

THE WAY FORWARD

CHARTER OF

GEMADEPT GROUP CORPORATION

Ho Chi Minh City, October 22nd, 2026

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INTRODUCTION

This Charter was the legal basis for the organization and operation of Gemadept Group Corporation. This Charter was approved pursuant to Resolution No. 080/NQ-DHDCD-GMD dated 06 May 2026 of the Annual General Meeting of Shareholders held on May 6th, 2026 and was updated pursuant to Resolution No. 318/NQ-HĐQT-GMD dated October 22nd, 2026 of the Board of Management.

CHAPTER I: DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

   (a) "**Shareholder**" means an individual or organization owning at least one share of the Company;

   (b) "**Charter Capital**" means the total par value of shares sold or registered for purchase on establishment of the enterprise and as stated in Article 6 of this Charter;

   (c) "**Voting capital**" is the share capital, whereby the owner has the right to vote on matters falling under the authority of the General Meeting of Shareholders;

   (d) "**Law on Enterprises**" means Law on Enterprise No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

   (e) "**Law on Securities**" means the Law on Securities, Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

   (f) "**Date of Establishment**" means the date on which the Company is issued with its initial Enterprise Registration Certificate (Business Registration Certificate and documents of equivalent value);

   (g) "**Enterprise Executive**" means the General Director, deputy director (deputy general director), chief accountant and other managers as regulated in this Charter;

   (h) "**Enterprise manager**" means the person who manages the company, including the Chairman of the Board of Management, members of the Board of Management, the Director (General Director) and individuals holding other management titles as prescribed in the Charter.

   (i) "**Related Person**" means any individual or organization stipulated in Article 4.23 of the Law on Enterprises and in Article 4.46 of the Law on Securities;

   (j) "**Major Shareholder**" means a shareholder as prescribed in Article 4.18 of the Law on Securities;

   (k) "**Duration of Operation**" means the duration of operation of the Company stated in Article 2 of this Charter and the extended period (if any) passed by the General Meeting

of Shareholders of the Company by a resolution;

(l) "**Vietnam**" means the Socialist Republic of Vietnam.

2. In this Charter, any reference to one or more other provisions or documents includes amendments or replacements.

3. Headings (chapters and articles of this Charter) are used for convenience only and shall not affect the contents of this Charter.

CHAPTER II: NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, DURATION OF OPERATION OF THE COMPANY, LEGAL REPRESENTATIVES OF THE COMPANY

Article 2. Name, form, head office, branch, representative office and duration of operation of the Company

1. Name of the Company:

- Name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN GEMADEPT
- Name in English: GEMADEPT GROUP CORPORATION
- Abbreviated name: GEMADEPT GROUP
- Name in transaction: GEMADEPT GROUP

2. The Company is a shareholding company having legal entity status in compliance with applicable law of Vietnam.

3. Registered head office of the Company is:

- Address: 2bis-4-6 Le Thanh Ton Street, Sai Gon Ward, Ho Chi Minh City, Viet Nam
- Telephone: 84-28- 38 236 236
- Fax: 84-28- 38 235 236
- Email: info@gemadept.com.vn
- Website: www.gemadept.com.vn
- Logo:

4. The Company may establish branches and representative offices in the areas of business in order to carry out the operational objectives of the Company in compliance with decisions of the Board of Management and to the extent permitted by law.

5. Except for early termination of operation in accordance with Article 52.2 or extension of operation in accordance with Article 53 of this Charter, the Duration of Operation of the Company shall commence from the Date of Establishment and shall be an indefinite term.

Article 3. Legal representatives of the Company

1. The Company has one (01) legal representative. The General Director is the legal representative of the Company.
2. Rights and obligations of the legal representative are decided by the Board of Management in accordance with the Law on Enterprises, Securities Law and this Charter.
3. The legal representative is responsible to the General Meeting of Shareholders, Board of Management for issues within the scope of their powers as mentioned in this Article and the provisions of law.

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

Article 4. Operational objectives of the Company

1. The Company's business activities include:

No.	Business Lines	Branch Code
1.	Freight transport by road Detail: Multi-modal transportation, transport and operation of container yards and related services, to perform maritime agency and brokerage.	4933 (Main)
2.	Construction of other civil engineering Detail: Construction of wharves, yards, civil and industrial works.	4290
3.	Inland waterway freight transport Detail: River freight transport.	5022
4.	Other transportation supporting activities Detail: Stevedoring services.	5229
5.	Building of ships and floating structures Detail: Building, repair of maritime - inland waterway transport equipment.	3011
6.	Other amusement and recreation activities not elsewhere classified Detail: Trading in tourist and entertainment areas: eco-tourism areas, golf courses and hotels.	9329
7.	Growing and taking care of forests	0210
8.	Manufacture of other rubber products (except for waste recycling, rubber rolling at the registered head office)	2212
9.	Coastal and sea freight water transport Detail: Sea freight transport.	5012
10.	Direct supporting services for waterway transport Detail: Freight forwarding services by sea.	5222
11.	Trading of real estate, land use rights of owner, users or leased land	

	Detail: Investment and operating sea ports; Investment, developing and operating industrial zones, residential areas; Investment and developing tourist and entertainment areas including eco-tourism areas, golf courses and hotels.	6810
12.	Leasing of other machinery, equipment and tangible goods Detail: Chartering of vessels, leasing of containers, machines and maritime equipment.	7730
13.	Restaurants and mobile food services Detail: Running restaurants.	5610
14.	Growing of rubber tree	0125
15.	Wholesale of other machinery, other equipment and spare parts Detail: Sale and purchase of vessels, containers, machine and marine equipment.	4659
16.	Cargo handling Detail: Road cargo handling; Seaport cargo handling; Riverport cargo handling.	5224
17.	Leasing of motor vehicles	7710
18.	Management consultant services (except for tax consultancy, financial consultancy and legal consultancy)	7020
19.	Market research and public opinion polling Detail: Market research (excluding public opinion polling)	7320
20.	Computer programming activities Details: Software production; Software implementation services; Software consulting and system consulting services; System analysis services; System design services; Programming services (CPC 842)	6201
21.	Computer consultancy and computer system management Details: Consulting services related to computer hardware arrangement (CPC 841)	6202
22.	Other information technology and computer service activities Details: Other computer services; Data preparation services (CPC 849)	6209
23.	Data processing, hosting and related activities Details: Data processing services (CPC 843)	6311

2. Operational Objectives of the Company:

(a) To develop GEMADEPT as a leading corporation in the field of integrated Port-Logistics ecosystem, with the mission of promoting economic flows, creating added values for the country, other enterprises and partners through comprehensive service chain and outstanding solutions.

(b) To maximize profit for the company and shareholders by promoting business, implementing new technologies and know-how and best managing resources.

(c) To extend the network and business to international market.

(d) To develop human resource and ensure both righteous interests and good working environment for the labors.

(e) To fulfill all obligations towards the Government, to contribute to the prosperous development of the country.

Article 5. Scope of business and operations of the Company

1. The Company is permitted to formulate plans and carry out all business activities in accordance with the lines of business of the Company announced on the national enterprise registration information portal and in this Charter and in compliance with applicable law, and is permitted to take appropriate measures to achieve the objectives of the Company.

2. The Company may conduct business activities in other fields not prohibited by law and approved by the General Meeting of Shareholders.

CHAPTER IV: CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares and founding shareholders

1. The Charter Capital of the Company is *VND 6,493,373,920,000 (in words: Six trillion four hundred ninety-three billion three hundred seventy-three million nine hundred twenty thousand Vietnamese dong)*.

   The total amount of Charter Capital of the Company shall be dividied into *649,337,392 (in words: Six hundred forty-nine million three hundred thirty-seven thousand three hundred ninety-two)* shares with par value of 10,000 VND/share.

2. The Company may change its Charter Capital upon approval of the General Meeting of Shareholders and in accordance with law.

3. Shares of the Company on the date of approval of this Charter shall comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders attached to each class of shares are stated in articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares upon approval of the General Meeting of Shareholders and in accordance with law.

5. Ordinary shares shall be given priority to be offered for sale to existing shareholders in proportion to their ratio of ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares for which shareholders do not register to fully subscribe shall be decided by the Board of Management of the Company. The Board of Management may allocate such shares to entities on such

terms and manner as the Board of Management considers appropriate, but must not sell such shares with conditions more favourable than the conditions offered to existing shareholders, except where shares are sold through the Stock Exchange by way of an auction.

6. The Company may purchase shares issued by itself in a manner stipulated in this Charter and applicable law. Shares redeemed by the Company shall be treasury shares and the Board of Management may offer them for sale in a manner complying with the Law on Securities, relevant guidelines and the provisions of this Charter.

7. The Company may issue other types of securities upon approval of the General Meeting of Shareholders and in accordance with law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued with share certificates corresponding to the number of shares and class of shares owned.

2. Share certificates are certificates issued by the Company or book entries or electronic data certifying the ownership of one or more shares of the Company. Share ceritificates must contain the details stated in Article 121.1 of the Law on Enterprises.

3. The owner of shares shall be issued with a share certificate within a period of five (5) days after the date of submission of a complete application file for assignment of the ownership of shares as stipulated by the Company, or within a period of two (2) months (or such other period stipulated in the issue terms) after the date of full payment of the purchase price of shares as stipulated in the share issue plan of the Company. The owner of shares is not required to pay the Company any expenses for printing the share certificate.

4. When the share certificate is lost, destroyed or damaged, the holder of such share certificate may apply proposal for a new share certificate. Shareholder proposal must include below information:

    a) Information about the certificate that have been lost, damaged or otherwise destroyed;

    b) Commitment to be responsible for disputes arising from the re-issuance of such certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company shall be issued with the signature of a legal representative and seal of the Company.

Article 9. Assignment of shares

1. All shares shall be freely assignable unless otherwise stipulated by this Charter and law. Shares listed and registered for trading on the Stock Exchange shall be assigned in accordance with the law on securitites and securitites market.

2. Shares which have not yet been paid for in full shall not be assignable nor entitled to related benefits such as right to receive dividends, right to receive shares issued to increase shareholding capital from equity, right to purchase new shares offered for sale or other benefits as stipulated by law.

Article 10. Revocation of shares

1. Where a shareholder fails to pay in full and on time the amount payable to purchase the shares, the Board of Management shall provide a notice and has the right to require such shareholder to pay the residual amount together with interest on such amount and expenses arising from failure to pay in full to the Company.
2. The payment notice mentioned above must specify the new time-limit for payment (at least seven days after the date of sending the notice) and place for payment, and clearly state that the number of shares which have not yet been paid for in full shall be revoked in the case of failure to make payment correctly as requested.
3. The Board of Management has the right to revoke shares which have not yet been paid for in full and on time if the requirements in the above-mentioned notice have not been fulfilled.
4. Revoked shares shall be deemed to be shares entitled to be offered for sale as stated in Article 112.3 of the Law on Enterprises. The Board of Management may, by itself or by authorization, sell or re- distribute such shares on conditions and in the manner the Board of Management considers appropriate.
5. The shareholder holding the revoked shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon revocation under the decision of the Board of Management for the period from the date of revocation to the date of payment. The Board of Management has the full authority to enforce payment for the entire value of the share certificate at the time of revocation.
6. A revocation notice shall be sent to the holders of shares to be revoked prior to the time of revocation. The revocation shall remain valid even if there is any error or negligence during the course of sending the notice.

CHAPTER V: ORGANIZATION, MANAGEMENT AND CONTROL STRUCTURE

Article 11. Organization, management and control structure

The organization, management and control structure of the Company comprises:

1. General Meeting of Shareholders;
2. Board of Management;
3. Board of Control;
4. General Director.

CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Shareholders are the owners of the Company and have the rights and obligations corresponding to the number and class of shares owned by them.

2. Ordinary shareholders have the following rights:

   (a) To attend and express opinions at meetings of the General Meeting of Shareholders and to exercise the right to vote directly [in person] at meetings of the General Meeting of Shareholders or via an authorized representative or by remote postal or email vote, or by online vote;

   (b) To receive dividends at the rate decided by the General Meeting of Shareholders;

   (c) To freely assign shares which have been paid for in full in accordance with this Charter and applicable law;

   (d) To be given priority when buying new shares in proportion to each shareholder's holding of ordinary shares;

   (e) To access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;

   (f) To sight, consult and make an extract or copy of this Charter, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

   (g) If the Company is dissolved or goes bankrupt, the shareholders will receive part of the remaining assets in proportion to their holdings in the Company;

   (h) To request the Company to redeem shares in the cases stipulated in Article 132 of the Law on Enterprises;

   (i) To be treated equally. Each share of the same class gives shareholders equal rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations attached to these types of preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

   (j) Have full access to periodic and extraordinary information published by the Company in accordance with the law;

   (k) To have their legitimate rights and interests protected; to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Management in accordance with the Law on Enterprises;

   (l) Other rights stipulated in this Charter and by law.

3. A shareholder or a group of shareholders holding 5% (five percent) or more of the total number of ordinary shares has the following rights:

   (a) To request the Board of Management to convene a General Meeting of Shareholders in accordance with articles 115 and 140 of the Law on Enterprises;

   (b) To review, search, extract the number of minutes, decisions of the Board of Management, semi-annual and annual financial statements, reports of the Board of Control, contracts, transactions that must be approved by the Board of Management and other documents, except documents related to trade secrets and business secrets of the Company;

   (c) To request the Board of Control to inspect each issue relating to the management and executive administration of the Company where considered necessary. The request must be made in writing and must contain the full name, permanent address, nationality, number of people's identity card, citizen's card, passport or other lawful personal identification of a shareholder being an individual; and the name, enterprise code number or establishment decision, and head office address of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership over the total number of shares of the Company; issues to be inspected and purpose of the inspection;

   (d) Other rights stipulated in this Charter.

4. A shareholder or a group of shareholders holding at least or more 10% (ten percent) of the total number of ordinary shares has the right to nominate candidates to the Board of Management or the Board of Control in accordance with Articles 26 and 37 of this Charter. Ordinary shareholders form a group to nominate candidates to the Board of Management or the Board of Control must notify in advance to the attending shareholders before the opening of the General Meeting of Shareholders.

Article 13. Obligations of shareholders

A shareholder has the following obligations:

1. To comply with this Charter and the internal rules of the Company; to comply with decisions of the General Meeting of Shareholders and of the Board of Management.

2. To not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.

3. To protect the confidential information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals

4. To attend meetings of the General Meeting of Shareholders and to exercise voting rights by the following methods:

   (a) To attend and vote directly in person at the meeting;

   (b) To authorize another person to attend and vote at the meeting;

   (c) To attend and vote at an online meeting, or to send an electronic vote or to vote by some other electronic means;

   (d) To send votes to the meeting by letter, fax or email.

5. To pay the purchase price of shares which have been registered for subscription fully and punctually.

6. To provide the correct address when registering to subscribe for shares.

7. To fulfil other obligations in accordance with applicable law.

8. To bear personal liability when the shareholder performs one of the following acts in any form in the name of the Company:

   (a) Violation of law;

   (b) Conducting business and other transactions for the personal benefit of the shareholder or other organizations or individuals;

   (c) Premature payment of debts where the Company is likely to be in financial danger.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, including all shareholders with voting rights, is the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once a year (01). The General Meeting of Shareholders shall be held for a period of four (04) months from the end date of the fiscal year. The Board of Management shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 06 (six) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. 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 Management shall convene the annual General Meeting of Shareholders and choose a suitable location. The annual General Meeting of Shareholders shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited audit organization that audited the Company's financial statement to participate in the annual General Meeting of Shareholders. The invited representative of the audit organization has the responsibility to participate in the annual General Meeting of Shareholders.

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

   (a) The Board of Management considers that it is necessary to do so in the interests of the company;

   (b) The quarterly, six monthly or annual financial statements as audited reflect the loss of half of the equity in comparison with the amount at the beginning of the same period;

   (c) The number of members of the Board of Management, of independent members of the Board of Management, or of Members of Board of Control is less than the number of members required by law or the number of members of the Board of Management is reduced by more than one-third of the number of members required by this Charter;

   (d) A shareholder or group of shareholders stipulated in Article 12.3 of this Charter requests to convene the General Meeting of Shareholders. Such request must be in writing and clearly state the purpose of the meeting, and must be signed by all related shareholders or such request may be made in multiple copies and signatures of all the related shareholders then collated;

   (e) The Board of Control requests to convene a meeting if the Board of Control has a reason to believe that a member of the Board of Management or other manager has committed a serious breach of their obligations stipulated in Article 165 of the Law on Enterprises or that the Board of Management acts or intends to act outside the scope of its powers;

   (f) Other cases as stipulated by law and in this Charter.

4. Convening of an extraordinary meeting of the General Meeting of Shareholders:

   (a) The Board of Management must convene a meeting of the General Meeting of Shareholders within a time-limit of thirty (30) days from the date on which the number of remaining members of the Board of Management, of independent members of the Board of Management or of Members of Board of Control as stipulated in Clause 3(c) of this Article or from the date of receipt of a request stated in Clauses 3(d) and 3(e) of this Article;

   (b) Where the Board of Management fails to convene a meeting of the General Meeting of Shareholders in accordance with Clause 4(a) of this Article, then within the next thirty (30) days the Board of Control must, in place of the Board of Management, convene a meeting of the General Meeting of Shareholders in accordance with Article 140.3 of the Law on Enterprises;

   (c) Where the Board of Control fails to convene a meeting of the General Meeting of Shareholders in accordance with Clause 4(b) of this Article, then within the next thirty (30) days the requesting shareholder or group of shareholders as stipulated in Clause 3(d) has the right to convene, in place of the Board of Management and the Board of Control, a meeting of the General Meeting of Shareholders in accordance with Article 140.4 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration office to supervise the sequence and procedures for convening and conducting the meeting and making decisions by the General Meeting of Shareholders. All expenses for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses spent by the shareholders for attending the General Meeting of Shareholders including travel and accommodation costs.

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

1. The annual General Meeting of Shareholders has the right to discuss and approve the following items:

   (a) Audited annual financial statements;

   (b) Reports of the Board of Management;

   (c) Reports of the Board of Control;

   (d) Short-term and long-term developmental plans of the Company.

2. The annual and an extraordinary General Meeting of Shareholders shall pass decisions on the following matters:

   (a) Approval of annual financial statements;

   (b) Rate of dividends paid annually for each class of shares in compliance with the Law on Enterprises and the rights attached to such class of shares. Such rate of dividends must not be higher than the rate proposed by the Board of Management after consulting the shareholders at the General Meeting of Shareholders;

   (c) Number of members of the Board of Management and Board of Control;

   (d) Approving the list of audit firms; decide that the audit firm is approved to inspect the Company's activities when it deems it necessary;

   (e) Election, dismissal, removal and replacement of members of the Board of Management and of the Board of Control;

   (f) Total remuneration, bonus and other benefits for the Board of Management, Board of Control;

   (g) Approve, amend, supplement the Charter of the Company;

   (h) Approve, amend, supplement the Internal Corporate Governance Regulations, Operation Rule of the Board of Management and Operation Rule of the Board of Control;

   (i) Types of shares and the total number of shares of each class that may be offered for sale;

   (j) Division, separation, consolidation, merger or conversion of the Company;

   (k) Restructuring and dissolution (liquidation) of the Company and appointment of a liquidator;

(l) Inspection of and dealing with breaches by the Board of Management or the Board of Control which cause loss and damage to the Company and its shareholders;

(m) Decision on transactions of investment/selling assets of the Company with a value of thirty-five (35) percent or more of the total value of assets of the Company recorded in the most recent audited financial statements;

(n) Decision on redemption of ten (10) percent or more of any one class of issued shares;

(o) The Company signs a contract or conducts a transaction with any entity stipulated in Article 167.1 of the Law on Enterprises with a value equal to thirty-five (35) percent or more of the total value of assets of the Company recorded in the most recent audited financial statements;

(p) Approve plans for private placements of convertible bonds and warrant-linked bonds;

(q) Other matters as stipulated by law and in this Charter.

3. A shareholder is not entitled to vote in the following cases:

(a) Approval of contracts stipulated in Clause 2 of this Article when such shareholder or a related person of such shareholder is a party to such contract;

(b) Redemption of shares by such shareholder or a related person of such shareholder except where such redemption is implemented on the basis of the ratio of ownership of all shareholders or such redemption is implemented via order matching on the Stock Exchange or via a public offer as stipulated by law.

4. All resolutions and matters included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorized representatives

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may authorize individuals or organizations to act as their representatives to attend. If there is more than one (1) representative, then the number of shares and the number of votes authorized to each representative must be specified.

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

(a) If an individual shareholder is the principal, the power of attorney must be signed by such shareholder and by the individual authorized or by the legal representative of the organization authorized to attend the meeting;

(b) If a shareholder being an organization is the principal, then the power of attorney must be signed by the authorized representative or legal representative of the shareholder being an organization, and by the individual authorized or by the legal representative of the organization authorized to attend the meeting;

(c) In other cases the power of attorney must be signed by the legal representative of the shareholder and by the person authorized to attend the meeting.

(d) A person authorized to attend the General Meeting of Shareholders must submit the written authorization before entering the meeting room.

3. Where a lawyer on behalf of the principal signs a written appointment of a representative, the appointment of such representative shall be deemed to be effective only if such written appointment is presented together with the power of attorney authorizing the lawyer (if it was not registered with the Company).

4. Except for the case stipulated in Clause 3 of this Article, the voting card of the person authorized to attend the meeting within the scope of authorization shall remain effective in any one of the following cases:

(a) The principal dies, or his or her capacity for civil acts is lost or is restricted;

(b) The principal rescinds the appointment of authorization;

(c) The principal rescinds the authority of the [particular] person carrying out the authorization.

(d) This Clause shall not apply in a case where the Company receives a notice of one of the above cases prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 17. Change of rights

1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation is approved by the shareholders holding at least sixty-five (65) percent of ordinary shares who are in attendance. The General Meeting of Shareholders Resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.

2. The organization of the meeting of shareholders holding a type of preference share to approve the change of the above rights is only valid when there are at least two (02) shareholders (or authorized representatives of the company) and hold at least one third (1/3) of the par value of the issued shares of such class. In case there are not enough delegates as mentioned above, the meeting shall be re-organized within thirty (30) days after and the holders of shares of such class (regardless of the number of people and the number of shares) being present directly or through an authorized representative shall be deemed to be sufficient for the required number of delegates. At the meetings of shareholders holding preferred shares mentioned above, holders of shares of such class present directly or through their representatives may request secret votes. Each share of the same class has equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such a separate meeting shall be conducted in the same way as stipulated in articles 19, 20 and 21 of this Charter.

4. Unless otherwise stipulated in the terms of share issues, special rights attached to various classes of shares with preference rights with respect to some or all matters relating to the distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening of General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders

1. The Board of Management shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Article 14.4(b) or 14.4(c) of this Charter.

2. The convenor of the General Meeting of Shareholders must carry out the following duties:

   (a) Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders no later than five (5) days prior to the date of sending the notice of invitation to the meeting; The Company must disclose information about making a list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

   (b) Prepare the agenda and issues to be discussed at the meeting;

   (c) Prepare data for the meeting;

   (d) Draft resolutions of the General Meeting of Shareholders in accordance with the matters proposed to be discussed at the meeting;

   (e) Determine the time and venue for holding the General Meeting of Shareholders in the event of a direct meeting and/or determine the software system used in the event of an online meeting;

   (f) Inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

   (g) Other work to service the meeting.

3. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by registered means, and at the same time shall be announced on the websites of the Company, of the State Securities Commission and of the Stock Exchange (applicable to companies listed or registered for trading). The convenor of the General Meeting of Shareholders must send a notice to all shareholders on the list of shareholders entitled to attend, at least twenty one (21) days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox). The agenda of the General Meeting of Shareholders and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the Company. If no data is attached to the

notice of the meeting of the General Meeting of Shareholders, then the notice of invitation to the meeting must include clear guidelines on how all data or documents can be accessed by shareholders, such data to comprise:

(a) The meeting agenda and data to be used at the meeting;

(b) List and detailed information about each candidate if electing members to the Board of Management or Board of Control;

(c) Voting cards;

(d) Sample form for appointing an authorized representative to attend the meeting;

(e) Draft resolutions on each matter on the agenda.

4. A shareholder or group of shareholders referred to in Article 12.3 of this Charter has the right to propose any issue to be included on the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (3) business days before the opening day of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, their residential addresses, nationalities, number of their people's identity card, citizen's card, passport or other valid personal identification document in the case of individuals; and names, enterprise code numbers or establishment decisions, and head office address in the case of a shareholder being an organization; and number and class of shares held by them, and the items proposed to be included in the agenda.

5. The convenor of the General Meeting of Shareholders has the right to reject any proposal as set out in Clause 4 of this Article in the following cases:

(a) The proposal was sent outside the stipulated time-limit or is incomplete or is irrelevant;

(b) At the time of the proposal, the shareholder or group of shareholders did not have five percent (5%) or more of the ordinary shares for a consecutive period of six months in accordance with Article 12.3 of this Charter;

(c) The issues proposed do not fall within the authority of the General Meeting of Shareholders for decision;

(d) Other cases as stipulated by law and set out in this Charter.

6. The convenor of the General Meeting of Shareholders shall include the issues proposed in accordance with Clause 4 of this Article in the draft agenda, except in the cases specified in Clause 5 of this Article. The issues will be included in the official agenda if their inclusion is accepted by the General Meeting of Shareholders.

Article 19. Conditions for conducting meeting of General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the voting shares. A shareholder is considered to have attended and voted at the General Meeting of Shareholders when attending and voting in any cases as provided in Article 13.2 of this Charter.

2. Where the number of attendees required is insufficient within thirty (30) minutes after the stipulated time fpr opening the meeting, the convenor of the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within a period of thirty (30) days from the intended date of holding the first General Meeting of Shareholders. The re-convened General Meeting of Shareholders shall be conducted only when the attending members are shareholders representing at least thirty-three percent (33%) of the total voting shares.

3. Where a meeting convened for the second time is not able to be conducted due to an insufficient number of attendees required to be present thirty (30) minutes after the stipulated time for opening the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the intended date of conducting the second meeting; and in such case, the meeting shall be conducted irrespective of the number of attending shareholders representing total voting shares, and shall be deemed valid and have the right to make decisions on all issues proposed to be passed at the first General Meeting of Shareholders.

Article 20. Procedures for conducting and voting at a direct meeting of the General Meeting of Shareholders

1. On the date of holding the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and who are present have been registered.

2. Upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights which states registration number, full name of shareholder, full name of authorized representative and number of votes of such shareholder. When conducting voting at the meeting, the voting cards which agree with a resolution shall be collected first, then the voting cards which do not agree, and finally there shall be a count of the overall number of votes which agree or do not agree to make a decision. The total number of votes which agree, which do not agree, and abstentions and invalid votes on each issue shall be announced by the chairman immediately after voting on such issue. The General Meeting of Shareholders shall elect the persons responsible to check the votes or to supervise the checking of votes at the request of the chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders on the basis of a request of the chairman.

3. Any shareholder or authorized representative who comes to the General Meeting of Shareholders late shall be registered immediately and thereafter has the right to attend and vote at the meeting. The chairman is not responsible to delay the meeting so that late shareholders may register, and the effectiveness of any voting which has already been conducted before the late shareholders attended shall not be affected.

4. The Chairman of the Board of Management shall act as chairman of all meetings which are convened by the Board of Management. If the Chairman is absent or is temporarily unable to work, the remaining members of the Board of Management shall elect one of them to act as

the chairman of the meeting. If there is no person able to act as chairman, the Head of the Board of Control shall arrange for the General Meeting of Shareholders to elect the chairman of the meeting from amongst the persons attending the meeting, and the person with the highest number of votes shall act as the chairman of the meeting.

In other cases, the person who signed the document convening the meeting of the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a chairman of the meeting, and the person with the highest number of votes shall act as the chairman of the meeting.

5. The agenda and issues to be discussed at the General Meeting of Shareholders must be passed at the opening session, and the agenda must set out the specific time to be spent on each issue at the meeting.

6. The chairman of the meeting has the right to organize necessary activities to run the General Meeting of Shareholders in a valid and orderly manner or to enable the meeting to reflect the wishes of the majority of attendees.

7. The chairman of the meeting may adjourn it if there is agreement from or on request by the General Meeting of Shareholders for which sufficient shareholders are present, for the reasons set out in Article 146.8 of the Law on Enterprises.

8. The Convenor of the General Meeting of Shareholders may require the shareholders or authorized representatives attending the General Meeting of Shareholders to be checked or be subject to lawful and reasonable security measures. Where any shareholder or authorized representative refuses to comply with the inspection rules or security measures mentioned above, the Convenor of the General Meeting of Shareholders may, after careful consideration, reject or expel such shareholder or representative from the General Meeting of Shareholders.

9. The Convenor of the General Meeting of Shareholders may, after careful consideration, take appropriate measures to:

   (a) Arrange seating at the venue of the meeting of the General Meeting of Shareholders;

   (b) Ensure safety for all persons present at the venue of the meeting;

   (c) Facilitate the shareholders to attend (or continue to attend) the meeting. The Convenor of the General Meeting of Shareholders has full powers to change the above measures and take all other necessary measures which may include issuance of entry permits or use of other selected forms.

10. If the meeting of the General Meeting of Shareholders takes any of the above measures, then the Convenor of the General Meeting of Shareholders may, when determining the venue of the meeting:

    (a) Notify that the meeting will be conducted at the venue stated in the notice and the chairman of the meeting shall be present there ("Official Venue of the Meeting");

(b) Arrange and organize matters so that the shareholders or authorized representatives unable to attend the meeting in accordance with this Article or the persons who wish to attend at a venue different from the Official Venue of the Meeting can attend the meeting at the same time;

A notice of holding a meeting is not required to state the detailed measures for holding it in accordance with this Article.

11. In this Charter (unless the context requires otherwise), all shareholders shall be deemed to attend the meeting at the Official Venue of the Meeting.

12. The Company shall hold the General Meeting of Shareholders at least once per year. The annual General Meeting of Shareholders shall not be held by way of collection of written opinions.

Article 21. Procedures for conducting and voting at an online meeting of the General Meeting of Shareholders

1. The General Meeting of Shareholders can meet and cast votes through online meetings. The attendance and voting of shareholders are carried out on the software system selected by the Company (the "Software system"). Voting results of shareholders through the Software system have the same validity as the voting results at the direct meeting of the General Meeting of Shareholders.

2. Before the opening of the meeting, the Software system will be opened and shareholders will register attendance at the online meeting by logging into the Software System in accordance with the information and instructions attached to the notice of invitation. Shareholders successfully logging into the Software System are considered eligible to attend and vote online at the General Meeting of Shareholders.

3. Shareholders exercise their right to express opinions, vote and elect via the Software System in accordance with the instructions attached to the notice of invitation. Shareholders may conduct online voting from the time of successful login into the Software System and online voting results are recorded upon completion of voting for each agenda issue or upon completion of voting for each agenda issue (the "End of voting period"). In the event that shareholders have successfully logged into the Software system but do not vote online or lose connection (due to connection error, network error, equipment problem) prior to the End of voting period, the Software system will record the attendance of the shareholders and deem agenda issues which have not been voted by the shareholders as no comments/ not voting any other candidates/ other comments.

4. If shareholders log out of the Software system or lose their connection but then re-login or reconnect to the Software system prior to the End of voting period, shareholders may continue to vote for the remaining issues and and the effectiveness of any voting which has already been conducted will not be affected.

5. In case the online General Meeting of Shareholders lose connection (due to connection error, network error, equipment problem or problem of the Software system), the chairman of the Meeting will decide to suspend the online meeting of the General Meeting of Shareholders for troubleshooting with an appropriate period of time depending on the actual situation.

6. In case the Company holds a meeting of the General Meeting of Shareholders in the form of a combination of direct and online meeting, shareholders' attendance and voting results will be recorded in only one form (either direct or online), whichever comes first.

Article 22. Passing decisions of the General Meeting of Shareholders

1. Decisions of the General Meeting of Shareholders on the following issues shall be passed when agreed by sixty-five percent (65%) or more of the total votes of the shareholders with voting rights attending the General Meeting of Shareholders:

   (a) Supplementation and amendment of the Company's Charter;

   (b) Types of shares and total amount of each type;

   (c) Division, separation, consolidation, merger or conversion of the Company;

   (d) Restructuring and dissolution (liquidation) of the Company and appointment of a liquidator;

   (e) Transactions of investment or selling assets of the Company with a value of thirty-five percent (35%) or more of the total value of assets of the Company recorded in the most recent audited financial statements.

2. Election of membership to the Board of Management and Board of Control must be implemented in accordance with articel 148.3 of the Law on Enterprises.

3. Except for the cases stipulated in Clauses 1 and 2 of this Article, decisions of the General Meeting of Shareholders on other issues shall be passed when agreed by more than fifty percent (50%) of the total votes of the shareholders with voting rights attending the General Meeting of Shareholders.

4. Resolutions of the General Meeting of Shareholders shall be approved when they are passed by 100% of the total number of votes of shareholders and shall be immediately valid and effective even if the sequence and procedures for passing resolutions are not correctly implemented as required by regulations.

Article 23. Authority and procedures for collection of shareholders' written opinions in order to pass decisions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Management has the right to collect shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders if considered necessary in the interests of the Company.

2. The Board of Management must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The Board of Management must ensure it sends and announces the documents to the shareholders within a reasonable period for their review and voting, and must send same at least ten (10) days prior to the expiry date for receipt of written opinion forms. The requirements and method of sending the written opinion forms and any attached documents shall be implemented in accordance with the provision in Article 18.3 of this Charter.

3. The written opinion form must contain the following basic details:

   (a) Name, head office address and enterprise code number of the Company;

   (b) Purpose of collecting written opinions;

   (c) Full name, permanent address, nationality and number of people's identity card, citizen's card, passport or other lawful personal identification in respect of a shareholder being an individual; and the name, enterprise code number or number of the establishment decision, and head office address of a shareholder being an organization or the full name, permanent address, nationality and number of people's identity card, citizen's card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; and the number of shares of each class and number of votes of the shareholder;

   (d) Issues on which it is necessary to obtain opinions in order to pass a decision;

   (e) Voting options comprising agreement, non-agreement or abstention with respect to each issue on which it is necessary to obtain opinions;

   (f) Time-limit within which the completed written opinion form must be returned to the Company;

   (g) Full name and signature of the Chairman of the Board of Management and of the legal representative of the Company.

4. Any completed written opinion form must bear the signature of a shareholder being an individual, or of the legal representative of a shareholder being an organization, or of the authorized individual or of the legal representative of the authorized organization.

5. A written opinion form may be returned to the Company by the following methods:

   (a) By sending a letter in a sealed envelope, and no person may have the right to open the envelope prior to the vote counting;

   (b) By sending a fax or email, in which case the form must be kept confidential up until the time of vote counting.

   Any completed written form received by the Company after the expiry of the time-limit stated in the written opinion form shall be invalid, as shall be any form sent by letter which is announced prior to the time of vote counting, and any form sent by fax or email and

announced prior to the time of vote counting. Any written form which is not returned shall be deemed not to have participated in the voting.

6. The Board of Management shall conduct the vote-counting and then prepare minutes of the vote- counting in the presence of the Board of Control or of a shareholder not holding a managerial position in the Company. The minutes of vote-counting shall contain the following basic details:

   (a) Name, head office address and enterprise code number of the Company;

   (b) Purpose of collection of written opinions and issues on which it is necessary to obtain opinions in order to pass the resolution;

   (c) Number of shareholders with total number of votes having participated in the vote, classifying the votes into valid and invalid and mentioning the method by which the votes were returned, and including an appendix being a list of the shareholders having participated in the vote;

   (d) Total number of votes for, against and abstentions on each issue voted on;

   (e) Issues which have been passed;

   (f) Full name and signature of the Chairman of the Board of Management, of the legal representative of the Company and of the person who supervised the vote-counting.

   The members of the Board of Management and the persons who counted and supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and shall be jointly liable for any loss and damage arising from a decision which is passed due to an untruthful or inaccurate vote count.

7. The minutes shall be sent to all shareholders within fifteen (15) days after completion of the vote count. If the Company has a website, then the requirement on sending the minutes may be replaced by their publication on such website within twenty four (24) hours after completion of the vote count.

8. Written opinion forms which were returned, the minutes of the vote count, the full text of the resolution passed and any related documents or data sent with all of the written opinion forms must be archived at the head office of the Company.

9. A resolution which is passed by way of collecting shareholders' written opinions must be approved by the shareholders owned more than fifty percent (50%) of the total number of voting shares and shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 24. Minutes of meeting of General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be minuted and may be sound recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be in English, and must contain the following main details:

(a) Name, head office address and enterprise code number;

(b) Time and venue of the meeting of the General Meeting of Shareholders;

(c) Program and agenda of the meeting;

(d) Full names of the chairman and secretary;

(e) Summary of the developments at the meeting and of the opinions expressed at the General Meeting of Shareholders on each issue on the agenda;

(f) Number of shareholders and total number of votes of attending shareholders, and appendix listing the registered shareholders and representatives of attending shareholders together with the number of shares and corresponding number of votes;

(g) Total number of votes for each issue voted on, specifying the method of voting, the total number of valid and invalid votes, the number of votes for and against and abstentions; and the corresponding ratio of the total number of votes of shareholders attending the meeting;

(h) Issues which were passed and corresponding ratio of votes in favour of passing;

(i) Signatures of the chairman and of the secretary. In case the chairman, secretary refuses to sign the minutes of the meeting, the minutes will take effect if signed by all other members of the Board of Management attending the meeting and contain all the contents as prescribed in this Clause. The meeting minutes clearly state the refusal of the chairman and secretary to sign the minutes of the meeting.

Minutes prepared in Vietnamese and English shall be of equal legal validity. If there is any difference in the contents of the minutes between the Vietnamese and English versions, then the contents in the Vietnamese text shall apply.

2. The minutes of a meeting of the General Meeting of Shareholders must be prepared in full and passed prior to the end of the meeting. The chairman and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. The minutes of a meeting of the General Meeting of Shareholders must be published on the website of the Company within twenty four (24) hours, or sent to all the shareholders within fifteen (15) days after the end of the meeting.

4. The minutes of a meeting of the General Meeting of Shareholders shall be deemed to be evidence confirming the work conducted at such meeting, except where there are opinions opposing such contents correctly provided in accordance with the procedures within ten (10) days after the date on which the minutes were recorded.

5. The minutes of a meeting of the General Meeting of Shareholders and the appendix listing the shareholders registered to attend such meeting, powers of attorney or authorizations to attend the meeting and other relevant data must be archived at the head office of the Company.

Article 25. Demand for cancellation of decisions of General Meeting of Shareholders

1. Within ninety (90) days from the date of receipt of the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms of shareholders, members of the Board of Management or of the Board of Control and the Director (General Director), and a shareholder or group of shareholders as stipulated in Article 12.3 of this Charter have the right to request a court or an arbitrator to cancel a decision of the General Meeting of Shareholders in the following cases:

   (a) The sequence and procedures for convening the meeting of the General Meeting of Shareholders, for obtaining written opinions from shareholders or for issuing the decision of the General Meeting of Shareholders did not comply with the Law on Enterprises and this Charter, except in the case set out in Article 22.4 of this Charter.

   (b) The content of the resolution breached the law or the Company's Charter.

2. In a case where a decision of the General Meeting of Shareholders is cancelled in accordance with a decision of a court or an arbitrator, the Convenor of the meeting of the General Meeting of Shareholders at which such cancelled decision was passed may consider re-organizing the General Meeting of Shareholders within thirty (30) days in accordance with the sequence and procedures stipulated in the Law on Enterprises and this Charter.

CHAPTER VII: BOARD OF MANAGEMENT

Article 26. Standing for election as and nominating members of Board of Management

1. If candidates for election as members of the Board of Management have been identified in advance, then information about such candidates must be included in the data for the meeting of the General Meeting of Shareholders and announced on the Company's website at least ten (10) days prior to such meeting in order for shareholders to access such information prior to voting. Candidates must provide a written undertaking that their personal details are truthful, accurate and appropriate, and must also undertake to discharge their duties honestly if elected as members of the Board of Management. The following minimum details about candidates must be announced:

   (a) Full name and date of birth;

   (b) Eeducational standard;

   (c) Professional qualifications;

   (d) Working history;

   (e) Companies in which they have held positions as members of the Board of Management and other managerial positions;

   (f) Report assessing the candidate's contribution to the Company if such candidate is currently a member of the Board of Management of the Company;

(g) Related interests (if any) in the Company;

(h) Full names of the shareholder or group of shareholders (if any) nominating such candidate;

(i) Any other information (if any).

2. A shareholder or group of shareholders holding from 10% to below 20% of the total voting shares has the right to nominate a maximum of one (1) candidate; or holding from 20% to below 30% has the right to nominate a maximum of two (2) candidates; or holding from 30% to below 40% has the right to nominate a maximum of three (3) candidates; or holding from 40% to below 50% has the right to nominate a maximum of four (4) candidates; or holding from 50% has the right to nominate a maximum of five (5) candidates.

3. If the number of candidates is insufficient, then the incumbent Board of Management may nominate additional candidates or they may be nominated in accordance with the regime stipulated by the Company in its internal rules on corporate governance. The procedures for the Board of Management to introduce candidates for membership of such board must be clearly announced and passed by the General Meeting of Shareholders prior to nomination in accordance with law.

Article 27. Composition and term of office of members of Board of Management

1. The Board of Management shall have at least five (5) members and not more than eleven (11) members. The term of office of a member of the Board of Management shall not exceed five (5) years, and a member of the Board of Management may be re-elected for an unlimited number of terms.

2. The composition of members of the Board of Management is as follows:

The total number of independent members of the Board of Management must comprise at least 1/3 of the total members of the Board of Management and must ensure the following:

(a) At least 01 independent member in case the company has from 03 to 05 members of the Board of Management;

(b) At least 02 independent member in case the company has from 06 to 08 members of the Board of Management;

(c) At least 03 independent member in case the company has from 09 to 11 members of the Board of Management;

3. Status as a member of the Board of Management shall be terminated in the following cases:

(a) Such member is ineligible to be a member of the Board of Management in accordance with the Law on Enterprises or is prohibited by law from being a member of a Board of Management;

(b) Such member submits an application for resignation;

(c) Such member suffers a mental disorder and the other members of the Board of Management have professional evidence that he or she has lost capacity for civil acts;

(d) Such member did not attend any meeting of the Board of Management for a consecutive period of six (6) months, except in a case of force majeure;

(e) Termination pursuant to a decision of the General Meeting of Shareholders;

(f) Failure to send personal details to the Company in his or her role as a candidate for election to the Board of Management;

(g) In other cases as stipulated by law and in this Charter.

4. The appointment of members of the Board of Management must be disclosed in accordance with the law on securities and securities market.

5. Members of the Board of Management may not be shareholders of the Company. A member of the Board of Management of the Company shall only concurrently be a member of the Board of Management in a maximum of 05 (five) other companies.

Article 28. Powers and duties of Board of Management

1. Business activities and affairs of the Company must be supervised and directed by the Board of Management. The Board of Management is the body with full powers to exercise all rights and discharge obligations of the Company which are not within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Management are as stipulated by law, this Charter and by the General Meeting of Shareholders. Specifically, the Board of Management has the following powers and duties:

(a) To make decisions on strategies, medium-term developmental plans and annual business plans of the Company;

(b) To determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

(c) To appoint and remove, sign contracts with and terminate activities of the Director (General Director) and other executives and to make decisions on their salary;

(d) To supervise and direct the Director (General Director) and other managers;

(e) To resolve complaints of the Company about enterprise managers and to make decisions selecting representatives of the Company to resolve issues relating to legal proceedings against such managers;

(f) To decide the organizational structure of the Company; establishment of subsidiaries, branches and representative officers; and contribution of capital to and purchase of shareholding in other enterprises;

(g) To propose restructuring or dissolution of the Company;

(h) To decide internal corporate governance regulations of the Company, operation regulations of the Board of Management, after the approval of the General Meeting of Shareholders, operating regulations of the audit committee and other sub-committees (if any) under the Board of Management;

(i) To decide the form of meeting, to approve the program, agenda and data for meetings of the General Meeting of Shareholders and the software system used in the event of an online meeting, to convene such meetings or to obtain opinions in order for the General Meeting of Shareholders to pass decisions;

(j) To propose annual dividend rates and to decide the time and procedures for payment of same;

(k) To propose classes of shares to be issued and the total number of shares of each class to be issued;

(l) To propose issuance of convertible bonds and warrant bonds;

(m) To determine the price of shares and bonds offered for sale if so authorized by the General Meeting of Shareholders;

(n) To submit to the General Meeting of Shareholders the audited annual financial statements and reports on management of the company;

(o) Other rights and obligations (if any).

3. The following matters must be approved by the Board of Management:

(a) Establishment of branches and representative offices of the Company;

(b) Establishment of subsidiaries of the Company;

(c) Through purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, Clauses 1 and 3 Article 167 of the Law on Enterprises;

(d) Investments not included in the business plans and budgets which exceed 5 percent, or investments exceeding ten (10) percent of the planned value and in annual business budgets;

(e) Purchase or sale of shares or capital contribution portions in other companies established in Vietnam or overseas;

(f) Valuation of assets contributed to the Company which are not in cash relating to the issuance of shares or bonds of the Company, comprising gold, land use rights, intellectual property rights, technology and technological know-how;

(g) Redemption or recovery by the Company of no more than ten (10) percent of shares of each class which were offered for sale within the previous twelve (12) month period;

(h) Decision on the redemption or recovery price of shares of the Company;

(i) Decision on plans for offering of non-convertible bonds without warrant and other capital mobilization of the Company, and must report to the nearest General Meeting of Shareholders;

(j) Business issues or transactions which require approval as decided by the Board of Management within the scope of its powers and responsibilities.

4. The Board of Management must make a report to the General Meeting of Shareholders on its activities, in particular supervision by such Board of the General Director and other managers within a financial year. If the Board of Management fails to submit such report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not to have been approved by the Board of Management.

5. Unless otherwise stipulated by law and this Charter, the Board of Management may authorize lower level staff and managers to deal with work on behalf of the Company.

Article 29. Remuneration, salary and other benefits of members of Board of Management

1. Members of the Board of Management (excluding authorized representatives) are entitled to remuneration for their work in their capacity as members of such Board. The total remuneration for the Board of Management shall be determined by the General Meeting of Shareholders and shall be distributed to members of such Board as agreed within the Board or shall be distributed amongst all members equally if the Board fails to reach an agreement.

2. The total amount of money paid to each member of the Board of Management comprising remuneration, expenses, commission, share options and other benefits conferred by the Company, its subsidiaries, affiliated companies and other companies in which the member of the Board of Management is the capital contribution representative must be disclosed in detail in the annual report of the Company. The remuneration of members of the Board of Management must be set out in a separate section of the annual financial statements of the Company.

3. Any member of the Board of Management who holds a managerial position or who works on a sub- committee of the Board of Management or who performs other work which is, in the opinion of the Board of Management, beyond the scope of the normal duties of a member of the Board of Management may be paid additional remuneration in the form of a lump sum wage on each occasion, or salary, commission, profit percentage or other form as decided by the Board of Management.

4. Members of the Board of Management are entitled to reimbursement of all travel and accommodation expenses and other reasonable expenses paid by them when performing their responsibilities as a member of such Board, including expenses arising out of attending meetings of the General Meeting of Shareholders, of the Board of Management or of sub-committees of such Board.

Article 30. Chairman of Board of Management

1. The General Meeting of Shareholders or the Board of Management must select one of the members of the Board of Management to act as Chairman. The Chairman of the Board of Management shall not concurrently hold the title of General Director (Director) of the Company.

2. The Chairman of the Board of Management is responsible to prepare the agenda and data for, and to convene and chair meetings of such Board; and to chair the General Meeting of Shareholders; and concurrently has other rights and responsibilities stipulated in the Law on Enterprises and this Charter.

3. The Chairman of the Board of Management is responsible to ensure that the Board of Management sends annual financial statements, operational reports of the Company, audit reports and inspection reports of the Board of Management to the shareholders at the General Meeting of Shareholders.

4. The Chairman of the Board of Management may be dismissed pursuant to a decision of such Board. If the Chairman of the Board of Management resigns or is dismissed, the Board of Management must elect another person for replacement within a period of ten (10) days.

5. In case the Chairman of the Board of Management is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Management in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Management is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Management under the majority principle until a new decision is issued by the Board of Management.

Article 31. Meetings of Board of Management

1. If the Board of Management elects the Chairman, the initial meeting of a term of the Board of Management in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (7) business days from the date of completion of the election of the Board of Management for that term. Such meeting shall be convened by the member who obtains the highest number or percentage of votes. If two or more members obtain the same highest number or percentage of votes, such members shall elect by a majority vote a person amongst them to convene the meeting.

2. The Chairman of the Board of Management must convene regular and extraordinary meetings of the Board of Management, and must prepare the agenda, time and venue of a meeting within at least five (5) business days before the proposed date of such meeting. The Chairman may convene a meeting at any time considered necessary, but there must be at least one meeting every quarter.

3. The Chairman of the Board of Management must convene a meeting of the Board of Management when any of the following entities makes a written request stating the purpose of the meeting and the issues to be discussed, and [the meeting] must not be delayed without a legitimate reason:

   (a) Board of Control;

   (b) General Director or at least five managers;

   (c) Independent member of the Board of Management;

   (d) At least two (2) members of the Board of Management;

   (e) In other cases (if any).

4. The Chairman of the Board of Management must convene a meeting of such Board within seven (7) business days after the date of receipt of a request set out in Clause 3 above. If a meeting is not convened as requested, then the Chairman shall be liable for any loss and damage caused to the Company; the person making the request as referred to in Clause 3 of this Article may then himself/herself convene a meeting of the Board.

5. Where the independent auditor makes a request to conduct an audit of the financial statements of the Company, the Chairman of the Board of Management must convene a meeting of the Board of Management in order to discuss the audit report and status of the Company.

6. Meetings of the Board of Management shall be conducted at the head office of the Company or at another address in Vietnam or abroad as decided by the Chairman of the Board and agreed by the Board of Management.

7. The notice of a meeting of the Board of Management must be sent to the members of such Board at least five (5) business days before holding the meeting; the members of the Board of Management may refuse the notice of invitation in writing and such refusal may take retroactive effect. The notice of the meeting of the Board of Management must be in writing and in Vietnamese, and must provide complete information about the agenda, time and venue of the meeting, accompanied by necessary documents regarding the issues to be discussed and voted on at the meeting and voting cards for the members of such Board.

   The notice of invitation shall be sent by post, fax, email or other method guaranteed to reach the contact address of each member of the Board of Management and Members of Board of Control registered with the Company.

8. Meetings of the Board of Management shall be conducted if at least three-quarters of the number of members of such Board are present in person or via their representatives (being authorized representatives) if the majority of members of such Board so agree.

   If the number of attending members is insufficient as stipulated, the meeting must be re-convened within seven (7) days from the proposed date of the first meeting. The re-convened meeting shall be conducted if more than half of the number of members of the Board of Management attend.

9. A meeting of the Board of Management may be held by way of a conference call between the members of the Board when all or a number of members are at different places, provided that each attending member is able:

   (a) To hear each other member of the Board of Management expressing opinions at the meeting;

   (b) To express his/her opinions at the same time as other attending members.

   Communication between the members may be implemented directly via telephone or by other means of communication or by a combination of such means. The members of the Board of Management who attend such a meeting shall be deemed physically present at such meeting. The venue of the meeting to be held in accordance with this provision shall be the venue where the group with the largest number of members of the Board gathers, or shall be the venue where the chairman of the meeting is present.

   Decisions to be passed at a meeting via telephone which is duly held and conducted shall take effect immediately after the closing of the meeting, but must be confirmed by the signatures on the minutes from all attending members of the Board of Management.

10. Members of the Board of Management may send their voting cards to the meeting by letter, facsimile or email; if sent by letter, they must be sent in a sealed envelope and reach the Chairman of the Board no later than one (1) hour prior to commencement of the meeting. Voting cards may only be opened in the presence of all people attending the meeting.

11. Voting

   (a) Except for Clause 11(b) of this Article, each member of the Board of Management or his or her authorized person pursuant to Clause 8 of this Article and who is present in his or her capacity as an individual at a meeting of the Board of Management shall have one vote;

   (b) A member of the Board of Management is not permitted to vote on any contract, transaction or proposal in which such member or any related person of such member has an interest which conflicts or possibly conflicts with the interests of the Company. A member of the Board of Management shall not be included in the quorum required to be present to hold a meeting of such Board regarding decisions on which such member does not have the right to vote;

   (c) Pursuant to Clause 11(d) of this Article, when an issue arises at a meeting of the Board of Management relating to the interests of a member of such Board or relating to the voting right of a member which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Management, such issue shall be referred to the chairman of the meeting for decision. The decision of the chairman on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Management has not been fully announced;

(d) Any member of the Board of Management who benefits from any contract stipulated in articles 41.5(a) and 41.5(b) of this Charter shall be deemed to have a material interest in such contract;

(e) Members of Board of Control have the right to attend meetings of the Board of Management and to take part in discussions but do not have any voting rights.

12. Any member of the Board of Management who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and is aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and content of such interest at the meeting where the Board considers the signing of such contract or transaction for the first time. Where a member of the Board of Management is unaware that such member and his/her related persons have an interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Management to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

13. The Board of Management shall pass decisions and issue resolutions on the basis of the consent of the majority of members of such Board present. Where the number of votes for and against are equal, then the vote of the Chairman of the Board of Management shall be the deciding vote.

14. A resolution by way of collection of written opinions shall be approved on the basis of the consent of the majority of members of the Board of Management who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Management at a meeting.

15. The Chairman of the Board of Management is responsible to deliver the minutes of a meeting of the Board to the members, and such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection to the contents of the minutes provided within ten (10) days from the date of delivery. The minutes of a meeting of the Board of Management must be prepared in Vietnamese and may also be in English, and must bear the signatures of the Chairman and the person preparing the minutes.

Article 32. Sub-committees of Board of Management

1. The Board of Management may establish subsidiary sub-committees to be responsible for policies on development, personnel, salaries and bonuses, and internal audit. The Board of Management shall decide the number of members of any sub-committee which must be at least three (3) and must include a member of the Board and an external member. Independent members of the Board and non-managerial members of the Board must constitute the majority of members of a sub-committee, and one of such people shall be appointed as Head of the sub-committee pursuant to a decision of the Board of Management. Activities of sub-committees must comply with regulations of the Board of Management, and resolutions of a sub-committee shall take effect only when the majority of members attending and voting at the meeting of the sub-committee are members of the Board of Management.

2. Implementation of decisions of the Board of Management, of sub-committees under the Board of Management or of a person with the status of member of a sub-committee of the Board of Management must comply with applicable law and provisions in this Charter.

Article 33. Person responsible for corporate governance

1. The Board of Management must appoint at least one (1) person to act as the person in charge of corporate governance in order to assist corporate governance to be carried out effectively. The term of office of such person shall be decided by the Board of Management, but shall be a maximum five (5) years.

2. The person in charge of corporate governance must satisfy the following criteria:

   (a) Have knowledge and understanding of the law;

   (b) Not concurrently work for the independent auditor currently auditing the financial statements of the Company;

   (c) Other criteria stipulated by law, this Charter and decisions of the Board of Management.

3. The Board of Management may dismiss the person in charge of Corporate Governance but not contrary to the applicable law on labour. The Board of Management may appoint an assistant to the person in charge of corporate governance from time to time.

4. The person in charge of corporate governance has the following rights and obligations:

   (a) To advise the Board of Management on organizing meetings of the General Meeting of Shareholders and on relevant work as between the Company and shareholders;

   (b) To prepare meetings of the Board of Management, of the Board of Control and of the General Meeting of Shareholders as requested by the Board of Management or Board of Control;

   (c) To advise on meeting procedures;

   (d) To attend all meetings;

   (e) To advise on procedures for formulating resolutions of the Board of Management in compliance with the law;

   (f) To provide financial information, copies of minutes of the Board of Management and other information to members of the Board of Management and of the Board of Control;

   (g) To supervise and report to the Board of Management on activities being disclosure of information by the Company;

   (h) To maintain confidentiality of information in accordance with law and this Charter;

   (i) Other rights and obligations as stipulated by law and this Charter.

CHAPTER VIII: GENERAL DIRECTOR AND OTHER MANAGERS

Article 34. Organization of managerial apparatus

The managerial system of the Company must ensure that the managerial apparatus is liable to the Board of Management and is subject to supervision by and direction from such Board in the daily business work of the Company. The Company has a General Director, deputy directors (deputy general director), chief accountant and other positions appointed by the Board of Management. The appointment, removal or dismissal of any position mentioned above must be implemented by a resolution of the Board of Management.

Article 35. Enterprise Managers

1. At the request of the General Director and upon approval of the Board of Management, the Company may recruit other managers in the numbers and with the appropriate standards which satisfy the rules of the Company as decided by the Board of Management. Managers must be diligent in order to assist the Company to achieve its stated objectives during its operation and organization.

2. Salary, remuneration, benefits and other terms in the labour contract with the General Director shall be decided by the Board of Management, and labour contracts with other managers shall be decided by the Board of Management after consulting the General Director.

Article 36. Appointment, removal, duties and powers of General Director

1. The Board of Management shall appoint one (1) member of such Board or another person to be the General Director and shall enter into a contract with him/her which specifies salary, remuneration and other benefits. Information about the salary, allowances and other benefits of the General Director must be reported at the annual General Meeting of Shareholders and must be set out in the annual report of the Company.

2. The term of office of the General Director shall be no more than five (5) years and he/she may be re-appointed. The effectiveness of the appointment may end pursuant to the provisions in the labour contract. The General Director must not be a person prohibited by law from holding such a position and must satisfy the standards and conditions stipulated by law and this Charter.

3. The General Director has the following powers and responsibilities:

   (a) To implement resolutions of the Board of Management and of the General Meeting of Shareholders, and business plans and investment plans of the Company approved by the Board of Management and the General Meeting of Shareholders;

   (b) To make decisions on all matters which do not require a approval or a decision of the General Meeting of Shareholders or the Board of Management including the signing of financial and commercial contracts on behalf of the Company, and on the organization and operation of day-to-day business of the Company in accordance with best management practices;

(c) To make recommendations to the Board of Management on options on restructuring and on internal management rules of the Company;

(d) To propose measures to improve the operation and management of the Company;

(e) To recommend the number and category of managers the Company needs to recruit for appointment or removal by the Board of Management in accordance with internal rules; and also to recommend remuneration, salary and other benefits for enterprise managers in order for the Board to decide same;

(f) To consult the Board of Management to make decisions on the number of employees, and on their appointment or removal, wage rates, allowances, benefits and other terms of their labour contracts;

(g) On the 31st date of October in each year, to submit a detailed business plan for the next financial year to the Board of Management for its approval on the basis of satisfying the requirements of the appropriate budget and the five-year financial plan;

(h) To prepare long-term, annual and quarterly estimated budgets of the Company (hereinafter referred to as estimated budgets) to service long-term, annual and quarterly managerial activities of the Company in accordance with business plans. The annual estimated budget (including the proposed balance sheet, report on business results and cash flow report) for each financial year must be submitted to the Board of Management for its approval and must contain information as stipulated in the rules of the Company;

(i) To exercise other rights and discharge other obligations as stipulated by law and this Charter, the internal rules of the Company, resolutions of the Board of Management and the labour contract signed with the Company.

4. The General Director is responsible before the Board of Management and the General Meeting of Shareholders for implementing assigned duties and powers, and must report to such authorities if so required.

5. The Board of Management may remove the General Director upon consent of the majority of the attending members of such Board with voting rights, and appoint a new General Director in replacement.

CHAPTER IX: BOARD OF CONTROL

Article 37. Standing for election as and nominating Members of Board of Control

1. Standing for election as and nominating Members of Board of Control shall be implemented in accordance with the corresponding provisions in Clauses 1 and 2 of Article 26 of this Charter.

2. If the number of candidates for election to the Board of Control after standing for election and nomination is insufficient, then the incumbent Board of Control may nominate additional candidates or organize nomination in accordance with the rules in this Charter and the internal rules on corporate governance. The mechanism by which the incumbent Board of Control

nominates additional candidates must be clearly announced and must be passed by the General Meeting of the Shareholders before implementation.

Article 38. Members of Board of Control

1. The number of Members of Board of Control of the Company is from three (3) people to five (5) people, for a term not exceeding five (5) years and there is no restriction on re-election of Members of Board of Control for further terms. Board of Control shall have more than half of the members permanently residing in Vietnam. Members of the Board of Control may not be shareholders of the company.

2. Members of Board of Control must satisfy the criteria and conditions stipulated in Article 169.1 of the Law on Enterprises and in this Charter, and must not fall within the following categories:

   (a) Working in the accounting or auditing sections of the Company;

   (b) Having worked within a period during the previous three (3) consecutive years as a member or staff of the independent auditor auditing the financial statements of the Company.

3. The members of Board of Control shall elect one (01) of them to be the Head of the Board of Control according to the majority principle. The Head of the Board of Control must graduate from university or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or other majors related to the Company's business activities, and has the following rights and obligations:

   (a) To convene meetings of the Board of Control;

   (b) To request the Board of Management, the General Director and other managers to provide relevant information in order to report to the Board of Control;

   (c) To prepare and sign reports of the Members of Board of Control after consulting the Board of Management, and to submit same to the General Meeting of Shareholders.

4. A Member of Board of Control shall be dismissed in the following cases:

   (a) No longer satisfying the criteria and conditions stipulated in the Law on Enterprises for acting as a Member of Board of Control;

   (b) Failure to exercise his or her rights and discharge his or her obligations within a six (6) consecutive month period, except in a case of force majeure;

   (c) On submittal of his or her resignation which is approved;

   (d) In other cases as stipulated by law and in this Charter.

5. A Member of Board of Control shall be removed in the following cases:

   (a) Failure to fully undertake the duties and work assigned;

(b) Committing a serious breach [of law] or committing breaches of obligations as a Member of Board of Control stipulated on the Law on Enterprises and this Charter;

(c) Pursuant to a decision of the General Meeting of Shareholders;

(d) In other cases as stipulated by law and in this Charter.

Article 39. Board of Control

1. The Board of Control has the rights and obligations stipulated in Article 170 of the Law on Enterprises and also the following rights and obligations:

   (a) To propose and recommend that the General Meeting of Shareholders ratify the independent auditor to audit the financial statements of the Company;

   (b) To be liable before the shareholders for its supervisory activities;

   (c) To supervise the financial status of the Company, and the legality of the activities of members of the Board of Management, of the General Director, and of other managers, and coordination of activities as between the Board of Control on the one hand with the Board of Management, General Director and shareholders on the other hand;

   (d) On discovery of a breach of law or breach of a provision in this Charter by a member of the Board of Management, General Director or other manager, to provide written notice thereon to the Board of Management within 48 hours and to demand the offender terminate such breach and implement solutions to remedy the consequences;

   (e) To provide reports to the General Meeting of Shareholders as required by the Law on Enterprises;

   (f) To exercise other rights and discharge other obligations as stipulated by law and this Charter.

2. Members of the Board of Management, the General Director and other managers must provide all information and documents relating to the operations of the Company at the request of the Board of Control. The person in charge of corporate governance must ensure that complete copies of all resolutions and minutes of meetings of the General Meeting of Shareholders and of the Board of Management, financial information and other information and data which has been provided to shareholders and members of the Board of Management must also be provided to the Board of Control at the same time and by the same method it is provided to shareholders and members of the Board of Management.

3. The Board of Control may issue regulations on meetings of the Board of Control and on its operational manner. The Board of Control must meet at least twice each year and there must be at least two-thirds of the number of members of the Board of Control attending such meetings.

4. Remuneration, salaries and other benefits of the members of the Board of Control shall be decided by the General Meeting of Shareholders. The members of the Board of Control shall

be reimbursed for their accommodation, meals, travel and other reasonable expenses when they attend meetings of the Board of Control or carry out other activities of the Board of Control.

CHAPTER X: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF MANAGEMENT, MEMBERS OF BOARD OF CONTROL, GENERAL DIRECTOR AND OTHER MANAGERS

Article 40. Responsibility to be prudent

Members of the Board of Management, Members of Board of Control, the General Director and other managers are responsible to perform their duties including duties in their capacity as members of a sub-committee of the Board of Management, honestly, prudently and in the interests of the Company.

Article 41. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Management, Members of Board of Control, the General Director and other managers must publicly disclose their relevant interests in accordance with Article 164 of the Law on Enterprises and other laws.

2. Members of the Board of Management, Members of Board of Control, the General Director and other managers are not permitted to use business opportunities profitable to the Company for personal purposes; and at the same time are not permitted to use information obtained by virtue of their position for their personal interests or for the interests of other organizations or individuals.

3. Members of the Board of Management, Members of Board of Control, the General Director and other managers are obliged to notify the Board of Management of all interests which may conflict with the interests of the Company and to which they may be entitled via other economic legal entities, transactions or individuals.

4. The Company shall not provide any loan or guarantee to any member of the Board of Management, Member of Board of Control, the General Director, other manager or their related persons or to a legal entity in which the above-mentioned persons have financial interests, except where the public company and the organization related to such member are companies within the same group or companies operating in accordance with a group of companies, parent company – subsidiary, or an economic group and specialized branch law contains some other provision.

5. A contract or transaction between the Company and one or more members of the Board of Management, a Member of Board of Control, the General Director, other manager or their related persons, or a company, partner, association or organization of which the member of the Board of Management, Member of Board of Control, General Director, other manager or their related person are members or are involved in terms of financial interests shall not be invalid in the following cases:

(a) With respect to a contract with a value less than thirty five cent (35%) of the total value of assets recorded in the most recent financial statements, the important factors of the contract or transaction as well as the relationship and interest of such member of the Board of Management, Member of Board of Control, General Director or other manager have been reported to the Board of Management; and at the same time, the Board of Management has in good faith permitted implementation of such contract or transaction by a majority vote of members of the Board of Management who do not have any related interest;

(b) With respect to a contract with a value of equal to or greater than 35%, or the transaction results in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the most recent financial statements, the important factors of the contract or transaction as well as the relationship and interest of such member of the Board of Management, Member of Board of Control, General Director or other manager have been disclosed to the shareholders who do not have any related interest and have the voting right with respect to such matter, and such shareholders have voted in favour of such contract or transaction;

(c) Such contract or transaction is considered as fair and reasonable by an independent consultancy organization and in all respects relates to the shareholders of the Company as at the time such transaction or contract is permitted to be executed by the Board of Management or the General Meeting of Shareholders;

Members of the Board of Management, Members of Board of Control, the General Director and other managers and their related persons must not use information of the Company which has not yet been permitted to be disclosed, and must not disclose information to others in order to implement related transactions.

Article 42. Responsibilities to compensate for loss

1. Members of the Board of Management, Members of Board of Control, the General Director and other managers who breach their obligations and responsibilities to be honest and prudent or who fail to fulfil their obligations with due diligence and professional capability, must be liable for any loss and damage caused by their breach.

2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Management, a manager, employee or authorized representative of the Company, or such person acted or is acting at the request of the Company in the capacity of a member of the Board of Management, a Member of Board of Control, the General Director, other manager, employee or authorized representative of the Company, provided that such person acted honestly, prudently and diligently in the best interests of the Company or not contrary to the best interests of the Company on the basis of compliance with law, and there is no evidence that such person committed a breach of his/her responsibilities.

3. When implementing the functions, duties or work authorized by the Company, any member of the Board of Management, a Member of Board of Control, the General Director or other manager, an employee or an authorized representative of the Company is entitled to compensation paid by the Company when they become a related party in a claim, suit or legal proceeding (excluding legal actions initiated by the Company) in the following cases:

   (a) They acted honestly, prudently and diligently in the interests of the Company and not contrary to the best interests of the Company;

   (b) They complied with law and there is no evidence that they failed to perform their responsibilities.

4. Expenses being compensation shall comprise expenses arising (including legal fees), expenses being the judgement [amount], fines and other items payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by law. The Company may purchase insurance for such persons in order to avoid [the Company itself] having to pay compensation.

CHAPTER XI: RIGHT TO INVESTIGATE BOOKS AND RECORDS OF COMPANY

Article 43. Right to investigate books and records

1. A shareholder or group of shareholders as referred to in Article 26.2 of this Charter has the right, in person or via an authorized person, to send a written request to inspect the list of shareholders and minutes of meetings of the General Meeting of Shareholders and to copy or extract such records during business hours at the head office of the Company. A request for inspection made by the authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder who is represented or a notarized copy of such power of attorney.

2. Members of the Board of Management, Members of Board of Control, the General Director and other managers have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes relevant to their positions, provided that such information must be kept confidential.

3. The Company must archive this Charter, any amendments and additions to it, the Enterprise Registration Certificate, rules, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and of the Board of Management, minutes of meetings of the General Meeting of Shareholders and of the Board of Management, reports of the Board of Management and of the Board of Control, annual financial statements, accounting books and any other documents stipulated by law at the head office or another location provided that the shareholders and the business registration agency have been notified of the location where such documents are archived.

4. This Charter must be published on the website of the Company.

CHAPTER XII: EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

1. The General Director must prepare a plan in order for the Board of Management to approve matters relating to recruitment and retrenchment of employees, and salary, social insurance, welfare, rewards and discipline applicable to employees and managers.

2. The General Director must prepare a plan in order for the Board of Management to approve the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, and the practices and policies stipulated in this Charter, the rules of the Company and applicable law.

CHAPTER XIII: PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from retained profits of the Company.

2. The Company shall not pay interest on payments of dividends or on payments relating to any class of shares.

3. The Board of Management may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Management shall then be the agency implementing such decision.

4. Where the payment of dividends or other payments relating to any one class of shares is made in cash, the Company must make such payment in Vietnamese dong. The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. If the Company makes a bank transfer based on the exact bank details provided by a shareholder but such shareholder does not receive money, the Company shall not be liable for the amount which it transferred to the shareholder entitled to such amount. Payment of dividends in respect of shares listed or registered for trading on the Stock Exchange may be made via a securities company or Vietnam Securities Depository.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Management shall pass a resolution deciding a specific date to close the list of shareholders. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, receipt of share certificates, notices or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with law.

CHAPTER XIV: BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 46. Bank accounts

1. The Company shall open bank accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. In necessary cases, the Company may open an offshore bank account in accordance with law with prior approval of the competent agency.
3. The Company shall make all payments and conduct all accounting transactions via its Vietnamese dong or foreign currency accounts at the banks where it opens such accounts.

Article 47. Financial year

The financial year of the Company shall commence from the first day of the 01 month of the year and end on 31st date of the December month. The first financial year from the date of issuance of the Enterprise Registration Certificate and shall end on 31st date of the December month immediately after the date of issuance of such Enterprise Registration Certificate.

Article 48. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS), the enterprise accounting system or another special accounting system issued by a competent agency and approved by the Ministry of Finance.
2. The Company shall prepare accounting books in Vietnamese and archive its accounting files in accordance with the law on accounting and other relevant laws. These files must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company shall use Vietnamese dong as the currency in accounting. If the Company's economic transactions arise mainly in a foreign currency, then it may choose such foreign currency as the currency in accounting, shall be legally liable for such choice and must notify it to the tax office directly managing it.

CHAPTER XV: ANNUAL REPORTS, FINANCIAL STATEMENTS AND RESPONSIBILITIES TO DISCLOSE INFORMATION

Article 49. Annual, six-monthly and quarterly financial statements

1. The Company must prepare annual financial statements in accordance with law and regulations of the State Securities Commission, and such statements must be audited in accordance with Article 51 of this Charter. Within a time-limit of ninety (90) days after the end of each financial year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax office, the State Securities Commission, the Stock Exchange (in a case of a listed company),and the business registration agency.

2. Annual financial statements must contain a report on business operational results which reflects the profit/loss of the Company in the financial year in a truthful and objective manner, a balance sheet which truthfully and objectively reflects the operational status of the Company up to the time of preparing such statements, a cash flow report, and explanatory notes to the financial statements.

3. The Company must formulate and publish six-monthly financial statements which have been checked and quarterly financial statements (in the case of a listed company or in the case of a large scale public company) in accordance with regulations of the Stock Exchange and regulations of the State Securities Commission (in the case of a listed company) and submit them to the relevant tax office and the business registration agency in accordance with the Law on Enterprises.

4. Annual financial statements which have been audited (including the auditor's opinions), six-monthly financial statements which have been checked and quarterly financial statements (in the case of a listed company and a large scale public company) must be published on the Company's website.

5. Interested organizations and individuals are entitled to inspect or photocopy the audited annual financial statements, the checked six-monthly financial statements and the quarterly financial statements during business hours of the Company at its head office, and must pay a reasonable amount for photocopy fees.

Article 50. Annual reports

The Company must prepare and publish its annual reports in accordance with the law on securities and securities market.

CHAPTER XVI: AUDITING THE COMPANY

Article 51. Auditing

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or shall approve a list of independent auditors and authorize the Board of Management to decide to select one to audit the Company for the next financial year on the basis of terms and conditions agreed with the Board of Management. The Company must prepare and send the annual financial statements to the independent auditor after the end of a financial year.

2. The independent auditor shall inspect, certify and make a report on the annual financial statements and submit same to the Board of Management within two (2) months after the end of a financial year.

3. A copy of the audit report must be sent with the annual financial statements of the Company.

4. Independent auditors who conduct the audit of the Company are permitted to attend meetings of the General Meeting of Shareholders and are entitled to receive the other notices relating to the General Meeting of Shareholders which the shareholders are entitled to receive, and are

entitled to express their opinions on issues relevant to auditing of the financial statements of the Company.

CHAPTER XVII: SEAL

Article 52. Seal

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Management shall make a decision approving the seal type, quantity, form and content of the Company's official seal.
3. The Board of Management and the General Director shall use and manage the seal in accordance with applicable law.

CHAPTER XVIII: TERMINATION OF OPERATION AND LIQUIDATION

Article 53. Termination of operation

1. The Company may be dissolved in the following cases:
   (a) The duration of operation of the Company expires, including after extension;
   (b) Early dissolution of the Company as decided by the General Meeting of Shareholders;
   (c) Revocation of the enterprise registration certificate;
   (d) Other cases as stipulated by law.
2. Early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Management. The decision on dissolution must be notified to and approved by (if approval is compulsory) the competent [State] agency in accordance with regulations.

Article 54. Extension of duration of operation

1. The Board of Management shall convene a meeting of the General Meeting of Shareholders at least seven (7) months prior to expiry of the duration of operation in order to enable the shareholders to vote on extending duration of operation of the Company at the request of the Board of Management.
2. The duration of operation shall be extended when it is approved by sixty-five (65) percent or more of the total votes of shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders.

Article 55. Liquidation

1. At least six (6) months prior to expiry of the duration of operation of the Company or after a decision to dissolve the Company is made, the Board of Management must establish a

liquidation committee consisting of three (3) members, of which two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Management from an independent auditing company. The liquidation committee shall prepare its own operational rules. The members of the liquidation committee may be selected from employees of the Company or may be independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.

2. The liquidation committee is responsible to report its date of establishment and date of commencement of operation to the business registration agency. From such time, the liquidation committee represents the Company in all work relating to the liquidation before a court and administrative agencies.

3. Proceeds from the liquidation shall be disbursed in the following priority order:

   (a) Expenses for liquidation;

   (b) Debts being salaries, allowances on retirement or retrenchment, social insurance and other interests of employees pursuant to signed collective labour agreements and signed labour contracts;

   (c) Tax debts;

   (d) Other debts of the Company;

   (e) The residual amount after payment of the debts set out in (a) to (d) above shall be distributed to shareholders. Payment of preference shares shall be given priority.

CHAPTER XIX: INTERNAL DISPUTE RESOLUTION

Article 56. Internal dispute resolution

1. Where a dispute or claim arises relating to the operation of the Company or to the rights and obligations of shareholders prescribed in the Law on Enterprises, other laws, this Charter or rules as between:

   (a) A shareholder and the Company;

   (b) A shareholder and the Board of Management, the Board of Control, the General Director or other manager,

   The related parties shall attempt to resolve such dispute by way of negotiation and mediation. Except where such dispute involves the Board of Management or the Chairman of the Board of Management, the Chairman of the Board of Management shall preside over resolution of the dispute and require each party to present information about the dispute within a period of ten (10) business days from the date of the dispute arising. If the dispute involves the Board of Management or the Chairman of the Board of Management, any party may require the General Meeting of Shareholders to appoint an independent expert to act as mediator during the course of dispute resolution.

2. If a decision mediating the dispute is not made within six (6) weeks from the beginning of the mediation process or if the decision of the mediator is not accepted by the parties, then any party may refer such dispute to economic arbitration or to the economic court.

3. The parties shall bear their own costs relating to procedures for negotiation and mediation. The payment of court expenses shall be made in accordance with the judgement of the Court.

CHAPTER XX: ADDITION TO AND AMENDMENT OF THIS CHARTER

Article 57. Addition to and amendment of the Charter

1. The General Meeting of Shareholders shall consider and decide any addition to and amendment of this Charter.

2. Where any provision of law relating to the operation of the Company has not been mentioned in this Charter or where any new provision of law is different from the terms of this Charter, such provision of law shall automatically apply and govern the operation of the Company.

CHAPTER XXI: EFFECTIVE DATE

Article 58. Effective date

1. This Charter comprising 21 Chapters and 58 articles was passed by the General Meeting of Shareholders of Gemadept Group Corporation on May 6th, 2026, and was updated by the Board of Management pursuant to Resolution No. 318/NQ-HĐQT-GMD dated October 22, 2026.

2. This Charter is made in five (5) copies, each with the same validity, being kept at the head office of the Company.

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

4. Copies or extracts of this Charter shall be valid when they bear the signature of the Chairman of the Board of Management or the signatures of at least half of the total number of members of the Board of Management.

LEGAL REPRESENTATIVE OF THE COMPANY

[Signed and Stamped]

CTCP TẬP ĐOÀN GEMADEPT
GEMADEPT
THE WAY FORWARD
M.S.D.N: 0301116791 - T.P.HCM

CEO
NGUYEN THANH BINH