

HELIO ENERGY JOINT STOCK COMPANY



DRAFT

CHARTER

HELIO ENERGY JOINT STOCK COMPANY

(Seventh Amendment and Supplement)

No. HIO.ĐL.01

*(Issued under Resolution No./2026/HIO/NQ-ĐHĐCĐ dated, 2026, of
the General Meeting of Shareholders of Helio Energy Joint Stock Company
and Proposal No. 05/2026/HIO/TTr-HĐQT dated, 2026)*

Hanoi, 2026

PROCESS OF ISSUANCE AND AMENDMENTS		
Revision No.	Date of issuance	Summary
1	August 29, 2022	The Charter of Helio Energy Joint Stock Company – The first issuance.
2	September 05, 2022	The Charter of Helio Energy Joint Stock Company - Second amendment and supplement.
3	October 31, 2022	The Charter of Helio Energy Joint Stock Company – Third amendment and supplement.
4	April 15, 2024	The Charter of Helio Energy Joint Stock Company – Fourth amendment and supplement.
5	April 19, 2025	The Charter of Helio Energy Joint Stock Company – Fifth amendment and supplement.
6	March 11, 2026	The Charter of Helio Energy Joint Stock Company – Sixth amendment and supplement.
7, 2026	The Charter of Helio Energy Joint Stock Company – Seventh amendment and supplement.

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**HELIO ENERGY
JOINT STOCK COMPANY****THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness**

Hanoi,, 2026

CHARTER**HELIO ENERGY JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No.59/2020/QH14 dated June 17, 2020, and the documents amending, supplementing, and guiding the implementation thereof;
- Pursuant to the Law on Securities No. No. 54/2019/QH14 dated November 26, 2019, and the documents amending, supplementing, and guiding the implementation thereof;
- Pursuant to the Resolution No./2026/HIO/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated, 2026 and Proposal No. 05/2026/HIO/TTr-HĐQT dated, 2026.

I. DEFINITIONS**Article 1. Definitions**

1. For this Charter, the terms below are construed as follows:
 - a. “*Charter capital*” means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;
 - b. “*Voting capital*” means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the General Meeting of Shareholders (*hereinafter referred to as "GMS"*)
 - c. “*The Law on Enterprises*” means the Law on Enterprises No. 59/2020/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d. “*The Law on Securities*” means the Law on Securities No. 54/2019/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e. “*Vietnam*” means the Socialist Republic of Vietnam;
 - f. “*Establishment date*” means the day on which the Company’s first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;
 - g. “*Executives*” include the Director/General Director, Deputy Director/Deputy General Director, chief accountant, and other executives prescribed by the Company’s Charter;
 - h. “*Managers*” include the Chairman of the Board of Directors, members of the Board of Directors, the Director/General Director, and persons holding other managerial positions prescribed by the Company’s Charter;
 - i. “*Related persons*” are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;

- j.* “*Shareholder*” means an individual or organization that owns at least one share of the Company;
 - k.* “*Founding shareholder*” means a shareholder that holds at least one ordinary share and is included in the Company’s list of founding shareholders;
 - l.* “*Major shareholder*” is defined in Clause 18 Article 4 of the Law on Securities;
 - m.* “*Operating period*” is the period specified in Article 2 of this Charter and may be extended if approved by the GMS;
 - n.* “*Stock Exchanges*” include Vietnam Exchange (VNX) and its subsidiary companies.
2. The references in this Charter also include their amendments or replacements.
 3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

II. NAME, TYPE OF BUSINESS, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, type of business, registered head office, branches, representative offices, business locations, operating period of the Company

1. Name of the Company
 - Vietnamese name: **CÔNG TY CỔ PHẦN HELIO ENERGY**
 - Foreign language name: **HELIO ENERGY JOINT STOCK COMPANY**
 - Abbreviated name: **HELIO ENERGY.,JSC**
2. The Company is a joint stock company, which is a juridical person and is conformable to the applicable regulations of the law of Vietnam.
3. Registered head office of the Company:
 - Address: 5th Floor, No. 201 Truong Chinh Street, Phuong Liet Ward, Hanoi, Vietnam
 - Phone number: 0243 226 3333
 - Fax:
 - E-mail: info@helioenergy.vn
 - Website: <https://helioenergy.vn>
4. The Company may establish branches and representative offices to pursue its objectives in accordance with the decisions of the Board of Directors and the law.
5. Unless the Company is shut down before the expiration of the period specified in Clause 2 Article 54 or extends the operating period as prescribed in Article 56 of this Charter, the Company’s operating period shall be indefinite from the establishment date.

Article 3. The Company’s legal representatives

1. The Company has one (01) legal representative, who is the Chairman of the Board of Directors.

2. The legal representative of the Company is an individual who represents the Company in conducting all the rights and obligations incurred from the Company's transactions, on behalf of the Company as the plaintiff, defendant, or related party before the Arbitration and Courts. The responsibilities of the legal representative shall be carried out following Article 12 of the Law on Enterprises and other rights and obligations of prevailing laws.
3. The legal representative of the Company has to reside in Vietnam; in case of exiting from Vietnam, must authorize another person to fulfill the rights and obligations of the Company's legal representative. In this case, the legal representative shall still be responsible for the performance of the authorized rights and obligations.

If the authorization period specified in Clause 3 of this Article expires, and the legal representative of the Company has not returned to Vietnam and has not provided another authorization, the authorized person shall continue to exercise the rights and obligations of the Company's legal representative within the scope of the authorized rights and obligations 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.

If absent from Vietnam more than thirty (30) days without authorizing another person to exercise the rights and duties of the legal representative of the Company, or in case of death, disappearance, temporary detention, imprisonment, being restricted, or losing civil act capacity, the Board of Directors shall appoint another person to act as the legal representative of the Company.

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF COMPANY

Article 4. Business lines and objectives of the Company

1. The Company's business lines were disclosed on the National Business registration portal, in accordance with provision of prevailing laws and the Company's Charter.
2. The Company's operating objectives: The Company has been established to raise and use capital effectively in the development of production and business in the registered fields of business to maximize profits; providing stable employment for employees; continuously enhancing the benefits of shareholders; contributing to the state budget and the development of the Company.

Article 5. Scope of business and operation of the Company

The Company may conduct business within the business lines specified in this Charter and changes thereof that have been registered with the business registration authority and published on the National Enterprise Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, and founding shareholders

1. The Company's Charter capital is VND 420,000,000,000 (*in words: Forty hundred twenty billion Vietnam dong*).

The Company's Charter capital is divided into 42,000,000 (*Forty-two million*) shares with a nominal value of VND 10,000 (*Ten thousand Vietnam dong*) per share.

2. The Company's Charter capital may be changed if ratified by the GMS, and following the regulations of law.
3. The Company's shares on the ratification date of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.
4. The Company may issue other preference shares after it is approved by the GMS in accordance with the regulations of law.
5. Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the GMS.
6. The Company may repurchase its shares following the methods specified in this Charter and applicable laws.
7. The Company may issue other types of shares as prescribed by law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.
2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. The share must contain all information, specifically:
 - a. The company's name, business registration number, and head office address;
 - b. Quantity and type of shares;
 - c. The face value of each share and the total face value of the number of shares written therein;
 - d. Full name, signature, mailing address, nationality, and legal document number if the shareholder is an individual; names, business registration number or legal document number, and head office address if the shareholder is an organization;
 - e. Signatures of the company's legal representatives;
 - f. Registration number on the company's shareholder register and issuance date of the share certificate;
 - g. Other information specified in Articles 116, 117, and 118 of this Law for certificates of preference shares.

3. Within thirty (30) days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within thirty (30) days from the day on which the shares are fully paid for under the Company's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.
4. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:
 - a. Information about the lost or damaged share certificate;
 - b. Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

Article 8. Other securities certificates

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and the seal of the Company.

Article 9. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with the regulations of law on securities and the securities market.
2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as the right to dividends, the right to receive shares additionally issued to increase share capital from equity, the right to buy new shares, and other benefits prescribed by law.

Article 10. Withdrawal of shares

1. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.
2. The notice shall specify the new deadline (at least [07 days] from the notice date), payment location, and that the unpaid shares will be withdrawn if they are not paid for as requested.
3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.
4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.

5. The shareholder holding the withdrawn shares will no longer be a shareholder of these shares, but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.
6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall still be carried out if the notice is erroneous or if the notice is not successfully sent.

V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL

Article 11. Organizational structure, administration and control

Organizational structure, administration and control of the Company include:

1. The GMS.
2. The Board of Directors, Audit Committee;
3. The General Director.

VI. SHAREHOLDERS AND GMS

Article 12. Rights of Shareholders

1. Ordinary shareholders have the right to:
 - a. Participate, comment in the GMS; exercise the right to vote directly or through authorized representatives or another method prescribed by the Company's Charter and the law. Each ordinary share has one vote;
 - b. Receive dividends at the rate decided by the GMS;
 - c. Priority when buying new shares in proportion to each shareholder's holding of ordinary shares;
 - d. Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;
 - e. Access, examine, and extract information about the names and addresses of voting shareholders; request rectification of incorrect information about themselves;
 - f. Access, examine, and extract or copy the Company's Charter, minutes of meeting, and resolutions of the GMS;
 - g. When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
 - h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

5. The shareholder or group of shareholders that holds at least 05% (*five percent*) of total ordinary shares has the right to:
 - a. Request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115, and Article 140 of the Law on Enterprises;
 - b. Examine, extract the minutes, resolutions, and decisions of the Board of Directors, biannual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relevant to the Company's trade secrets;
 - c. Request the Board of Directors to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and head office addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection. In this case, the inspection shall be directly carried out and reported to the Board of Directors by the Audit Committee;
 - d. Propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 (*three*) working days before the opening date. The proposal shall specify the shareholder's name, the quantity of each type of shares being held by the shareholder, and the proposed issues;
 - e. Other rights prescribed by law and the Company's Charter.
6. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors. Candidates shall be nominated as follows:
 - a. The group of shareholders that nominates candidates to the Board of Directors must inform the participating shareholders before the opening of the GMS;
 - b. Depending on the quantity of members of the Board of Directors, the shareholders or groups of shareholders prescribed in this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Directors. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the obligations to:

1. Fully and punctually pay for the subscribed shares.
2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons.

Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.

3. Comply with the Company's Charter and internal regulations on company administration.
4. Comply with resolutions and decisions of the GMS and the Board of Directors.
5. Protect the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations or individuals.
6. Participate in the GMS and exercise the right to vote in the following manners:
 - a. Participate and vote in person at the meeting;
 - b. Authorize other organizations and individuals to participate and vote at the meeting;
 - c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;
 - d. Send votes by mail, fax, or email;
 - e. Send votes using other means following the legal regulations, which are approved by the chairman of the meeting
7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:
 - a. Violations of law;
 - b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
 - c. Paying undue debts while the Company is facing financial risks.
8. Fulfill other obligations prescribed by applicable regulations of law.

Article 14. General Meeting of Shareholders (GMS)

1. The GMS consists of all voting shareholders and is the highest decision-making body of the Company. The GMS shall be conducted annually and within four (04) months from the ending date of the fiscal year. Unless otherwise prescribed by the Company's Charter, the Board of Directors may delay the date of conducting the annual GMS, but still within six (06) months from the ending date of the fiscal year. Extraordinary GMS may be conducted in addition to the annual GMS. The location of GMS is where the chair participates in and must be within Vietnam's territory.
2. The Board of Directors shall convene the annual GMS and choose a suitable location. The annual GMS shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions, or a disclaimer of opinion, the Company

shall invite a representative of the accredited audit organization that audited the Company's financial statement to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS.

3. The Board of Directors shall convene an extraordinary GMS in the following cases:
 - a. It is considered necessary for the Company's interests by the Board of Directors;
 - b. The remaining number of Board of Directors is smaller than the minimum number prescribed by law;
 - c. It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear the signatures of relevant shareholders. The written request may be made into multiple copies with the signatures of relevant shareholders;
 - d. Other cases prescribed by law.
4. Convening the extraordinary GMS
 - a. The Board of Directors shall convene the GMS within thirty (30) days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors falls below the minimum number mentioned in point b Clause 3 of this Article, or from the date of request mentioned in point c Clause 3 of this Article;
 - b. In case the Board of Directors fails to convene the GMS as prescribed in point a, Clause 4 of this Article, then within the next thirty (30) days, the shareholder or group of shareholders mentioned in Point c, Clause 3 of this Article is entitled to request the Company's representatives to convene the GMS in accordance with the Law on Enterprises. In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting, and decision-making of the GMS. The costs of convening and conducting the GMS shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including lodging and travel costs.
5. The procedure to organize the GMS
 - a. Prepare a list of shareholders entitled to participate in the GMS;
 - b. Provide information and settle complaints relevant to the aforementioned list;
 - c. Draw up the meeting agenda;
 - d. Prepare documents for the meeting;
 - e. Draft the resolution of the GMS according to the meeting agenda; prepare a list and detailed information about the candidates for members of the Board of Directors;

- f.* Determine the meeting time and location;
- g.* Send the invitation to each and every shareholder on the list mentioned in point (*a*);
- h.* Perform other tasks serving the meeting.

Article 15. Rights and obligations of the GMS

1. The GMS has the following rights and obligations:
 - a.* Approve the Company's development orientations;
 - b.* Decide the types of authorized shares and the quantity of each type; decide annual dividends of each type of shares;
 - c.* Elect, dismiss, and discharge members of the Board of Directors;
 - d.* Decide investment in or sale of assets that are worth at least 35% (*thirty-five percent*) of the total assets written in the Company's latest financial statement;
 - e.* Decide revisions to the Company's Charter;
 - f.* Approve annual financial statements;
 - g.* Decide repurchase of over 10% of shares of each type;
 - h.* Consider taking actions against violations committed by members of the Board of Directors if they cause damage to the Company and its shareholders;
 - i.* Decide re-organization and dissolution of the Company;
 - j.* Decide the budget or total remunerations, bonuses, and other benefits of the Board of Directors;
 - k.* Approve internal regulations on company administration, operation of the Board of Directors;
 - l.* Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
 - m.* Other rights and obligations prescribed by law.
2. The GMS shall discuss and approve the following issues:
 - a.* The Company's annual business plan;
 - b.* The audited annual financial statement;
 - c.* The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;
 - d.* The report of the independent member of the Board of Directors in the Audit Committee on the performance of the Audit Committee and each of the Audit Committee members;
 - e.* Dividend per share of each type;

- f.* The quantity of members of the Board of Directors;
- g.* Election, dismissal, and discharge of members of the Board of Directors;
- h.* The budget or total remunerations, bonuses, and other benefits of the Board of Directors;
- i.* Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
- j.* Revisions to the Company's Charter;
- k.* Types and quantity of additional shares of each type and transfer of shares by founders within the first 03 (*three*) years after the establishment date;
- l.* Division, consolidation, merger, or conversion of the Company;
- m.* Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;
- n.* Investment in or sale of assets that are worth at least 35% (*thirty-five percent*) of the total assets written in the Company's latest financial statement;
- o.* Repurchase of over 10% (*ten percent*) of shares of each type;
- p.* Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% (*thirty-five percent*) of the Company's total assets written in the latest financial statement;
- q.* Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, elaborating some Articles of the Law on Securities;
- r.* Internal regulations on company administration, operation of the Board of Directors.

Article 16. Authorizing participation in GMS

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate in the GMS in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises.
2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, the authorization contents and scope, authorization period, signatures of the authorizing party, and the authorized party.
3. The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another

person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company).

4. Votes casted the authorized participants within the authorization scope shall be effective unless:
 - a. The authorizing person is dead, has limited legal capacity, or is incapacitated;
 - b. The authorizing person has cancelled the authorization;
 - c. The authorizing person has cancelled the authority of the authorized person;

This Clause does not apply in case the Company receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is reconvened.

Article 17. Changes of rights

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% (*sixty-five percent*) of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% (*seventy-five*) of preference shares of the same type, or ratified by a number of preference shareholders that hold at least 75% (*seventy-five*) of preference shares of the same type in case of questionnaire survey.
2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.
3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to the distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening, agenda and invitations to the GMS

1. The Board of Directors shall convene annual and extraordinary GMS. The Board of Directors shall convene an extraordinary GMS in the cases specified in Clause 3, Article 14 of this Charter.
2. The person who convenes the GMS shall perform the following tasks:
 - a. Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;
 - b. Prepare the meeting agenda and contents;
 - c. Prepare meeting documents;
 - d. Draft the resolution of the GMS according to the meeting contents;
 - e. Determine the meeting time and location;
 - f. Make an announcement and send invitations to all shareholders who are eligible to participate in the GMS;
 - g. Perform other tasks serving the general meeting.
3. The invitations to the GMS shall be sent to the mailing addresses of all shareholders by express mail and posted on the websites of the Company, SSC, and the Stock Exchange where the Company's shares are listed or registered. The person who convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least 21 (*twenty-one*) days before the opening date of the GMS (from the day on which the invitation is validly sent). The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or posted on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents, including:
 - a. The meeting agenda and documents to be used during the meeting;
 - b. The list of and detailed information about all candidates for members of the Board of Directors (in case of election thereof);
 - c. Votes;
 - d. Draft resolution on each issue mentioned in the meeting agenda.
4. The shareholder or group of shareholders owning 5% (*five percent*) or more of the total number of common shares is entitled to propose inclusion of other issues on the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 (*three*) working days before the opening date of the GMS. The proposal shall specify the shareholder's name, contact address, nationality, and legal identification number (such as ID card, Citizen ID, or Passport) for individual shareholders; the name, business registration number or establishment decision number, and registered address of the head

office for corporate shareholders; the quantity of each type of share held by the shareholder, and the issue being proposed to be included in the meeting agenda.

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:
 - a. The proposal is sent against the regulations of Clause 4 of this Article;
 - b. The proposing shareholder or group of shareholders is holding less than 5% (*five percent*) of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of this Charter;
 - c. The proposed issue is outside the jurisdiction of the GMS;
 - d. Other cases prescribed by law.
6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article in the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

Article 19. Conditions for opening the GMS

1. The GMS shall be carried out when it is participated in by a number of shareholders that represent over 50% (*fifty percent*) of the voting shares.
2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% (*thirty-three percent*) of the voting shares.
3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

Article 20. Procedures for carrying out and voting at the GMS

1. Before opening the GMS, the Company shall complete the procedures for shareholder registration. All shareholders who are eligible to participate shall be registered in the following order:
 - a. The Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and the full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes, and abstentions. Affirmative votes shall be collected first, negative votes later. Affirmative votes and negative votes shall be counted. The vote counting result shall be announced by the chair right before the meeting is closed. The GMS shall elect vote

- counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the GMS at the request of the chair;
- b.* The shareholders and shareholders' authorized representatives who arrive at the meeting after the opening time may register their presence and participate and vote on matters after registration. The chair does not have the responsibility to suspend the meeting, and the effect of the decisions voted on before their presence shall remain unchanged.
2. Election of the chair, secretary, and vote counting board:
- a.* The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the Chairman of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Chief Controller shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;
- b.* In the case specified in Point a of this Clause, the person who signs the decision to convene the GMS presides over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;
- c.* The chair shall appoint one or some people as secretaries of the meeting;
- d.* The GMS shall elect one or some persons to the vote counting board at the request of the chair.
3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.
4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda, and reflects the needs of the majority of participants.
- a.* Arrange seats at the meeting location;
- b.* Ensure the safety of the participants;
- c.* Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures, such as issuing entry passes or other methods of selection.
5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives, and abstentions. The vote counting result shall be announced right before the meeting is closed.

6. The shareholders and shareholders' authorized representatives who arrive at the meeting after the opening time may register their presence, participate, and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.
7. The person who convenes the GMS or the chair has rights to:
 - a. Request all participants to undergo inspection or other lawful and reasonable security measures;
 - b. Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting, or refuse to undergo security measures.
8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:
 - a. The current location does not have adequate convenient seats for all participants;
 - b. Communications equipment is not sufficient for discussion and voting by participating shareholders;
 - c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.
9. In case the chair delays or suspends the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.
10. In case of an online meeting, the Company shall ensure that participating shareholders can vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020, elaborating some Articles of the Law on Securities.

Article 21. Conditions for ratification of resolutions of the GMS

1. Resolutions on the following issues shall be issued if they receive at least 65% (*sixty-five percent*) affirmative votes from participating shareholders, except for the cases specified in Clauses 3, 4, and 6 of this Article 148:
 - a. Types of shares and quantity of each type;
 - b. Change of business lines;
 - c. Changes to the Company's organizational structure;
 - d. Investment projects or sale of assets that are worth at least 35% (*thirty-five percent*) of the total assets written in the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;
 - e. Re-organization, dissolution of the Company;

2. A resolution shall be ratified when it is voted for by a number of shareholders that hold over 50% (*fifty percent*) of the votes of all participating shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of this Article.
3. The voting to elect members of the Board of Directors may be conducted in accordance with the method prescribed in Clause 2 of this Article or by cumulative voting, subject to the Regulation on nomination, candidacy, and election approved by the General Meeting of Shareholders. With cumulative voting, which means a shareholder will have a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Directors, and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors reaches the minimum number specified in the company's charter. In case two (02) or more candidates receive the same number of votes for the last member of the Board of Directors, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or the Company's Charter.
4. In case of a questionnaire survey, a resolution will be ratified when it is voted for by a number of shareholders that hold more than 50% (*fifty percent*) of the votes of all voting shareholders.
5. A resolution of the GMS that is voted for by 100% (*one hundred percent*) of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable to the Law on Enterprises and the Company's Charter.
6. A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is voted for by a number of preference shareholders that participate in the meeting and hold at least 75% (*seventy-five percent*) of the same kind of preference shares. In case of the questionnaire survey, it needs to be ratified by a number of preference shareholders holding at least 75% (*seventy-five percent*) of the same kind of preference shares.

Article 22. Authority and procedures for carrying out a questionnaire survey for ratification of resolutions of the GMS

The authority and procedures for ratifying resolutions of the GMS by questionnaire survey:

1. The Board of Directors is entitled to carry out a questionnaire survey to ratify resolutions of the GMS when it is considered necessary for the Company's interests.
2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the GMS, and explanatory documents to the voting shareholders at least 10 (*ten*) days before the deadline for submission of the questionnaires. The requirements and procedures for sending the opinion solicitation form and accompanying documents shall be carried out in accordance with Clause 3 Article 18 of this Charter.
3. A questionnaire shall contain the following information:

- a. The enterprise's name, head office address, and identification number;
 - b. Purposes of the survey;
 - c. Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and head office address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;
 - d. The issues being voted on;
 - e. Voting options for each issue, including affirmative, negative, and abstentions;
 - f. Submission deadline;
 - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send their completed questionnaires to the Company by mail, fax, or email as follows:
- a. The questionnaire that is sent by mail shall bear the signature of the shareholder that is an individual or the signature of the authorized representative of the shareholder that is an organization. The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;
 - b. Questionnaires that are sent by fax or email must be kept confidential until vote counting time;
 - c. The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders who do not submit their questionnaires shall not be considered voting.
5. The Board of Directors shall count the votes and prepare the vote counting records in the presence of shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:
- a. The enterprise's name, head office address, and identification number;
 - b. The purposes and issues voted on;
 - c. The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods, and the list of shareholders that have cast their votes;
 - d. Quantity of affirmative votes, negative votes, and abstentions on each issue;
 - e. Ratified issues and ratio of affirmative votes;
 - f. Full name and signature of the Chairman of the Board of Directors.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records

and any damage caused by the decisions that are ratified because of inaccurate vote counting.

The vote counting record and resolutions shall be sent to the shareholders within 15 (*fifteen*) days from the vote counting completion date, or uploaded to the Company's website within 24 (*twenty-four*) hours after vote counting is completed.

The completed questionnaires, vote counting record, ratified resolutions, and documents enclosed with questionnaires shall be retained at the Company's head office.

A resolution shall be ratified by questionnaire survey if it receives at least 50% (*fifty percent*) affirmative votes from voting shareholders and has the same value as those ratified at the GMS.

Article 23. Resolutions and minutes of meetings of the GMS

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
 - a. The enterprise's name, head office address, and identification number;
 - b. Time and location of the GMS;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chair and secretaries;
 - e. Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
 - f. The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings, and votes;
 - g. Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes, and abstentions; corresponding ratios of these votes to the total number of votes of participating shareholders;
 - h. Ratified issues and ratios of affirmative votes;
 - i. Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes are still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.
2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons who sign the minutes shall be jointly responsible for their truthfulness and accuracy.

3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.
4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed in the minutes (if any), and documents enclosed in the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's head office.

Article 24. Requesting cancellation of the resolution of the GMS

Within 90 (*ninety*) days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders owning 5% (*five percent*) or more of the total number of outstanding common shares have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the GMS in the following cases:

1. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 3 Article 21 of this Charter.
2. The contents of the resolution violate regulations of law or this Charter.

VII. THE BOARD OF DIRECTORS

Article 25. Nomination and self-nomination of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 (*ten*) days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that the information about him/her is correct and to perform his/her duties honestly and prudently for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:
 - a. Full name, date of birth;
 - b. Qualifications;
 - c. Work experience;
 - d. Other managerial positions (including positions in the Board of Directors of other companies);
 - e. Interests relevant to the Company and the Company's related parties;
 - f. Other information (if any) specified in the Company's Charter;
 - g. The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions, and their interests in these companies (if any).

2. Shareholders holding common shares have the right to combine their voting rights to nominate candidates for the Board of Directors. The Shareholders/group of Shareholders' rights to nominate as members of the Board of Directors are as follows:

Shareholding percentage of Shareholder/group of Shareholders	Maximum number of nominated candidates	Shareholding percentage of Shareholder/group of Shareholders	Maximum number of nominated candidates
From 10% to under 20%	1	From 60% to under 70%	6
From 20% to under 30%	2	From 70% to under 80%	7
From 30% to under 40%	3	From 80% to under 90%	8
From 40% to under 50%	4	From 90% or more	9
From 50% to under 60%	5		

The number of such nominated candidates may be changed by the decision of the General Meeting of Shareholders to be suitable for the actual number of Board of Directors members to be elected.

3. In case the number of candidates is smaller than the minimum number specified in Clause 2 of this Article, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations, and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.
4. Members of the Board of Directors shall satisfy the standards and conditions, as follows:
- Is not one of the persons specified in Clause 2 Article 17 of this Law;
 - Has professional qualifications and experience of business administration in the company's business lines; a member is not necessarily a shareholder of the company, unless otherwise prescribed by the company's charter;
 - A person may hold the position of member of the Board of Directors of more than one company;
 - A member of the Board of Directors of a state-owned enterprise prescribed in Point b Clause 1 Article 88 of this Law and subsidiary companies of a state-owned enterprise prescribed in Clause 1 Article 88 of this Law must not be a relative of the Director, General Director or any other executive of the company, of the executive or the person having the power to designate the executive of the parent company.
5. Independent members of the Board of Directors must meet the following standards and conditions:

- a. The person must not be currently working for the Company, its parent company, or its subsidiaries, and must not have worked for the Company, its parent company, or its subsidiaries for at least 03 (*three*) consecutive years prior.
- b. The person must not be receiving a salary or remuneration from the Company, except for the allowances that board members are entitled to under regulations.
- c. The person must not have a spouse, biological or adoptive parent, biological or adoptive child, or sibling who is a major shareholder of the company; nor should they be a manager of the company or its subsidiaries.
- d. The person must not directly or indirectly own at least 01% (*one percent*) of the total voting shares of the company.
- e. The person must not have served as a member of the Board of Directors or the Board of Supervisors of the company for at least 05 (*five*) consecutive years, except in cases of being appointed for two consecutive terms.

Independent members of the Board of Directors must inform the Board of Directors if they no longer meet the standards and conditions specified in Clause 2 of this Article, and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet these standards and conditions. The Board of Directors must notify the GMS at the next meeting or convene an Extraordinary General Shareholders' Meeting to elect or replace the independent member of the Board of Directors within 06 (*six*) months from the date of receiving the notification from the concerned independent member of the Board of Directors.

Article 26. Term of office and composition of the Board of Directors

1. The number of members of the Board of Directors must be at least 03 (*three*) and no more than 11 (*eleven*) members. The specific number of members is determined by the Regulations on the operation of the Board of Directors.
2. The term of office for members of the Board of Directors is no more than 05 (*five*) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of one company for a maximum of 02 (*two*) consecutive terms. In the event that all members of the Board of Directors conclude their term, they will continue to serve on the Board until new members are elected to replace them and take over the responsibilities.
3. Structure, standards, and conditions for members of the Board of Directors: The structure of the Board of Directors for a public company must ensure that at least 1/3 (*one-third*) of the total members are non-executive members. The company limits the number of Board members who concurrently hold executive positions to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must meet the following requirements:

- At least 01 (*one*) independent member if the company has 03 (*three*) to 05 (*five*) members on the Board of Directors;
 - At least 02 (*two*) independent members if the company has 06 (*six*) to 08 (*eight*) members on the Board of Directors;
 - At least 03 (*three*) independent members if the company has 09 (*nine*) to 11 (*eleven*) members on the Board of Directors.
6. A member of the Board of Directors loses their position as a member of the Board in the case of dismissal, removal, or replacement by the GMS, as prescribed in Article 160 of the Law on Enterprise.
7. The appointment of members of the Board of Directors must be publicly disclosed in accordance with the laws on information disclosure in the securities market.
8. Members of the Board of Directors are not necessarily required to be shareholders of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.
2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:
- a. Decide the strategy, medium-term development, and annual business plans of the Company;
 - b. Propose types of authorized shares and the quantity of each type;
 - c. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
 - d. Decide selling prices for shares and bonds of the Company;
 - e. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
 - f. Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
 - g. Decide solutions for market development, marketing, and technology;
 - h. Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% (*thirty five percent*) of the total assets written the Company's latest financial statement, contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 1 Article 15 of this Charter, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;

3. Remuneration of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement, and reported at the annual GMS.
4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than the normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage, or another form decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging, and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors, or its subcommittees.
6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover the responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
3. Rights and obligations of the Chairman of the Board of Directors:
 - a. Formulate operating plans and programs of the Board of Directors;
 - b. Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
 - c. Organize the ratification of resolutions and decisions of the Board of Directors;
 - d. Supervise the process of implementation of resolutions and decisions of the Board of Directors;
 - e. Chair the GMS;
 - f. Other rights and obligations prescribed by the Law on Enterprises.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within 10 (*ten*) days from the resignation or dismissal date.
5. In case the Chairman of the Board of Directors is not present or is not able to perform his/her duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's

Charter. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 (*seven*) working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member who receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 (*one*) person to convene the Board of Directors.
2. The Board of Directors shall have at least 01 (*one*) meeting per quarter and may have ad hoc meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. The meeting is requested by independent members of the Board of Directors;
 - b. The meeting is requested by the General Director or at least 05 more managers;
 - c. The meeting is requested by at least 02 (*two*) members of the Board of Directors;
 - d. Other cases (if any).
4. The request for a meeting mentioned in Clause 3 must be made in writing, specifying the purposes, issues that need to be discussed and decided by the Board of Directors.
5. The Chairman of the Board of Directors shall convene the Board of Directors within 07 (*seven*) working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors.
6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 (*three*) working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need to be discussed, and decisions to be made. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email, or other forms prescribed by the Company's Charter, as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. The meeting of the Board of Directors shall be opened when it is participated in by three-fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 (*seven*) days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.
8. It is considered that a member of the Board of Directors has participated in and voted at a meeting when:
 - a. Participate and vote in person at the meeting;
 - b. Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
 - c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;
 - d. Send votes by mail, fax, email, or other means.
9. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 (*one*) hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.
10. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.
11. The resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairman of the Board of Directors shall have the casting vote.

Article 31. The Minutes of the Board of Directors' Meeting

1. The minutes of all meetings of the Board of Directors shall be taken. Audio recordings and other electronic forms are optional. The minutes shall be written in the Vietnamese language, may be translated into foreign languages, and shall contain the following information:
 - a. The company's name, EID number, and head office address;
 - b. Time and location of the meeting;
 - c. Purposes and agenda of the meeting;
 - d. Full names of participating members and the persons authorized to participate in the meeting and how they participate; full names of non-participating members and their excuses;
 - e. The issues to be discussed and voted on at the meeting;
 - f. Summary of comments of each participating member in chronological order;
 - g. Voting result, the members that cast affirmative votes, negative votes, and abstentions;

- b. Prepare for meetings of the Board of Directors and the GMS as requested by the Board of Directors;
- c. Provide consultancy on meeting procedures;
- d. Participate in the meetings;
- e. Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors
- f. Provide financial information, copies of minutes of meetings of the Board of Directors, and other information for members of the Board of Directors;
- g. Supervise and report to the Board of Directors on the Company's information disclosure;
- h. Assist in contact between parties with relevant interests;
- i. Protect the confidentiality of in accordance with regulations of law and the Company's Charter;
- j. Other rights and obligations prescribed by law.

VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 34. Organization of the management apparatus

The Company's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a General Director, Deputy General Director, a Chief Accountant, and persons designated by the Board of Directors to hold other managerial positions. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

Article 35. The Company's executives

1. The Company's executives include the General Director, Deputy General Director, and Chief Accountant;
2. When requested by the General Director and approved by the Board of Directors, the Company may recruit other executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the Board of Directors. Executives shall assist the Company in achieving its organizational and business objectives.
3. The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.
4. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

Article 36. Designation, dismissal, duties and entitlements of the General Director

1. The Board of Directors shall designate 01 (*one*) member of the Board of Directors or hire a person as the General Director.
2. The General Director shall administer the Company's everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.
3. The term of office of the General Director shall not exceed 05 (*five*) years without a term limit. The General Director shall satisfy the requirements prescribed by law and the Company's Charter.
4. The General Director has the following rights and obligations:
 - a. Decide the issues relevant to the Company's everyday business operation outside the jurisdiction 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 structure and internal administration regulations of the Company;
 - e. Designate, dismiss, and discharge managerial positions in the Company, except for those within the jurisdiction of the Board of Directors;
 - f. Decide the salaries and other benefits of the Company's employees, including the managers designated by the General Director;
 - g. Recruit employees;
 - h. Propose dividend payment plan or business loss settlement;
 - i. Other rights and obligations prescribed by law and the Company's Charter, resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director if it is approved by the majority of members of the Board of Directors who have the right to vote and participate in the meeting, and designate a new General Director.

IX. AUDIT COMMITTEE AFFILIATED TO THE BOARD OF DIRECTORS**Article 37. Nomination and self-nomination of members of the Audit Committee**

1. The chairperson and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be executives of the Company.
2. The designation of the chairperson and other members of the Audit Committee is subject to approval by the Board of Directors during its meeting.

Article 38. Composition of the Audit Committee

1. The Audit Committee shall have at least 02 members. The chairperson of the Audit Committee shall be an independent member of the Board of Directors. Other members of the Audit Committee shall be non-executive members of the Board of Directors.
2. Members of the Audit Committee shall have knowledge about accounting, audit, law, and the Company's operation, and must not:
 - a. Work in the Company's accounting or finance department;
 - b. Be a member or an employee of the accredited audit organization that is auditing the Company's financial statements over the last 03 years.
3. The chairperson of the Audit Committee shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, or business administration.

Article 39. Rights and obligations of the Audit Committee

In addition to the rights and obligations in Article 161 of the Law on Enterprises and the Company's Charter, the Audit Committee also has the following rights and obligations:

1. Access documents about the Company's operation; discuss with other members of the Board of Directors, the General Director, the chief accountant, and other managers to collect information serving the operation of the Audit Committee.
2. Request representatives of the accredited audit organization to participate in meetings of the Audit Committee to explain issues relevant to the audited financial statements.
3. Use external legal counseling, accounting, and other counseling services where necessary.
4. Formulate policies on the detection and management of risks and submit them to the Board of Directors; propose solutions for the risks that occur during the Company's operation.
5. Submit a written report to the Board of Directors whenever a member of the Board of Directors, the General Director, or another manager fails to fulfill their responsibilities prescribed in the Law on Enterprises and the Company's Charter.
6. Formulate Audit Committee Operation Regulations and submit them to the Board of Directors for ratification.

Article 40. Meetings of the Audit Committee

1. The Audit Committee shall have at least 02 meetings per year. Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members.
2. The Audit Committee shall ratify its decisions by voting at meetings, questionnaire survey, or other methods prescribed by [the Company's Charter or Audit Committee Operation Regulations. Each member of the Audit Committee has one vote. Unless a higher ratio is prescribed by the Company's Charter or Audit Committee Operation

Regulations, a decision of the Audit Committee shall be ratified if it is voted for by the majority of the participating members. In case of a tie, the chairperson of the Audit Committee shall have the casting vote.

Article 41. Reporting by independent members of the Board of Directors in the Audit Committee at the annual GMS

1. Independent members of the Board of Directors in the Audit Committee shall report during the annual GMS.
2. Such a report shall have the following contents:
 - a. Remunerations, operating costs, and other benefits of the Audit Committee and each of its members as prescribed in the Law on Enterprises and the Company's Charter;
 - b. Summaries of meetings of the Audit Committee, its verdicts and proposals;
 - c. Results of supervision of the Company's financial statements, finance, and operation;
 - d. Evaluation of transactions between the Company, subsidiary companies and companies over 50% charter capital of which is held by the Company with members of the Board of Directors, the General Director, other executives of the Company and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors, the General Director or executives over the last 03 years from the transaction date;
 - e. dd) Evaluation of the Company's internal control and risk management system;
 - f. Performance of the Board of Directors, the General Director, and other executives of the Company;
 - g. Cooperation between the Audit Committee and the Board of Directors, the General Director, and shareholders.

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

Members of the Board of Directors, the General Director, and other executives shall fulfill their duties as members of subcommittees of the Board of Directors truthfully and prudently to serve the interests of the Company.

Article 42. Responsibility for honesty and the prevention of conflicts of interest

1. Members of the Board of Directors, General Director, and other managers shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.

2. Members of the Board of Directors, the General Director, other managers, and their related persons may only use the information obtained from their positions to serve the interests of the Company.
3. Members of the Board of Directors, the General Director, and other managers shall send written notices to the Board of Directors of the transactions between the Company, subsidiary companies, companies over 50% (*fifty percent*) of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with the regulations of the Law on Securities on information disclosure.
4. Members of the Board of Directors, the General Director, other managers, and their related persons must not use or reveal internal information for carrying out relevant transactions.
5. Transactions between the Company and one or some members of the Board of Directors, the General Director, other executives, and their related persons shall not be invalidated in the following cases:
 - a. For transactions whose value do not exceed 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, the General Director, other executives have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;
 - b. For transactions whose separate value or cumulative value over 12 months from the day the first transaction is conducted exceed 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, the General Director, other executives have been disclosed to the shareholders and are approved by the GMS by votes of shareholders without relevant interests.

Article 43. Responsibility for damage and compensation

1. Any members of the Board of Directors, the General Director, or other executives who fail to fulfill their duties truthfully and prudently shall be held responsible for their violations.
2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the

Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.

3. Costs of compensation include judgment costs, fines, and amounts payable in reality (including lawyer payment) during the settlement of these cases. The Company may purchase insurance for these people to avoid this liability.

XI. RIGHTS TO ACCESS THE COMPANY'S DOCUMENTS AND RECORDS

Article 44. Rights to access the Company's documents and records

1. Ordinary shareholders have the right to access the Company's documents and records. To be specific:
 - a. Ordinary shareholders are entitled to access, examine, and extract information about the names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract, or copy the Company's Charter, minutes, and resolutions of the GMS;
 - b. The shareholder or group of shareholders that hold at least 05% (*five percent*) of ordinary shares is entitled to examine, access extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the independent member of the Board of Directors in the Audit Committee, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets.
2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.
3. Members of the Board of Directors, the General Director, and other executives are entitled to access the Company's shareholder register, list of shareholders, other documents, and records for the purposes that are relevant to their positions, provided this information is kept confidential.
4. The Company shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assets, resolutions of the GMS and the Board of Directors, minutes of the GMS and the Board of Directors, reports of the Board of Directors and reports of the independent member of the Board of Directors in the Audit Committee, annual financial statements, accounting records and other documents prescribed by law at its head office or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.
5. The Company's Charter shall be posted on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, discipline, and commendation of employees and executives.
2. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to the Company's relationships with trade union organizations according to best standards, practices, and management policies, the practices and policies specified in this Charter, the Company's regulations, and applicable laws.

XIII. DISTRIBUTION OF PROFITS

Article 46. Distribution of profits

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.
2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.
3. The Board of Directors may request the GMS to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.
4. In case the dividends or other amounts relevant to a type of shares are paid in cash, the Company shall pay them in Vietnam dong (VND). Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDC.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision that specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice, and other documents.
6. Other issues relevant to profit distribution prescribed by law.

XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING

Article 47. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.
2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with the regulations of law.

3. All payments and accounting transactions of the Company shall be carried out through Vietnam dong (VND) or foreign currency bank accounts of the Company.

Article 48. Fiscal year

The Company's fiscal year begins on January 01st and ends on December 31st every year. The first fiscal year begins on the date of issuance of the Certificate of Enterprise Registration and ends on December 31st in the same year.

Article 49. Accounting

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.
2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions.
3. The accounting currency shall be Vietnam dong (VND). If the Company's transactions primarily use a foreign currency, the Company may use it as accounting currency, take legal responsibility, and send a notice to its supervisory tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**Article 50. Annual, half-year and quarterly financial statements**

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to the competent authorities.
2. The annual financial statements shall have adequate contents, appendices, and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.
3. The Company shall prepare and disclose examined biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to the competent authorities.

Article 51. Annual reports

The Company shall prepare and publish annual reports in accordance with the regulations of law on securities and the securities market.

XVI. AUDIT**Article 52. Audit**

1. The GMS shall appoint an independent audit company or authorize the Board of Directors to select one on the list of independent audit companies, which will audit the Company's financial statements for the next year under agreements with the Board of Directors.
2. Audit reports shall be enclosed with the Company's annual financial statements.
3. Independent auditors that audit the Company's financial statements are entitled to participate in the GMS, receive notices and information relevant to the GMS, and comment at the GMS on the issues relevant to the audit of the Company's financial statements.

XVII. THE COMPANY'S SEALS

Article 53. The Company's seals

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.
2. The Board of Directors shall decide 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 General Director shall use and manage the seals in accordance with applicable regulations of law.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company can be dissolved in the following cases:
 - a. The operating period specified in the Company's Charter expires without a decision on extension;
 - b. The dissolution is decided under a resolution or decision of the GMS;
 - c. The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;
 - d. Other cases prescribed by law.
2. Dissolution of the Company ahead of schedule (including extensions) shall be decided by the GMS and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

Article 55. Extension of operating period

1. The Board of Directors shall convene the GMS at least 7 (*seven*) months before the expiry of the operating period for shareholders to vote on the extension of the operating period of the Company at the request of the Board of Directors.

2. The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least 65% (*sixty-five percent*) of the votes of all participating shareholders.

Article 56. Liquidation

1. At least 06 (*six*) months before the expiry of the Company's operating period or after a decision on dissolution of the Company is issued, the Board of Directors shall establish a liquidation board, which consists of 03 members, 02 (*two*) of whom shall be appointed by the GMS and 01 (*one*) by the Board of Directors from 01 (*one*) independent audit company. The liquidation board shall formulate its own operating regulations. Members of the liquidation board may be selected from the Company's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of the Company.
2. The liquidation board shall inform the business registration authority of its establishment date and commencement date. From that date, the liquidation board shall perform all liquidation tasks on behalf of the Company in the court and administrative authorities.
3. Revenues from the liquidation shall be used in the following order:
 - a. Liquidation costs;
 - b. Unpaid salaries, severance pay, social insurance, and other benefits of employees according to the collective bargaining agreement and employment contracts;
 - c. Tax debts;
 - d. Other debts of the Company;
 - e. The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 57. Settlement of internal disputes

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders are prescribed by the Law on Enterprises, the Company's Charter, other laws, or agreements between:
 - a. The shareholders and the Company;
 - b. The shareholders and the Board of Directors, the General Director, or other executives;
2. The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 30 (*thirty*) working

days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party is entitled to request that an independent expert can be appointed as a mediator.

3. In case the dispute cannot be settled through mediation within 06 (*six*) weeks or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.
4. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

XX. REVISING THE COMPANY'S CHARTER

Article 58. The Company's Charter

1. Revisions to this Charter shall be subject to approval by the GMS, or as otherwise authorized for specific amendments and supplements (if any).
2. In case regulations of law that are relevant to the Company's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company's operation.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter has 21 (*twenty-one*) Sections, 59 (*Fifty-nine*) Articles, and is fully ratified by the GMS of Helio Energy Joint Stock Company on, 2026 at the Company's registered head office.
2. In the event of legal adjustments that make the provisions of this Charter no longer applicable, the Company will amend this Charter as soon as possible. Until the adjustments are made, the current legal regulations will be prioritized for application.
3. This Charter shall be made into 02 (*two*) copies with equal value and retained at the Company's registered head office.
4. This is the only official Charter of the Company.
5. Copies and extracts of this Charter shall be effective if they were signed by the Chairman of the Board of Directors or at least half of the members of the Board of Directors.

THE LEGAL REPRESENTATIVES OF THE COMPANY CHAIRMAN OF THE BOARD OF DIRECTORS

Phan Thanh Dat



No. HIO.ĐL.01

DRAFT

Charter of Helio Energy Joint Stock Company
Helio Energy – 07th Amendment and Supplement