

SOCIALIST REPUBLIC OF VIETNAM
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CHARTER OF ORGANIZATION AND OPERATION
JOINT STOCK COMPANY
LOGISTICS PORTSERCO

Da Nang, April 2024

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PREFACE

This Charter is formulated based on:

- *Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and related documents;*
- *Model Charter (According to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance) regulating corporate governance applicable to public companies;*
- *Legal documents on securities, securities market and other relevant legal documents;*
- *Resolution of the 2025 Annual General Meeting of Shareholders of PORTSERCO Logistics Joint Stock Company dated April 12, 2025.*

CHAPTER I DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Glossary

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

- a) *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters falling under the decision-making competence of the General Meeting of Shareholders;
- c) *The Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 approved 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 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- dd) *Vietnam* is the Socialist Republic of Vietnam;
- e) *The date of establishment* is the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate and papers of equivalent value);
- g) *Executives of enterprises* are directors, deputy directors, chief accountants, heads of departments and directors of branches of the company and other titles appointed by the Board of Directors;
- h) *The enterprise manager* is the manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, Directors and individuals holding other managerial positions as prescribed in the company's charter;
- i) *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholders* being individuals or organizations owning at least one share of the joint-stock company;
- l) *Founding shareholders* are shareholders who own at least one ordinary share and sign the list of founding shareholders of the joint-stock company;
- m) *Major shareholders* are shareholders specified in Clause 18, Article 4 of the Law on Securities;
- n) *Operation duration* means the operation time of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;

- o) *The Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.
2. In this Regulation, references to one or several other regulations or documents include amendments, supplements or substitute documents.
3. Headings (Sections and Articles of this Regulation) shall be used for the convenience of understanding the contents and shall not affect the contents of this Regulation.

CHAPTER II
NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE,
BUSINESS LOCATION, OPERATION DURATION AND LEGAL
REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branch, representative office, business point and operation term of the Company

1/ Company name

- Vietnamese name: **PORTSERCO LOGISTICS JOINT STOCK COMPANY**
- English name: **PORTSERCO LOGISTICS JOINT STOCK COMPANY**
- Transaction name: **PORTSERCO LOGISTICS JSC**
- Abbreviated name: **PORTSERCO**

2/ The company is a joint-stock company with legal status in accordance with the current laws of Vietnam.

3. The Company's registered office is:

- Address: No. 59 Ba Dinh, Thach Thang Ward - Hai Chau District - Da Nang City - Vietnam
- Phone: (0236) 3894717 - 3889390
- Fax: (0236) 3863736
- Email: portserco@portserco.com
- Website: www.portserco.com

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

5. Unless the operation is terminated before the time limit under Clause 2 of Article 59 or the extension of operation under Article 60 of this Charter, the operation term of the Company starts from the date of establishment and is indefinite

Article 3. Legal representative of the Company

1. The company has 02 legal representatives who are the Chairman of the Board of Directors and the Director.
2. Rights and obligations of the legal representative.
 - a) Perform the assigned rights and obligations in an honest, prudent and best manner in order to ensure the legitimate interests of the enterprise;
 - b) Be loyal to the interests of the enterprise; not abusing their position and position and using information, know-how, business opportunities and other assets of the enterprise for self-interest or serving the interests of other organizations and individuals;
 - c) Promptly, fully and accurately notify enterprises of enterprises that they or their related persons own or have shares or contributed capital in accordance with the provisions of this Law.

3. The legal representative of the enterprise shall be personally responsible for the damage to the enterprise caused by the violation of the responsibilities specified in Clause 1 of this Article.

CHAPTER III
OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. The Company's operational objectives

1/ Business of the Company:

Stt	Major Name	Industry Code
1.	Direct support services for waterway transport Details: Multimodal transport service business. Marine Services	5222 (Main)
2.	Warehousing and storage of goods Details: Warehouse for rent	5210
3.	Processing and preservation of aquatic products and aquatic products Details: Processing and trading of frozen seafood for export (at Tho Quang Seafood Industrial Park)	1020
4.	Building houses of all kinds Details: Construction and repair of traffic, industrial and civil works up to group C	4100
5.	Wholesale of other materials and installation equipment in construction Details: Wholesale Building Materials	4663
6.	Other Road Passenger Transport Details: Passenger transportation business under contract	4932
7.	Travel Agent Details: Domestic travel business	7911
8.	Loading and unloading	5224
9.	Agents, brokers, auctions Details: Foreign exchange agent	4610
10.	Freight transport by road Details: Transportation of oversized and overweight goods	4933
11.	Wholesale of solid, liquid, gaseous fuels and related products Details: Petroleum Agent	4661
12.	Short-stay service Details: Business of tourist accommodation establishments	5510
13.	Restaurants and mobile catering services Details: Restaurant; Trading in domestically produced wine, beer and	5610

	cigarettes	
14.	Other forms of retail have not been classified anywhere Details: Duty Free Shop	4799
15.	Repair and maintenance of means of transport (except for automobiles, motorcycles, motorcycles and other motor vehicles)	3315
16.	Wholesale of automobiles and other motor vehicles	4511
17.	Car and other motor vehicle dealerships	4513
18.	Sale of spare parts and auxiliary parts of automobiles and other motor vehicles	4530
19.	Motorized car rental	7710

2/ The Company's operational objectives:

Mobilizing and using capital with the highest efficiency, constantly organizing and developing business activities in all fields with the aim of maximizing profits, ensuring benefits for shareholders, creating stable jobs and improving income life for employees, fulfilling tax obligations to the State Budget and developing the Company strongly.

Article 5. Business Scope and Activities

1. The Company is allowed to plan and conduct all business activities in accordance with the provisions of the Business Registration Certificate and this Charter in accordance with the provisions of current law and take appropriate measures to achieve the Company's objectives.
2. The company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

- 1/ The charter capital of the Company is **12,000,000,000 VND** (In words: *Twelve billion VND*)
The total charter capital of the Company is divided into 1,200,000 ordinary shares, each share has a par value of 10,000 VND (*Ten thousand VND*)
- 2/ The company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The shares of the Company on the date of ratification of this Charter are ordinary shares. The rights and obligations attached to each type of shares are specified in Articles 12 and 13 of this Charter.
4. The company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. The names, addresses, number of shares and other details of the founding shareholders under the provisions of the Law on Enterprises shall be detailed in the Certificate of Initial Business Registration and enclosed as part of this Charter.
6. Ordinary shares, upon issuance, must be prioritized for sale to existing shareholders in proportion to the proportion of their ordinary shares in the company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all of them will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to subjects under such conditions and manner as the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, except for the case where the shares are sold through the Stock Exchange under the auction method.
7. The company may purchase the shares issued by the company itself in the manner prescribed in this Charter and the current law. The shares acquired by the Company are treasury shares and the Board of Directors may be offered for sale in a manner consistent with the provisions of this Charter, the Law on Securities and relevant guiding documents.
- 8/ The company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Stock Certification

1. Shareholders of the Company shall be granted stock certificates corresponding to the number of shares and types of shares owned.
2. Stocks are securities that confirm the lawful rights and interests of the owner of a part of the company's share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises. Stocks are managed by individuals themselves or assigned to securities organizations for management
3. Within **30** days from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within two (**02**) months from the date of full

payment of the share purchase money as prescribed in the Company's stock issuance plan, the owner of the number of shares shall be granted a stock certificate. The share owner does not have to pay the Company the cost of printing the share certificate.

4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-certified by the company or the securities organization at the request of such shareholders. Shareholders' proposals must include the following contents:

- a) Information about stocks that have been lost, damaged or destroyed in other forms;
- b) Undertake to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company (except for offering letters, provisional certificates and similar documents) are issued with the seal and signature of the Company's legal representative.

Article 9. Transfer of shares

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

2. Shares that have not been fully paid may not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from the owner's equity, the right to purchase newly offered shares.

Article 10. Share recovery (for cases when registering the establishment of enterprises)

1. In case a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility for the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to pay in full.

2. The above-mentioned payment notice must clearly state the new payment time limit (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state in case of failure to pay in accordance with the requirements, the number of unpaid shares shall be withdrawn.

3. The Board of Directors has the right to withdraw the unpaid shares in full and on time in case the requirements in the above-mentioned notice are not fulfilled.

4. The recovered shares are considered to be shares entitled to offer for sale specified in Clause 3, Article 113 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution or settlement to the person who already owns the recovered shares or other subjects under such conditions and methods as the Board of Directors deems appropriate.

5. Shareholders holding recovered shares must relinquish their shareholder status with respect to such shares, but still have to pay all relevant sums plus interest according to the loan interest rate announced by the State Bank at the time of recovery under the decision of the Board of Directors from the date of recovery to the actual date currently paying. The Board of Directors has the full right to decide on the compulsory payment of the entire value of shares at the time of recovery.

6. The notice of recovery shall be sent to the holder of the recovered shares before the time of recovery. The revocation remains in effect even in the event of an error or negligence in the sending of the notice.

CHAPTER V

ORGANIZATIONAL STRUCTURE AND ADMINISTRATION

Article 11. Organizational structure and administration

The organizational structure of management and administration of the Company includes:

- General Meeting of Shareholders;
- Board of Directors;
- Audit Committee under the Board of Directors;
- CEO.

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:
 - a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the company's Charter and law. Each ordinary share has one voting vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) Prioritize the purchase of new shares corresponding to the percentage of ordinary shares owned by each shareholder in the Company;
 - d) Freely transfer their shares to other persons, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
 - dd) Consider, look up and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;
 - e) Consider, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
 - g) When the company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the company;
 - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same type gives shareholders equal rights, obligations and benefits.
 - k) Have full access to periodic and irregular information published by the Company in accordance with law;
 - l) To be protected of their legitimate rights and interests; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - m) Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders owning 5 % or more of the total number of ordinary shares shall have the following rights:
 - a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) Consider, look up and extract the number of minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
 - c) Request the Control Board to examine each specific issue related to the management and administration of the Company's operations when deeming it necessary. The request must be in

writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise identification number or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least **03 working days** before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue of the proposal to be included in the meeting agenda;

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

3. Shareholders or groups of shareholders owning 10 % or more of the total number of ordinary shares may nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:

a) Ordinary shareholders who form groups to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares committed to purchase.

2. The capital contributed by ordinary shares must not be withdrawn from the Company in any form, except for the case where the shares are repurchased by the Company or other persons.

3/ Comply with the company's Charter and the Company's internal management regulations.

4. To abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5/ Confidentiality of information provided by the Company in accordance with the Company's Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

6. Attend the meeting of the General Meeting of Shareholders and exercise the right to vote through the following forms:

a) Attend and vote directly at the meeting;

b) Authorize other individuals and organizations to attend and vote at the meeting;

- c) Attend and vote through online conferences, electronic voting or other electronic forms;
 - d) Send the ballot papers to the meeting by mail, fax or e-mail;
 - dd) Send the ballot papers by other means as prescribed in the company's charter.
7. Taking personal responsibility when committing one of the following acts in the name of the Company in any form:
- a) Violating law;
 - b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
 - c) Pay debts that are not yet due in advance of financial risks to the Company.
- 8/ Fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four **(04) months** from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding **06 months** from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.
2. The Board of Directors shall convene a meeting of the Annual General Meeting of Shareholders and select a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the law and the company's charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, conflicting audit opinions or rejection, the Company must invite the representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above have the responsibility to attend the Annual General Meeting of Shareholders of the Company.
3. The Board of Directors must convene a meeting of the Extraordinary General Meeting of Shareholders in the following cases:
- a) The Board of Directors deems it necessary for the benefit of the Company;
 - b) The number of remaining members of the Managing Board is less than the minimum number of members as prescribed by law;
 - c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with the signatures of the relevant shareholders or the written request to be made in many copies and collect the signatures of the relevant shareholders;
 - d) Other cases as prescribed by law and this Charter.
- 4/ Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors and independent members of the Board of Directors as prescribed at Point b, Clause 3 of this Article or receive the request specified at Points c and d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the shareholder or group of shareholders specified at Point b, Clause 3 of this Article may request the Company's representative to convene a meeting of the General Meeting of Shareholders as prescribed in the Law on Enterprises;

In this case, the shareholder or group of shareholders convening a meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be refunded by the Company. This expense does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

c) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

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

a) To approve the Company's development orientation;

b) Decide on the type of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;

c) Elect, dismiss or dismiss members of the Board of Directors;

d) Decision on investment or sale of assets valued at **35%** or more of the total value of assets stated in the Company's latest financial statements.

dd) Decision on amendment and supplementation of the company's charter;

e) To approve the annual financial statements;

g) Decide to repurchase more than 10% of the total sold shares of each type;

h) Consider and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;

i) Decide on the reorganization or dissolution of the company;


k) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;

l) Approving the Internal Management Regulation; Regulation on operation of the Board of Directors;

m) Approving the list of approved auditing firms; decide on the approved auditing firm to inspect the Company's operation, dismiss the approved auditor when considering the necessary teacher;

n) Other rights and obligations as prescribed by law.

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

- 
- a) The company's annual business plan;
 - b) Audited annual financial statements;
 - c) Report of the Board of Directors on governance and results of operation of the Board of Directors and each member of the Board of Directors;
 - d) Report on the work of independent members of the Board of Directors;
 - e) The dividend level for each share of each type;
 - g) Number of members of the Board of Directors;
 - h) Elect, dismiss or dismiss members of the Board of Directors;
 - i) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
 - k) Approve the list of approved auditing firms; to decide on the auditing firm to be approved to inspect the company's activities when it deems it necessary;
 - l) Supplement and amend the company's charter;
 - m) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
 - n) Division, separation, consolidation, merger or transformation of the company;
 - o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - p) Decision on investment or sale of assets valued at 35% or more of the total asset value stated in the Company's latest financial statements;
 - q) Decide to repurchase more than 10% of the total sold shares of each type;
 - r) The company signs contracts or transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets stated in the latest financial statements;
 - s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
 - t) Approving the Internal Regulation on corporate governance and the Regulation on operation of the Board of Directors;
 - u) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders who have the right to attend the General Meeting of Shareholders according to law may authorize their representatives to attend. In case more than one representative is appointed, the number of shares and the number of votes authorized for each representative must be specified.

2. The authorization of a representative to attend a meeting of the General Meeting of Shareholders must be made in writing according to the form of the Company and must be signed according to the following provisions:

- a) In case an individual shareholder is an authorizer, the power of attorney must bear the signatures of such shareholder and the authorized person attending the meeting;
- b) In case the authorized representative of the shareholder is an organization that is the authorizing person, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder and the authorized person attending the meeting;
- c) In other cases, the power of attorney must be signed by the legal representative of the shareholder and the authorized person attending the meeting.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization before entering the meeting room.

3. In case a lawyer signs a letter of appointment of a representative on behalf of the authorizer, the appointment of a representative in this case shall be considered valid only if such letter of appointment of representative is produced together with the power of attorney for the lawyer or a valid copy of such power of attorney (if it has not been previously registered with the company).
4. Except for the case specified in Clause 3, Article 15, the ballot papers of persons authorized to attend meetings within the scope of authorization shall still be valid in one of the following cases:
 - a) The authorizer has died, has limited civil act capacity or has lost civil act capacity;
 - b) The authorizer has canceled the appointment of authorization;
 - c) The authorizer has canceled the authority of the person performing the authorization.

This clause does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Convening the General Meeting of Shareholders, meeting agenda and notification of the General Meeting of Shareholders.

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no earlier than **07 days** before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least **20 days** before the last registration date;
 - b) Prepare the program and contents of the congress;
 - c) Prepare documents for the congress;
 - d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
 - dd) Determine the time and place of the congress;
 - e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g) Other tasks in service of the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of the shareholders can be reached, and at the same time published on the website of the Company and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least **21 days** before the opening date of the meeting (counting from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the path to all meeting documents for shareholders to access, including:

- a) The meeting program and documents used in the meeting;
- b) List and detailed information of candidates in case of election of members of the Board of Directors;
- c) Voting papers;
- d) Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter have the right to propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least **03 working days** before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject the petition specified in Clause 4 of this Article if he falls into one of the following cases:

- a) The petition is sent in contravention of the provisions of Clause 4 of this Article;
- b) At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making competence of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

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

Article 18. Conditions for conducting the General Meeting of Shareholders

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

2. In case the first meeting fails to meet the conditions specified in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within **30 days** from the date on which the first meeting is planned. The second General Meeting of Shareholders shall be conducted when

the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting fails to meet the conditions specified in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within **20 days** from the date on which the second meeting is planned. The Third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting.

Article 19. Format of conducting meetings and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who have the right to attend the meeting have registered in the following order:

a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote on a ballot card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes in favor of the resolution is collected first, the number of votes against the resolution is collected later, and finally the total number of votes in favor or disapproval is counted for decision. The results of the vote count were announced by the Chairman just before the closing of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has been opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the previously voted contents remains unchanged.

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

a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Managing Board shall elect one of them to chair the meeting on the principle of majority. In case the chairman cannot be elected, the members of the Board of Directors holding shares and the representative of the shares have the right to vote at the highest meeting to administer the meeting so that the General Meeting of Shareholders shall elect the chairman of the meeting among the participants and the person with the highest vote to preside over the meeting;

b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders for the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest number of votes to preside over the meeting;

- c) The chairperson shall appoint one or several persons to act as the secretary of the meeting;
 - d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly define and detail the time for each issue in the content of the meeting agenda.
4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
- a) Arrange seats at the meeting venue of the General Meeting of Shareholders;
 - b) Ensure the safety of everyone present at the meeting places;
 - c) Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. The applicable measures can be the issuance of an entry permit or the use of other forms of choice.
5. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. The results of the vote count were announced by the chairman just before the closing of the meeting.
6. Shareholders or persons authorized to attend meetings after the meeting has been opened shall still be registered and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.
7. The person convening or presiding over the meeting of the General Meeting of Shareholders has the following rights:
- a) To request all participants to be subject to inspection or other lawful and reasonable security measures;
 - b) Request the competent agency to maintain the order of the meeting; expelling those who do not comply with the chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements for security checks out of the General Meeting of Shareholders.
- 8/ The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders for a maximum of 03 working days from the date on which the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
- a) The meeting venue does not have enough convenient seats for all participants;
 - b) The means of communication at the meeting venue are not guaranteed for shareholders attending the meeting to participate, discuss and vote;
 - c) There are people attending the meeting who obstruct or disturb the order, which may cause the meeting to be held in a fair and lawful manner.
9. In case the chairman postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairman who runs the meeting until the end of the meeting; All resolutions adopted at that meeting are effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall ensure that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP of December 31, 2019 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 20. Conditions for the Resolution of the General Meeting of Shareholders to be approved

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65 % or more of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Change of business lines, trades and domains;
- c) Change the organizational structure of the Company's management;
- d) Projects on investment or sale of assets valued at 35% or more of the total value of assets stated in the company's latest financial statements, unless the company's charter prescribes other ratios or values;
- dd) Reorganization or dissolution of the company;

2. Resolutions shall be adopted when they are approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of shares with voting rights are lawful and effective even if the order and procedures for convening meetings and passing such resolutions violate the provisions of the Law on Enterprises and the company's charter.

Article 21. Competence and procedures for collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders

The competence and method of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least **10 days** before the deadline for returning the opinion poll. The request and method of sending the opinion poll and the enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

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

- a) Name and address of the head office, enterprise identification number;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality and number of legal papers of the individual, for individual shareholders; name, enterprise identification number or number of legal documents of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality and number of legal papers of individuals for representatives of shareholders being organizations; the number of shares of each type and the number of voting votes of shareholders;

d) Issues that need to be consulted for approval;

dd) The voting plan includes approval, disapproval and no opinion on each issue for which opinions are collected;

e) The time limit for sending to the Company the reply form for collecting opinions;

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

4. Shareholders may send the reply form to the Company by mail, fax or e-mail according to the following provisions:

a) In case of sending a letter or opinion poll that has been answered, it must be signed by the shareholder being an individual, of the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b) In case of sending fax or e-mail, the opinion collection form sent to the Company must be kept confidential until the time of vote counting;

c) Opinion collection forms sent to the Company after the time limit specified in the contents of the opinion collection form or which have been opened in case of sending letters and disclosed in case of sending fax or e-mail are invalid. Opinion poll votes that are not sent back shall be considered as votes that do not participate in voting.

5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or of shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

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

b) Purposes and issues to be consulted for the adoption of the resolution;

c) The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending the voting papers, enclosed with an appendix to the list of shareholders participating in voting;

d) The total number of votes in favor, disapproval and no opinion on each issue;

dd) The approved issue and the corresponding approval rate;

e) Full names and signatures of the Chairman of the Board of Directors, the vote counting person and the vote counting supervisor.

Members of the Board of Directors, vote counting persons and vote counting supervisors must be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to the shareholders within 15 days after the end of the vote counting. The sending of vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the end of the vote count.

7. The reply ballot, the vote counting record, the adopted resolution and the relevant documents enclosed with the ballot must all be kept at the company's head office.

8. A resolution shall be adopted in the form of a written consultation of shareholders if the number of shareholders owning more than **50%** of the total number of votes of all shareholders with the right to vote in favor and is valid as the resolution passed at the meeting of the General Meeting of Shareholders.

Article 22. Resolutions and Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or other electronic forms. The minutes must be made in Vietnamese, may be additionally made in foreign languages and contain the following principal contents:

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

b) Time and place of the General Meeting of Shareholders;

c) Meeting agenda and meeting contents;

d) Full name of the chairman and secretary;

dd) Summarize the progress of the meeting and comments at the meeting of the General Meeting of Shareholders on each issue in the meeting agenda;

e) The number of shareholders and the total number of votes of the shareholders attending the meeting, the appendix to the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending the meeting;

h) The approved issues and the corresponding percentage of approved votes;

i) Full name and signature of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

2. The minutes of the meeting of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons who sign the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.

4. The resolution, the minutes of the meeting of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting enclosed with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the

minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities market and must be kept at the head office of the Company.

Article 23. Request to annul the Resolution of the General Meeting of Shareholders

Within **90 days** from the date of receipt of the resolution or minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitration to consider annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The contents of the resolution that violate the law or this Charter.

CHAPTER VII BOARD

Article 24. Candidacy and nomination of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- dd) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the company's charter;
- g) The public company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial titles and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning **10%** or more of the total number of ordinary shares as prescribed in the company's charter may nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or nominating organizations as prescribed in the company's charter. Internal regulations on corporate governance and operation regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

4. Members of the Board of Directors must satisfy the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

Article 25. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors shall be determined at the General Meeting before the election takes place.

2. The term of office of a member of the Managing Board shall not exceed **5 years** and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, such members shall

continue to be members of the Board of Directors until a new member is elected to replace them and take over their duties.

3. The structure of members of the Board of Directors is as follows:

The structure of the Board of Directors of the company ensures that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Board of Directors has independent members if it is trusted by the General Meeting of Shareholders.

4. A member of the Board of Directors shall no longer be a member of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders under the provisions of Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.

6/ Members of the Board of Directors are not necessarily shareholders of the Company.

Article 26. Powers and obligations of the Board of Directors

1. The Board of Directors is the management agency of the Company, which has the full right to decide on behalf of the Company and exercise its rights and obligations, except for the rights and obligations under the competence of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) Decide on the company's medium-term development strategy, plan and annual business plan;
- b) Propose the type of shares and the total number of shares entitled to be offered for sale of each type;
- c) Decision on sale of unsold shares within the number of shares entitled to offer for sale of each type; decide to mobilize additional capital in other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- dd) Decision on share repurchase as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within their competence and limits as prescribed by law;
- g) To decide on solutions for market development, marketing and technology;
- h) Approval of contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35 % or more of the total value of assets stated in the latest financial statements of the Company, except for contracts and transactions falling under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss or dismiss the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for Directors and other important managers at the request of the Director, including Deputy Directors of the company, chief accountants, heads of departments and affiliated units; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the

General Meeting of Shareholders of other companies, decide on the remuneration levels and other benefits of such persons;

k) Supervise and direct the Director and other managers in the daily business administration of the Company;

l) Decide on the organizational structure, internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;

m) Approving programs and contents of documents in service of the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the resolution;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

o) Propose the level of dividends to be paid; decide on the deadline and procedures for dividend payment or handling losses incurred in the course of business;

p) To propose the reorganization or dissolution of the company; request for bankruptcy of the Company;

q) Decide on the promulgation of the Regulation on operation of the Board of Directors and the Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the operation of the Board of Directors according to the provisions of Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

Article 27. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration for their work and bonuses. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors shall have the right to pay all expenses for travel, meals, accommodation and other reasonable expenses which they have to pay in the performance of their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders; The Board of Directors or subcommittees of the Board of Directors.

5/ Members of the Board of Directors may be insured by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors in relation to violations of laws and the company's charter.

Article 28. Chairman of the Board of Directors

1. The Chairman of the Managing Board shall be elected, dismissed or dismissed by the Managing Board among the members of the Managing Board.
2. The Chairman of the Board of Directors must not concurrently concurrently serve as the director of the company.
3. The Chairman of the Managing Board has the following rights and obligations:
 - a) Formulate programs and plans on operation of the Board of Directors;
 - b) Prepare programs, contents and documents for the meeting; convene, preside over and chair meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - dd) Chairing the meeting of the General Meeting of Shareholders;
 - e) Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.
4. In case the Chairman of the Managing Board resigns or is dismissed from office or dismissed, the Managing Board must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal or dismissal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors (according to the principles prescribed in the company's charter). In case no authorized person or Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving administrative-handling measures at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, if there are difficulties in cognition, control of behavior, are banned from holding certain positions, practicing certain professions or doing certain jobs by the Court, the remaining members shall elect one of the members holding the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

Article 29. Board Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 person from them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting.

3. The Chairman of the Managing Board shall convene a meeting of the Managing Board in the following cases:

- a) At the request of an independent member of the Board of Directors;
- b) At the request of the Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;

4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Managing Boards.

5. The Chairman of the Managing Board must convene a meeting of the Managing Board within **07 working days** from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least **3 working days** before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the members' votes.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that the contact address of each member of the Board of Directors registered at the company is reached.

7. A meeting of the Managing Board shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within **07 days** from the date of the planned first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

8/ Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send the ballot papers to the meeting by mail, fax or e-mail;
- dd) Sending the ballot papers by other means.

9. In case of sending the ballot papers to the meeting by mail, the ballot papers must be kept in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Ballots are only opened in the presence of all attendees.

10. Members must attend all meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of the members of the Board of Directors.

11. Resolutions and decisions of the Managing Boards shall be adopted if they are approved by the majority of the members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

Article 30. Subcommittees of the Board of Directors

1/ The Board of Directors may establish a subordinate subcommittee to be in charge of development policies, personnel, salaries and bonuses, internal audit, and risk management. The number of members of the sub-committee decided by the Board of Directors shall be at least 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors, non-executive members of the Board of Directors participate in the sub-committee. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the subcommittee takes effect only when a majority of members attend and vote for approval at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or of the sub-committees under the Board of Directors must be in accordance with the current provisions of law and the provisions of the company's Charter and the Internal Regulations on corporate governance.

Article 31. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate administration may concurrently serve as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate administration may not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of the company's administration has the following rights and obligations:

a) Advise the Board of Directors in organizing the General Meeting of Shareholders as prescribed and related affairs between the Company and shareholders;

b) Prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

c) Advise on the procedures of meetings;

d) Attend meetings;

dd) Advise on procedures for making resolutions of the Board of Directors in accordance with law;

e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;

g) Supervise and report to the Board of Directors on the Company's information disclosure activities;

h) Acting as a point of contact with parties with related interests;

i) Confidentiality of information in accordance with the provisions of law and the company's charter;

k) Other rights and obligations as prescribed by law.

CHAPTER VIII OTHER DIRECTORS AND EXECUTIVES

Article 32. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business. The company has a Director, Deputy Directors, Chief Accountant and other managerial titles appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned titles must be approved by resolutions and decisions of the Board of Directors.

Article 33. Company Executives

1. The Company's executives include the Director, Deputy Director, Chief Accountant, Head of Departments and Directors of branches of the Company and other titles appointed by the Board of Directors.
2. At the request of the Director and approved by the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the structure and management regulations of the Company prescribed by the Board of Directors. The Company's executives must be responsible for assisting the Company in achieving the objectives set out in its operations and organization.
- 3/ Directors are paid salaries and bonuses. The salary and bonus of the Director shall be decided by the Board of Directors.
4. The salaries of executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, dismissal, duties and powers of the Director

1. The Managing Board shall appoint 01 member of the Managing Board or hire another person to act as a Director.
- 2/ Director is the person who runs the daily business of the Company; under the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.
3. The term of office of the Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. Directors must meet the standards and conditions prescribed by law and the company's charter.
4. The director has the following rights and obligations:
 - a) To decide on matters related to the Company's daily business which do not fall under the competence 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 plan and investment plan;
- d) Propose the plan on organizational structure and internal management regulations of the Company;
- dd) Appoint, dismiss or dismiss managerial positions in the Company, except for titles under the competence of the Board of Directors;
- e) To decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the Director;
- g) Recruitment of laborers;
- h) Propose a plan to pay dividends or handle business losses;
- i) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.

Article 35. Candidacy and nomination of members of the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not the executives of the Company.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

Article 36. Composition of the Audit Committee

1. The Audit Committee shall have 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive Board members.
2. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and operation of the Company and must not fall into the following cases:
 - a) Working in the accounting and finance department of the Company;
 - b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the preceding 03 consecutive years.
3. The Chairman of the Audit Committee must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law and business administration.

Article 37. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations specified in Article 161 of the Law on Enterprises, the company's charter and the following rights and obligations:

1. To have the right to access documents related to the Company's operation, communicate with other members of the Board of Directors, the Director (General Director), the Chief Accountant and other managers to collect information for the operation of the Audit Committee.

2. To have the right to request representatives of approved auditing organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.
3. To use legal, accounting or other external consultancy services when necessary.
4. To formulate and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. To make a written report and send it to the Board of Directors when detecting that members of the Board of Directors, the Director (General Director) and other managers fail to fully perform their responsibilities as prescribed in the Law on Enterprises and the company's charter.
6. To formulate the Regulation on operation of the Audit Committee and submit it to the Board of Directors for approval.

Article 38. Audit Committee Meeting

1. The Audit Committee must meet at least 02 times in a year. The minutes of the meeting shall be made in detail, clearly and must be kept in full. The person taking the minutes and the members of the Audit Committee attending the meeting must sign the minutes of the meeting.
2. The Audit Committee shall adopt decisions by voting at the meeting, collecting opinions in writing or in other forms prescribed by the Regulation on Operation of the Audit Committee. Each member of the Audit Committee has one vote. Unless the Regulation on Operation of the Audit Committee stipulates another higher rate, the decision of the Audit Committee shall be approved if approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision belongs to the party with the opinion of the Chairman of the Audit Committee.

Article 39. Report on the activities of the independent member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors of the Audit Committee shall report on their activities at the Annual General Meeting of Shareholders.
2. The report on the activities of the independent members of the Board of Directors in the Audit Committee at the meeting of the Annual General Meeting of Shareholders must ensure the following contents:
 - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the company's charter;
 - b) Summarize meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;
 - c) Results of supervision of financial statements, operation and financial situation of the Company;
 - d) An assessment report on transactions between the Company, its subsidiaries and other companies under the control of more than 50% of charter capital with members of the Board of

Directors, Directors, other executives of the enterprise and related persons of such subjects; transactions between the Company and the company in which members of the Board of Directors, Directors and other executives of the enterprise are founding members or managers of the enterprise in the last 03 years prior to the time of transaction;

dd) Results of assessment of the Company's internal control and risk management system;

e) Results of supervision of the Board of Directors, Directors and other executives of the enterprise;

g) Results of assessment of the coordination between the Audit Committee and the Board of Directors, Directors and shareholders;

CHAPTER IX
RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS AND
DIRECTORS
AND OTHER EXECUTIVES

Article 40. Honest responsibility and avoidance of conflicts of interest

1. Members of the Board of Directors, Directors and other managers must publicize relevant interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, Directors, other managers and related persons of these members may only use the information obtained from their positions to serve the interests of the Company.
3. Members of the Board of Directors, directors and other managers shall be obliged to notify in writing to the Board of Directors of transactions between companies, subsidiaries or other companies under the control of more than 50% of charter capital with such entities or related persons of such entities as prescribed of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. Members of the Board of Directors may not vote on transactions that benefit such member or related persons of such member in accordance with the provisions of the Law on Enterprises.
5. Members of the Board of Directors, directors, other managers and related persons of these subjects shall not be allowed to use or disclose to others inside information to carry out relevant transactions.
6. Transactions between the Company and one or more members of the Board of Directors, Directors, other executives and individuals and organizations related to these subjects shall not be invalid in the following cases:
 - a) For transactions with a value less than or equal to **20% of** the total value of assets stated in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, directors, other executives who have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;
 - b) For transactions with a value greater than **20%** or transactions resulting in the value of transactions arising within 12 months from the date of the first transaction with a value of 50 % or more of the total value of assets stated in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, Directors and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests.

Article 41. Liability for damages and compensation

1. Members of the Board of Directors, directors and other executives who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damages caused by their acts of violation.

2. The Company shall pay compensation to persons who have been, are or may become a party involved in complaints, lawsuits or lawsuits (including civil, administrative and non-litigation cases initiated by the Company) if such persons have been or are members of the Board of Directors, Directors, other executives, employees or representatives authorized by the Company have been or are performing duties authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law, and there is no evidence confirming that such person has breached his or her responsibilities.

3. Compensation expenses include the costs of judgments, fines and payables incurred in practice (including lawyers' fees) when settling these cases within the framework of law. The company can purchase insurance for these people to avoid the above compensation liabilities.

CHAPTER X

RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Article 42. Right to investigate books and records

1. Ordinary shareholders have the right to look up books and dossiers, specifically as follows:
 - a) Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; considering, lookup, extracting or copying the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, annual and mid-year financial statements, contracts and transactions that must be approved by the Board of Directors and other documents. except for documents related to the Company's trade secrets and business secrets.
2. In case the authorized representative of a shareholder or group of shareholders requests to look up books and dossiers, it must be enclosed with the power of attorney of the shareholder or group of shareholders represented by such person or a notarized copy of this power of attorney.
3. Members of the Board of Directors, Directors and other executives shall have the right to search the Company's register of shareholders, the list of shareholders, the Company's books and other records for purposes related to their positions provided that such information must be kept confidential.
4. The company must keep this Charter and the amendments and supplements to the Charter, the Enterprise Registration Certificate, the statutes, documents proving the ownership of assets, the resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the meeting of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The company's charter must be published on the company's website.

CHAPTER XI EMPLOYEES AND TRADE UNIONS

Article 43. Employees and trade unions

1. The executive director must make a plan for the Board of Directors to approve matters related to recruitment, dismissal of employees, salaries, social insurance, welfare, commendation and discipline of employees and managers.
2. The Managing Director must make a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the best management standards, practices and policies, the practices and policies specified in this Charter, the Company's regulations and current legal regulations.

CHAPTER XII PROFIT SHARING

Article 44. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend payment level and the form of annual dividend payment from the retained profits of the Company.
- 2/ The company does not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors shall be the executing body of this decision.
4. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnamese dong. The payment can be made directly or through banks on the basis of bank details provided by shareholders. In case the Company has transferred the money in accordance with the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company transfers to the beneficiary shareholder. Dividend payments for stocks listed on the Stock Exchange can be made through securities companies or the Vietnam Securities Depository.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution to determine a specific date for finalizing the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends, interest rates, profit distributions, receive shares, receive notices or other documents.
6. Other matters related to the distribution of profits shall comply with the provisions of law.

CHAPTER XIII
BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR
AND ACCOUNTING SYSTEMS

Article 45. Bank Account

1. The company opens accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.
- 2/ Subject to the prior approval of the competent authority, in case of necessity, the Company may open a bank account abroad in accordance with the provisions of law.
- 3/ The Company conducts all payments and accounting transactions through accounts in Vietnamese currency or foreign currencies at the banks where the Company opens accounts.

Article 46. Fiscal Year

The Company's fiscal year begins on the first day of January every year and ends on the 31st day of December. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 47. Accounting regime

1. The accounting regime used by the company is the enterprise accounting regime or the specific accounting regime promulgated and approved by the competent authority.
2. The company shall make accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to prove and account for the Company's transactions.
- 3/ The company uses the currency in accounting is the Vietnamese dong. In case the company has economic operations arising mainly in a foreign currency, it may choose such foreign currency as the currency unit in its accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

CHAPTER XIV
FINANCIAL STATEMENTS, ANNUAL REPORTS, RESPONSIBILITY FOR
INFORMATION DISCLOSURE

Article 48. Yearly, semi-annual and quarterly financial statements

1. The company must make an annual financial statement and the annual financial statement must be audited in accordance with law. The company announces its audited annual financial statements in accordance with the law on information disclosure on the securities market and submits it to the competent state agency.
2. The annual financial statement must include all reports, appendices and explanations in accordance with the law on enterprise accounting. The annual financial statements must honestly and objectively reflect the Company's operation.
3. The company must make and publish the reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state agencies.

Article 49. Annual Report

The company must make and publish the Annual Report in accordance with the provisions of the law on securities and securities market.

CHAPTER XV COMPANY AUDIT

Article 50. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to conduct an audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Association. co-administrators.

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

3. Independent auditors who audit the Company's financial statements are entitled to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the meetings of the General Meeting of Shareholders and to express their opinions at the general meeting on matters related to the audit of financial statements of the Company.

CHAPTER XVI MARK OF THE ENTERPRISE

Article 51. Seal of the enterprise

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.
2. The Managing Board shall decide on the type, quantity, form and contents of the seal of the Company, its branches and representative offices (if any).
3. The Board of Directors and the Director shall use and manage the seal in accordance with the provisions of current law.

CHAPTER XVII COMPANY DISSOLUTION

Article 52. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a) Ending the operation duration stated in the company's charter without an extension decision;
 - b) According to resolutions and decisions of the General Meeting of Shareholders;
 - c) The enterprise registration certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The dissolution of the company ahead of time (including the extended duration) shall be decided by the General Meeting of Shareholders and the Board of Directors. This dissolution decision must be notified or approved by a competent authority (if mandatory) as prescribed.

Article 53. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least **07 months** before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

Article 54. Liquidation

1. At least **06 months** before the end of the company's operation term or after the decision to dissolve the company, the Board of Directors must establish a liquidation committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operation regulations. Members of the Liquidation Board can be selected from among the Company's employees or independent specialists. All costs related to liquidation are prioritized by the Company in advance of the Company's other debts.
2. The liquidation board shall have to report to the business registration office on the date of establishment and the date of commencement of operation. From that time onwards, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreements and labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;

dd) The remaining amount after payment of all debts from items (a) to (d) above shall be divided among shareholders. Preferred shares are prioritized for payment in advance.

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CHAPTER XVIII
INTERNAL DISPUTE RESOLUTION

Article 55. Internal dispute resolution

1. In case of disputes or complaints arising related to the Company's operation, the rights and obligations of shareholders under the provisions of the Law on Enterprises, the Company's Charter, other legal provisions or the agreement between:

- a) Shareholders with the Company;
- b) Shareholders with the Board of Directors, Directors or other executives;

The parties involved try to resolve that dispute through negotiation and mediation.

Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for the settlement of the dispute and request each party to present information related to the dispute within **60** working days from the date the dispute arises. In case of a dispute related to the Board of Directors or the Chairman of the Board of Directors, the parties shall agree to select a mediator according to the list announced by the Department of Justice of Da Nang City to act as a mediator for the dispute settlement process.

2. In case a conciliation decision cannot be reached within **06 weeks** from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, a party may bring such dispute to the Arbitration or Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of the Court's expenses shall be made in accordance with the Court's ruling.

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CHAPTER XIX
SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 56. Supplementing and amending the Charter

1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operation which have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and govern the operation of the Company.

CHAPTER XX
EFFECTIVE DATE

Article 57. Effective Date

1/ This Charter consists of **20** chapters **and 57** articles unanimously approved by the General Meeting of Shareholders of PORTSERCO Logistics Joint Stock Company on **April 12, 2025** at the Han River Hotel Hall, No. 14 Ly Tu Trong - Da Nang City and jointly approves the full text of this Charter.

2. The Charter shall be made in ten (10) copies, of equal value, of which:

a) One (01) copy to be submitted at the local State Notary Office.

b) Five (5) registration dossiers at the administrative agencies according to the regulations of the People's Committees of the provinces and cities;

c) Four (04) copies kept at the Company's head office.

3/ This Charter is the sole and official of the Company.

4. Copies or extracts of the company's charter shall be valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

PORTSERCO LOGISTICS JOINT STOCK COMPANY
TM. GENERAL MEETING OF SHAREHOLDERS
BOARD
President



VU QUANG VINH