda.

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

- a) The proposal is not sent in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold enough from [5%] of common shares or more as stipulated in Clause 2, Article 12 of this Charter;
- c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

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

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents over [50%] of the total number of voting ballots.

2. If the first meeting does not meet the conditions for conducting as stipulated in Clause 1 of this Article, the notice of the second meeting shall be sent within [30 days] from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the

meeting represents from [33%] of the total number of voting ballots or more.

3. If the second meeting does not meet the conditions for conducting as stipulated in Clause 2 of this Article, the notice of the third meeting must be sent within [20] days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting ballots of the shareholders attending the meeting.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must carry out the shareholder registration procedure and must carry out the registration until all shareholders with the right to attend the meeting are present to register in the following order:

a) When conducting shareholder registration, the Company issues each shareholder or authorized representative with voting rights a voting card, which states the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting ballots of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. Voting is conducted by voting in favor, against, and no opinion. At the General Meeting, the number of cards in favor of the resolution are collected first, the number of cards against the resolution are collected later, and finally the total number of votes in favor or against are counted to decide. The vote counting results are announced by the Chairman immediately before the closing of the meeting. The General Meeting elects those responsible for counting votes or supervising vote counting at the request of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders who are organizations, or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the general meeting to allow late shareholders to register, and the validity of the contents that have been voted on before does not change.

2. The election of the chairman, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors acts as the chairman or authorizes another member of the Board of Directors to act as the chairman of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors elect one of them to be the chairman of the meeting according to the majority principle. If a chairman cannot be elected, the Head of the Supervisory Board directs the General Meeting of Shareholders to elect the chairman of the meeting from among the attendees, and the person with the highest number of votes acts as the chairman of the meeting;

b) Except for the case specified in point a of this clause, the person who signs the notice convening the General Meeting of Shareholders directs the General Meeting of Shareholders to elect the chairman of the meeting, and the person with the highest number of votes acts as the chairman of the meeting;

c) The chairman appoints one or more persons to be the secretary of the meeting;