SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

CHARTER

TAN CANG OFFSHORE SERVICES JOINT STOCK COMPANY

Ho Chi Minh City, 2026

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	Independence - Freedom - Happiness

Ho Chi Minh City, dated 10 Aug., 2026

CHARTER

TAN CANG OFFSHORE SERVICES JOINT STOCK COMPANY

INTRODUCTION

This Charter is the legal basis and the rules and regulations on the organization and operation of Tan Cang Offshore Services Joint Stock Company.

CHAPTER I.
DEFINITIONS

Article 1. Definitions

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

a. The Company is Tan Cang Offshore Services Joint Stock Company;

b. Charter capital means the total face value of shares that have been sold or registered for purchase upon the establishment of the Company and in accordance with Article 6 of this Charter;

c. Voting capital means the share capital, whereby the owner has the right to vote on matters within the jurisdiction of the GMS;

d. The Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

e. The Law on Securities means the Law on Securities No. 54/2019/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

f. Vietnam means the Socialist Republic of Vietnam;

g. Establishment date means the day on which the Compan's first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;

h. Executives include the General Director, Deputy General Director(s), and Chief Accountant of the Company.

i. Manager is a company manager, including the President of the Board of Directors, members of the Board of Directors, the General Director; Deputy General Director(s), Chief Accountant;

j. Related persons are the individuals or organizations specified in Clause 46 Article 4 of the Law on Securities;

k. Shareholders mean an individuals or organizations that own at least one share of the Company;

l. Founding shareholder means a shareholder that holds at least one ordinary share and signing on the list of founding shareholders of the Company;

m. Major shareholder means a shareholder specified in Clause 18 Article 4 of the Law on Securities;

n. Operating period is the period of operation of the Company specified in Article 2 of this Charter and may be extended if approved by the GMS of the Company;

o. Stock Exchanges include Vietnam Exchange (VNX) and its subsidiary companies.

2. In this Charter, the references to one or more other regulations or documents include their amendments or replacements.

3. The titles (Sections and Articles of this Charter) are used for convenience in understanding the contents and do not affect the contents of this Charter.

CHAPTER II.

NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVES OF THE COMPANY

Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the company

1. Name of the company

a. Vietnamese name: **CONG TY CO PHAN DICH VU BIEN TAN CANG**

b. Foreign language name: **TAN CANG OFFSHORE SERVICES JOINT STOCK COMPANY**

c. Abbreviated name: **TAN CANG OFFSHORE**

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

3. Headquarters of the company

a. Headquarters address: No. 52 – 54 Truong Van Bang, Binh Trung Ward, Ho Chi Minh City, Vietnam

b. Phone number: (+84) 28 7300 6826

c. Fax: (+84) 3535 5423

d. E-mail: info@tco.com.vn

e. Website: www.tancangoffshore.com

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

5. The Operation period of the Company shall be indefinite from the establishment date.

Article 3. Legal representatives of the company

1. The company has 01 (one) legal representative. The General Director is the legal representative of the Company.

2. Rights and obligations of the legal representative:

a. Exercising rights and obligations arising from transactions of the Company.

b. Representing the Company as a requester for settlement of civil matters, plaintiffs, defendants, persons with related interests and obligations before Arbitration, Court.

c. Take joint responsibility for damage caused to the Company in accordance with the provisions of civil law and other relevant laws.

d. Other rights and obligations as prescribed by law.

3. The legal representative of the Company has the following responsibilities:

a. Exercise and perform his/her rights and obligations in an honest and prudent manner to protect the Company's lawful interests;

b. Be loyal to the Company's interests; not abuse his/her power and position or use the Company's information, secrets, business opportunities and assets for personal gain or serve any other organization's or individual's interests;

c. Promptly and fully provide the Company with information about the enterprises that he/she or his/her related person owns or has shares/stakes in as prescribed in this Law.

d. The Company's representative shall be personally responsible for any damage to the enterprise within the limits of responsibilities specified in Point a, b and c Clause 3 of this Article.

CHAPTER III.

TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Targets of the Company

1. Business lines of the Company:

No.	Name of the Business line	Code
1	Warehousing and storage Details: Warehousing and storage; Warehousing and storage of goods in bonded warehouses; Warehousing and storage of goods in refrigerated warehouses; Warehousing and storage of goods in other warehouses.	5210
2	Service activities incidental to water transportation Details: Service activities incidental to sea and coastal transportation: ocean salvage towing; supply, management and operation of oil and gas service vessels; Service activities incidental to inland water transport: tugboat support services in ports.	5222
3	Cargo handling (except Air cargo handling).	5224 (Main)
4	Sea and coastal freight water transport	5012
5	Inland freight water transport	5022
6	Other transportation support activities Details: Shipping agency services; sea transport agency services; logistics activities; Crane service, lifting goods; activities of customs agents.	5229
7	Packaging activities (except for packaging of plant protection drugs).	8292
8	Other specialized construction activities Details: Construction of a wharf. Construction of offshore oil and gas projects.	4390
9	Other professional, scientific and technical activities n.e.c. Details: Environmental protection services, oil spill response; Environmental consulting; Environmental impact assessment service.	7490
10	Other remaining business support service activities n.e.c. Details: Logistics services for oil and gas exploitation. Operation and maintenance services for oil and gas works (without mechanical processing, waste recycling, electroplating at the office).	8299

No.	Name of the Business line	Code
11	Trading of own or rented property and land use rights Details: Real estate activities.	6810
12	Provision and management of human resources Details: Local human resources provision and management (except for labor sub-lease).	7830
13	Restaurants and mobile food service activities	5610
14	Short-term accommodation activities Details: Hotels, tourist villas, tourist apartments, Guesthouses and hostels for tourists to rent (not operating at the head office).	5510
15	Support activities for petroleum and natural gas extraction Details: Oil and gas exploration service activities; Directional drilling, outer layer digging; Repairing and dismantling equipment (except for mechanical processing, waste recycling, electroplating at the office); Plastering well banks, pumping wells, sealing wells, destroying wells, prospecting wells and oil wells; Contractual pumping and draining services; Test drilling combined with oil and gas exploration.	0910
16	Technical testing and analysis Detail: Inspection and exploration of underground and underwater works; Provide diving services; Camera, take pictures of the hull, rig base, wharf, oil pipeline, gas pipeline, water pipeline, underground cable. Diving and cutting underwater, salvaging ships and waterways.	7120
17	Demolition Detail: Demolition or wrecking of buildings and other structures;	4311
18	Site preparation Details: Earth moving: excavation, landfill, levelling and grading of construction sites, trench digging, rock removal.	4312
19	Service activities incidental to rail transportation (except for car parking business, liquefied gas for transportation).	5221
20	Building completion and finishing	4330
21	Service activities incidental to land transportation	5225

No.	Name of the Business line	Code
	(except for car parking business, liquefied gas for transportation).	
22	Renting and leasing of other machinery, equipment and tangible goods without operator Details: Container rental.	7730
23	Industrial cleaning activities and specialized cleaning activities for buildings Details: Exterior cleaning of all types of buildings, including offices, factories, stores and other multi-unit residential buildings; Cleaning of industrial machinery; Cleaning of trains, planes and ships; Other building cleaning activities not elsewhere classified.	8129
24	Commission agents, brokers and auction agents Details: Commission agents, brokers (except real estate brokerage).	4610
25	Other construction installation Details: Maintenance and repair of underground works, works on rivers and sea; Installation of underwater works (except for mechanical processing, waste recycling, electroplating at the office).	4329
26	Wholesale of other machinery and equipment Details: Wholesale of transport equipment, ships	4659
27	Construction of residential buildings	4101
28	Construction of non-residential buildings	4102
29	Construction of railways	4211
30	Construction of roads	4212
31	Construction of hydraulic structures	4291
32	Construction of mining and quarrying facilities	4292
33	Construction of manufacturing facilities	4293
34	Construction of other civil engineering projects	4299
35	Building of ships and floating structures Details: Repairing, building new ships and providing mechanical services for the ship repair and new building industry, including: - Fabrication and assembly of metal structures. - Manufacturing	3011

No.	Name of the Business line	Code
	and assembling industrial pipeline systems. - Manufacturing and assembling industrial ventilation systems. - Steel processing and protective coating. - Fabrication, assembly and maintenance of pressure equipment.	
36	Building of pleasure and sporting boats Details: Repairing, building new ships and providing mechanical services for the ship repair and new building industry, including: - Fabrication and assembly of metal structures. - Manufacturing and assembling industrial pipeline systems. - Manufacturing and assembling industrial ventilation systems. - Steel processing and protective coating. - Fabrication, assembly and maintenance of pressure equipment.	3012
37	Temporary employment agency activities Details: Labor sub-lease	7820
38	Architectural and engineering activities and related technical consultancy Details: Cartographic surveying activities; Geological survey of construction works	7110
39	Repair of machinery and equipment Details: Repairing, building new ships and providing mechanical services for the ship repair and new building industry, including: - Fabrication and assembly of metal structures. - Manufacturing and assembling industrial pipeline systems. - Manufacturing and assembling industrial ventilation systems. - Steel processing and protective coating. - Fabrication, assembly and maintenance of pressure equipment (there is no mechanical processing, waste recycling, electroplating at the office).	3312
40	Wholesale of solid, liquid and gaseous fuels and related products Details: Wholesale of petroleum, oil and related products (except trading in liquefied petroleum gas (LPG and residual lubricant oil)).	4661
41	Freight transport by road (except liquefaction of natural gas for transport).	4933

The Company can add business lines in accordance with the provisions of law and the needs of the Company's production and business activities.

2. Operational objectives of the Company: Trading in offshore services (offshore services) and services related to oil and gas logistics, port exploitation and other services depending on market demand and development strategy of the Company in each period.

Article 5. Scope of business and operation of the Company

The Company is entitled to conduct all business activities according to the lines of business according to the provisions of this Charter which has registered, notified and changed the registered contents with the business registration agency and has been published on the National business registration portal, in accordance with the provisions of current law. For conditional business lines, the Company fully meets the business conditions as prescribed by the Investment Law and relevant specialized laws.

CHAPTER IV.

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's Charter capital is 749,996,910,000 VND (in words: Seven hundred forty-nine billion, nine hundred ninety-six million, nine hundred ten thousand Vietnamese dong)

The total Charter capital of the Company is divided into 74,999,691 shares, each with a par value of VND 10,000 (In words: Ten thousand Vietnamese dong per share).

2. The Company Charter capital may be change if approved by the GMS and in accordance with the provisions of law.

3. The number of shares of the Company as of the date of adoption of this Charter is 74,999,691 ordinary shares.

4. The Company may issue other preference share after obtaining the approval of the GMS and in accordance with the provisions of law.

5. Name, address, holdings and other information about founding shareholders in accordance with the Law on Enterprises and mentioned in Appendix 01, which is part this Charter.

6. Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the GMS.

7. The Company may repurchase its own shares following the methods specified in this Charter and applicable laws.

8. The Company may issues other types of shares as prescribed by law.

Article 7. Share certificate

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.

3. Within ten (10) days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within ten (10) days from the day on which the shares are fully paid for under the Company's share issuance plan, the holder of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.

4. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:

a. Information about the lost or damaged share certificate;

b. Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law.

2. The transfer is done by contract or transaction on the securities market. In case of transfer by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with regulations of law on securities and the securities market.

3. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

Article 10. Withdrawal of shares

1. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.

2. The notice shall specify the new deadline (at least 07 days from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.

3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.

4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.

5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.

6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or the notice is not successfully sent.

CHAPTER V.
ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL

Article 11. Organizational structure, administration and control

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

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Controllers
4. The General Director.

CHAPTER VI.
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

a. Participate, comment in the GMS; exercise the right to vote directly or through authorized representatives. Each ordinary share has one vote;

b. Receive dividends at the rate decided by the GMS;

c. Priority when buying new shares in proportion to each shareholder's holding of ordinary shares;

d. Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;

e. Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;

f. Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the GMS;

g. When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;

h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i. Equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders;

j. Access to periodic and extraordinary information disclosed by the Company as prescribed by law;

k. Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;

l. Other rights prescribed by law and the Company's Charter.

2. The shareholder or group of shareholders that holds at least [05%] of total ordinary shares has the rights to:

a. Request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;

b. Examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Controllers, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets;

c. Request the Board of Controllers to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and headquarters addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;

d. Propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;

e. Other rights prescribed by law and the Company's Charter.

3. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors and the Board of Controllers. Candidates shall be nominated as follows:

a. The group of shareholders that nominate candidates to the Board of Directors and the Board of Controllers must inform the participating shareholders at least three (03) working days before the opening of the GMS;

b. Depending on the quantity of members of the Board of Directors and the Board of Controllers, the shareholders or groups of shareholders prescribed I this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Directors and the Board of Controllers. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors, the Board of Controllers and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the obligations to:

1. Fully and punctually pay for the subscribed shares.

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

3. Comply with the Company's Charter and internal regulations on company administration.

4. Comply with resolutions and decisions of the GMS and the Board of Directors.

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

6. Participate in the GMS and exercise the right to vote in the following manners:

a. Participate and vote in person at the meeting;

b. Authorize other organizations and individuals to participate and vote at the meeting;

c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;

d. Send votes by mail, fax or email;

7. Provide correct address when registering to buy shares.

8. Fulfill other obligations prescribed by applicable regulations of law.

9. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:

a. Violations of law;

b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;

c. Paying undue debts while the Company is facing financial risks.

10. Take personal responsibility for direct expenses or participate in the request to convene the GMS with inappropriate reasons or reasons.

Article 14. General Meeting of Shareholders

1. The GMS consists of all voting shareholders and is the highest decision-making body of the Company. The GMS shall be conducted annually and within 04 months from the ending date of the fiscal year.

The Board of Directors may delay the date of conducting the annual GMS but still within 06 months from the ending date of the fiscal year. Extraordinary GMS may be conducted in additional to annual GMS.

The location of GMS is where the chair participates in and must be within Vietnam's territory.

2. The Board of Directors shall convene the annual GMS and choose a suitable location. The annual GMS shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or 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 GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS.

3. The Board of Directors shall convene an extraordinary GMS in the following cases:

a. It is considered necessary for the Company's interests by the Board of Directors;

b. The remaining number of Board of Directors or Board of Controllers is smaller than the minimum number prescribed by law;

c. It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;

d. It is requested by the Board of Controllers;

e. The audited quarterly, six (06) month financial statements or audited annual financial statements reflect the equity that has been lost by half (1/2) compared to the beginning of the period.

4. Convening the extraordinary GMS

a. The Board of Directors shall convene the GMS within 30 days from the day of occurrence of the cases specified in Clause 3 of this Article.

b. In case the Board of Directors fails to convene the GMS as prescribed in Point a Clause 4 of this Article, the Board of Controllers shall convene the GMS instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;

c. In case the Board of Controllers fails to convene the GMS as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article is entitled to request the Company's representatives to convene the GMS in accordance with the Law on Enterprises. In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the GMS. The costs of convening and conducting the GMS shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including lodging and travel costs.

5. The GMS shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises;

Article 15. Rights and obligations of the GMS

1. The GMS has following rights and obligations:

a. Approve the Company's development orientations;

b. Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;

c. Elect, dismiss and discharge members of the Board of Directors and members of the Board of Controllers;

d. Decide investment in or sale of assets that are worth at least [35%] of the total assets written the Company's latest financial statement;

e. Decide revisions to the Company's Charter;

f. Approve annual financial statements;

g. Decide repurchase of over 10% of shares of each type;

h. Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Controllers if they cause damage to the Company and its shareholders;

i. Decide re-organization and dissolution of the Company;

j. Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Controllers;

k. Approve internal regulations on company administration, operation of the Board of Directors and the Board of Controllers;

l. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;

m. Other rights and obligations prescribed by law.

2. The GMS shall discuss and approve the following issues:

a. The Company's annual business plan;

b. The audited annual financial statement;

c. The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;

d. The report of the Board of Controllers on the Company's business performance, performance of the Board of Directors, the Director/General Director;

e. The self-assessment report on performance of the Board of Controllers and its members;

f. Dividend per share of each type;

g. The quantity of members of the Board of Directors and the Board of Controllers;

h. Election, dismissal and discharge of members of the Board of Directors and members of the Board of Controllers;

i. The budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Controllers;

j. Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;

k. Revisions to the Company's Charter;

l. Types and quantity of additional shares of each type and transfer of shares by founders within the first 03 years after the establishment date;

m. Division, consolidation, merger or conversion of the Company;

n. Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;

o. Investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statemen;

p. Repurchase of over 10% of shares of each type;

q. Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;

r. Approving the transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities, including transactions after:

- Provision of loans or guarantees for members of the Board of Directors, the Board of Controllers, the General Director, other managers that are not shareholders, organizations and individuals that are related to them. Except for the case of provision of loans or guarantees for organizations that are related to members of the Board of Directors, members of the Board of Controllers, the General Director, other managers that the Company and that organization are companies operating under a group of companies, including parent company - subsidiary company, will be approved by the Board of Directors;

- Any transaction that is worth at least 35% of the total assets written in the latest financial statement or any transaction that causes the total transaction value in 12 months from the date of the first transaction reach at least 35% of the total assets written in the latest financial statement, or a smaller ratio specified in the company's charter, between the public company and one of the following entities: Members of the Board of Directors, members of the Board of Controllers, the General Director, other managers and their related persons; Shareholders, authorized representatives of shareholders that hold over 10% of the company's ordinary shares and their related persons; Enterprises that are related to the entities Members of the Board of Directors, Controllers, General Director and other managers of the Company;

- Loan or sale of assets that exceed 10% of the total assets in the latest financial statement between the company and any shareholder that is holding at least 51% of voting shares of that shareholder's related person.

s. Internal regulations on company administration, operation of the Board of Directors and the Board of Controllers;

t. Other issues prescribed by law and this Charter.

3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

Article 16. Authorizing participation in GMS

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate in the GMS in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company).

3. Votes casted the authorized participants within authorization scope shall be effective unless:

a. The authorizing person is dead, has have limited legal capacity or is incapacitated;

b. The authorizing person has cancelled the authorization;

c. The authorizing person has cancelled the authority of the authorized person;

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

Article 17. Changes of rights

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% 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. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening, agenda and invitations to the GMS

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

2. The person who convenes the GMS shall perform the following tasks:

a. Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;

b. Prepare the meeting agenda and contents;

c. Prepare meeting documents;

d. Draft the resolution of the GMS according to the meeting contents;

e. Determine the meeting time and location;

f. Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS;

g. Perform other tasks serving the general meeting.

3. The invitations to the GMS shall be sent to mailing addresses of all shareholders by express mail and posted on the websites of the Company, State Securities Commission and the Stock Exchange where the Company's shares are listed or registered.

The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least 21 days before the opening date of the GMS (from the day on which the invitation is validly sent). The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or posted on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents, Including:

a. The meeting agenda and documents to be used during the meeting;

b. The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Controllers (in case of election thereof);

c. Votes;

d. Draft resolution on each issue mentioned in the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 2 Article 12 of this Charter is entitled to propose inclusion of other issues to the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date of the GMS.

The proposal shall specify the shareholder's name, permanent address, nationality, citizen identification card number, people's identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address, for shareholders being organizations; quantity of each type of shares being held by the shareholder and the contents of the recommendations to be included in the meeting agenda.

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:

a. The proposal is sent against the regulations of Clause 4 of this Article;

b. The proposing shareholder or group of shareholders is holding less than [5%] of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of this Charter;

c. The proposed issue is outside the jurisdiction of the GMS;

d. Other cases prescribed by law and this Charter.

6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

Article 19. Conditions for opening the GMS

1. The GMS shall be carried out when it is participated in by a number of shareholders that represent over 50% of the voting shares.

2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% of the voting shares.

3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

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

1. Before opening the GMS, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:

a. The Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. Affirmative votes shall be collected first, negative votes later. Affirmative votes and negative votes shall be counted. The vote counting result shall be announced by the chair right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the GMS at the request of the chair;

b. In case the Company holds an online GMS and votes electronically, shareholders and authorized representatives (if any) access the online GMS system and vote e-voting, attending and exercising the right to vote and vote.

c. The General Meeting elects persons responsible for counting votes or supervising vote counting at the proposal of the President. The number of members of the vote counting committee shall be decided by the GMS based on the proposal of the President of the meeting.

d. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.

2. Election of the chair, secretary and vote counting board:

a. The President of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the President of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Chief Controller shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;

b. In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;

c. The chair shall appoint one or some people as secretaries of the meeting;

d. The GMS shall elect one or some persons to the vote counting board at the request of the chair.

3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.

4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.

a. Arrange seats at the meeting location;

b. Ensure safety of the participants;

c. Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.

6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.

7. The person who convenes the GMS or the chair has the rights to:

a. Request all participants to undergo inspection or other lawful and reasonable security measures;

b. Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

8. The chairperson has the right to postpone a meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting, no more than 03 working days from the date the meeting is intended to open and may only postpone the meeting or change the location of the meeting. meeting point in the following cases:

a. The current location does not have adequate convenient seats for all participants;

b. Communications equipment is not sufficient for discussion and voting by participating shareholders;

c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

9. In case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

10. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

Article 21. Conditions for ratification of resolutions of the GMS

1. Resolutions on the following issues shall be issued if they receive at least 65% affirmative votes from participating shareholders:

a. Types of shares and quantity of each type;

b. Change of business lines;

c. Changes to the Company's organizational structure;

d. Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;

e. Re-organization, dissolution of the Company.

2. A resolution shall be ratified when it is voted for by a number of shareholders that hold over 50% of the votes of all participating shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, 6 Article 148 of the Law on Enterprises.

3. The election of members of the Board of Directors and the Board of Controllers shall be cumulative voting or by percentage of share ownership. In case of voting by the method of cumulative voting, a shareholder will a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Directors or the Board of Controllers and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors or the

Board of Controllers reaches the minimum number specified in the company's charter. In case 02 or more candidates receive the same number of votes for the last member of the Board of Directors or the Board of Controllers, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or the Company's charter.

4. In case of questionnaire survey, a resolution will be ratified when it is voted for by a number of shareholders that hold more than 50% of the votes of all voting shareholders.

5. A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is voted for by a number of preference shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares. In case of questionnaire survey, it needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares.

6. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

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

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

1. The Board of Directors is entitled to carry out a questionnaire survey to ratify resolutions of the GMS when it is considered necessary for the Company's interests, except for the cases specified in Clause 2 Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the GMS, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the questionnaires [unless a longer time limit is prescribed by the Company's Charter] in accordance with Clause 3 Article 18 of this Charter.

3. A questionnaire shall contain the following information:

a. The enterprise's name, headquarters address, identification number;

b. Purposes of the survey;

c. Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;

d. The issues being voted on;

e. Voting options for each issue, including affirmative, negative and abstentions;

f. Submission deadline;

g. Full name and signature of the President of the Board of Directors.

4. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:

a. The questionnaire that is sent by mail shall bear the signature of the shareholder that is an individual or signature of the authorized representative of the shareholder that is an organization. The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;

b. Questionnaires that are sent by fax or email must be kept confidential until vote counting time;

c. The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.

5. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Board of Controllers or shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:

a. The enterprise's name, headquarters address, identification number;

b. The purposes and issues voted on;

c. The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;

d. Quantity of affirmative votes, negative votes and abstentions on each issue;

e. Ratified issues and ratio of affirmative votes;

f. Full name and signature of the President of the Board of Directors.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting.

6. The vote counting record and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed.

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

8. A resolution shall be ratified by questionnaire survey if it receive at least 50% affirmative votes from voting shareholders and has the same value as those ratified at the GMS.

Article 23. Resolutions and minutes of meetings of the GMS

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

a. The enterprise's name, headquarters address, identification number;

b. Time and location of the GMS;

c. Agenda and contents of the meeting;

d. Full names of the chair and secretaries;

e. Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;

f. The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;

g. Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;

h. Ratified issues and ratios of affirmative votes;

i. Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.

2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

4. Resolutions, minutes of the GMS, the list of registered participating shareholders, documents enclosed to the minutes and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters.

Article 24. Requesting cancellation of a resolution of the GMS

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders own from 05% of the total number of ordinary shares or more is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the following cases:

1. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 6 Article 21 of this Charter.

2. The contents of the resolution violate regulations of law or this Charter.

CHAPTER VII.
THE BOARD OF DIRECTORS

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

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for

the best interests of the Company if he/she is given the position of member of the Board of Directors. Minimum information about candidates includes:

a. Full name, date of birth;

b. Qualifications;

c. Work experience;

d. Other managerial positions (including positions in the Board of Directors of other companies);

e. Interests relevant to the Company and the Company's related parties;

The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors as follows:

a. The ordinary shareholders shall hold a meeting to nominate candidates for the Board of Directors and inform the participating shareholders before the opening of the GMS;

b. The number of candidates depends on the quantity of members of the Board of Directors and shall be decided by the GMS. In case the number of candidates nominated is smaller than the permissible number, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

3. In case the number of candidates is smaller than the minimum number, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The Board of Directors has three (03) members;

2. The term of office of members of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. In case the term of office of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.

3. Composition of the Board of Directors: At least one third (1/3) of the members of the Board of Directors of the Company shall be non-executive members. The Company shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises.

5. Information about designation of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.

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

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:

a. Decide the strategy, medium-term development and annual business plans of the Company;

b. Propose types of authorized shares and quantity of each type;

c. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;

d. Decide selling prices for shares and bonds of the Company;

e. Decide repurchase of up to 10% of the total shares of each type which are sold within 12 months. The repurchase price for ordinary shares must not exceed their market price at the time;

f. Decide investment plans and investment projects with a total value of between VND 10 billion and less than 35% of the total assets written the Company's latest financial statement;

g. Decide solutions for market development, marketing and technology;

h. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total assets as recorded in the Company's latest financial statements, and contracts and transactions that do not fall under the jurisdiction of the GMS;

i. Elect, dismiss, discharge the President of the Board of Directors; designate, discharge, conclude and terminate contracts with the General Director; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;

j. Supervise the General Director and other managers operating everyday business of the Company;

k. Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;

l. Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS are effectively approved to protect shareholders; regulations on information disclosure;

m. Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;

n. Submit audited annual financial statements to the GMS;

o. Propose re-organization, dissolution of the Company; request bankruptcy of the Company;

p. Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;

q. Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;

r. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter (if any)

3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities shall have the following contents:

a. Remunerations, operating costs and other benefits of the Board of Directors and each of its members as prescribed in Clause 3 Article 163 of the Law on Enterprises and the Company's Charter.

b. Summaries of the meetings of the Board of Directors and its decisions.

c. Reports on transactions between the company, subsidiary companies and companies over 50% charter capital of which is held by the public company with members of the Board of Directors and their related persons; transactions between the company with companies whose founders or executive officers are members of the Board of Directors over the last 03 years from the transaction date.

d. Activities of independents members of the Board of Directors and their opinions about the operation of the Board of Directors (for listed companies).

e. Performance of the General Director.

f. Performance of other executives.

g. Future plans.

Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.

3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income

tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 29. President of the Board of Directors

1. The President of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The President of the Board of Directors must not concurrently hold the position of General Director.

3. Rights and obligations of the President of the Board of Directors:

a. Formulate operating plans and programs of the Board of Directors;

b. Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;

c. Organize the ratification of resolutions and decisions of the Board of Directors;

d. Supervise the process of implementation of resolutions and decisions of the Board of Directors;

e. Chair the GMS;

f. Proposing to the Board of Directors on the designate and discharge of the General Director. On behalf of the Board of Directors to sign a labor contract with the General Director.

g. Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within 10 days from the resignation or dismissal date.

5. In case the President of the Board of Directors 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 President of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is

incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

6. Where necessary, the Board of Directors may designate the company's secretary to assist the Board of Directors and the President of the Board of Directors in performing the obligations under their authority in accordance with the law and this Charter, who will have the following rights and obligations:

a. Assist in convening the GMS and meetings of the Board of Directors; takes minutes of the meetings;

b. Assists members of the Board of Directors in performing their rights and obligations;

c. Assists the Board of Directors in applying and implementing the business administration rules;

d. Assist the company in development of shareholder relationship, protection of lawful rights and interests of shareholders;

e. Assist the company in fulfillment of the obligation to provide and disclose information and administrative procedures;

7. The company secretary is responsible for keeping information confidential in accordance with the provisions of law and the Company's Charter. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors sends the annual financial statements, the Company's operation reports, the audit reports and the inspection reports of the Board of Directors to the shareholders at GMS.

Article 30. Meetings of the Board of Directors

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

3. The President of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a. The meeting is requested by the Board of Controllers;

b. The meeting is requested by the General Director or at least 05 more managers;

c. The meeting is requested by at least 02 members of the Board of Directors;

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The President of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the President of the Board of Directors shall be responsible for the

damage incurred by the Company; the requester is entitled to convene the meeting instead of the President of the Board of Directors.

6. At the request of an independent auditing company to audit the financial statements of the Company, the President of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation.

7. The President of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations which must be sent to the members of the Board of Directors and the Controllers at least three (03) working days before the meeting. The invitations must be made in writing in Vietnamese and must fully notify the meeting time, location, agenda, issues that need discussing, enclosed with documents to be used at the meeting and votes.

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

8. The President of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Controllers.

Members of the Board of Controllers are entitled to attend meetings of the Board of Directors; they are entitled to discuss but must not vote.

9. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if permitted approved by the majority of the Board of Directors.

10. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

11. It is considered that a member of the Board of Directors has participated in and voted at a meeting when he/she:

a. Participate and vote in person at the meeting;

b. Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;

c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;

d. Send votes by mail, fax or email;

12. The meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each member Meeting participants can:

a. Listen to each other member of the Board of Directors speaking at the meeting;

b. Speak to all other participants simultaneously. Discussions between members can be done directly by telephone or by other means of communication or a combination of these methods. Members of the Board of Directors participating in such a meeting are considered "present" at such meeting. The meeting location to be held in accordance with this regulation is the location where the most members of the Board of Directors are present, or the location where the President of the meeting is present.

The decisions adopted in the telephone meeting are held and conducted in a valid manner, effective immediately at the end of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors attended this meeting.

13. Members of the Board of Directors may send votes to the meeting by mail, fax, or email. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the President of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

14. Voting:

a. Except for the provisions at Point b, Clause 14, Article 30, each member of the Board of Directors or an authorized person specified in Clause 8 of this Article who is directly present as an individual at the meeting of the Board of Directors has one (01) votes;

b. A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to such member has interests and those interests conflict or may conflict with the interests of such member of the company. Members of the Board of Directors are not included in the minimum percentage of members present to be able to hold meetings of the Board of Directors on decisions that such members do not have the right to vote;

c. According to the provisions of Point b, Clause 14, Article 30, when a problem arises at a meeting related to the interests or voting rights of a member of the Board of Directors but that member does not voluntarily give up his voting right, the The decision of the chairperson is final, unless the nature or scope of interests of the relevant member of the Board of Directors has not been fully disclosed.

15. A member of the Board of Directors directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he/she is a person with interests in it publicize this interest at the first meeting of the Board to discuss the conclusion of this contract or transaction. In case a member of the Board of Directors does not know that he or she and related persons have interests at the time a contract or transaction is signed with the Company, this member of the Board of Directors must disclose related interests at the first meeting of the Board of Directors is held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.

16. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the President of the Board of Directors shall have the casting vote.

17. Resolutions in the form of collecting written opinions are adopted on the basis of the consent of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as the resolution passed at the meeting.

18. The President of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members and such minutes are authentic evidence of the work carried out in the meeting unless there are objections about the meeting contents of the minutes within ten (10) days from the date of sending. Minutes of meetings of the Board of Directors shall be made in Vietnamese and may be made in foreign languages. The minutes must bear the signatures of the chairperson and the person recording the minutes.

19. The General Director, other enterprise executives and experts may attend meetings of the Board of Directors at the invitation of the Board of Directors but may not vote.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 03 persons that are members of the Board of Directors and external members. Nnon-executive members of the Board of Directors shall make up a majority of the subcommittee and one of these member shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.

Article 32. Person in charge of company administration

1. The Board of Directors of the Company shall appoint at least 01 person in charge of company administration, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of company administration must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.

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

a. Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;

b. Prepare for meetings of the Board of Directors, the Board of Controllers and the GMS as requested by the Board of Directors or the Board of Controllers;

c. Provide consultancy on meeting procedures;

d. Participate in the meetings;

e. Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors

f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and Controllers;

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

h. Assist in contact between parties with relevant interests;

i. Protect confidentiality of in accordance with regulations of law and the Company's Charter;

j. Other rights and obligations prescribed by law.

CHAPTER VIII.

THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

1. The Company's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation.

2. The Company has a General Director, Deputy General Directors, a Chief Accountant and persons designated by the Board of Directors to hold other managerial positions.

3. The designation and dismissal of the titles of General Director, Deputy General Directors, a Chief Accountant are subject to ratification by resolutions or decisions of the Board of Directors.

Article 34. The Company's executives

1. When requested by the General Director and approved by the Board of Directors, the General Director may recruit other executives (except for the Deputy General Directors, Chief Accountant) with the quantity and qualifications conformable the organizational structure and management regulations of the Company.

2. Executives shall assist the Company in achieving its organizational and business objectives.

3. Executives are paid salaries and bonuses. The General Director, Deputy General Directors, Chief Accountant shall receive salaries and bonuses, which are decided by the Board of Directors.

4. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

Article 35. Designation, dismissal, duties and entitlements of the General Director

1. The Board of Directors shall designate 01 member of the Board of Directors or hires a person as the General Director.

2. The General Director shall administer the Company' everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.

3. The term of office of the General Director shall not exceed 05 years without term limit. The General Director shall satisfy the requirements prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

a. Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors;

b. Organize the implementation of resolutions and decisions of the Board of Directors;

c. Organize the implementation of the Company's business plans and investment plans;

d. Designate, dismiss and discharge managerial positions in the Company, except for those within the jurisdiction of the Board of Directors;

e. Decide the salaries and other benefits of the Company's employees, including the managers designated by the General Director;

f. To decide on investment plans and investment projects worth up to 10 billion VND.

g. Proposing to the Board of Directors on the organizational structure plan, internal management regulations of the Company;

h. Proposing measures to improve the operation and management of the Company;

i. Proposing the number and number of business executives that the Company needs to recruit for appointment or dismissal by the Board of Directors in accordance with internal regulations and recommending remuneration, salary and other benefits for business executives for the Board of Directors to decide;

j. Recruit employees;

k. Propose dividend payment plan or business loss settlement;

l. Other rights and obligations as prescribed by law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, labor contract signed with the Company.

5. The Board of Directors may dismiss the General Director if it is approved by the majority of members of the Board of Directors who have the right to vote and participate in the meeting, and designate a new General Director.

CHAPTER IX.
THE BOARD OF CONTROLLERS

Article 36. Nomination and self-nomination of members of the Board of Controllers (Controllers)

1. The nomination and self-nomination of members of the Board of Controllers shall comply with Clause 1 and Clause 2 Article 25 of this Charter.

2. In case the number of candidates for the Board of Controllers through nomination and candidacy is not enough, the incumbent Board of Controllers may nominate additional

candidates or organize the nomination according to the mechanism specified in the Company's Charter and internal regulations on corporate governance. This must be announced before the GMS starts to vote for members of the Board of Controllers as prescribed by law.

Article 37. Composition of the Board of Controllers

1. The Board of Controllers has three (03) members. More than half of the members of the Board of Controllers shall be residents of Vietnam.The term of office of members of the Board of Controllers shall not exceed 05 years without term limit.

2. Members of the Board of Controllers shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises and the Company's Charter and shall not:

a. Work in the Company's accounting or finance department;

b. Be a member of employee of the independent accredited audit organization that is auditing the Company's financial statements over the last 03 years.

3. A member of the Board of Controllers will be dismissed in the following cases:

a. He/she no longer fully satisfies the requirements specified in Clause 2 of this Article;

b. He/she hands in resignation letter which is accepted;

4. A member of the Board of Controllers will be discharged in the following cases:

a. He/she fails to fulfill the assigned tasks and duties;

b. He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;

c. He/she commits multiple or serious violations against obligations of members of the Board of Controllers prescribed by the Law on Enterprises and the Company's Charter.

d. Other cases specified in the resolution of the GMS.

Article 38. Chief Controller

1. The Chief Controller shall be elected by the Board of Controllers among its members under the majority rule. The Chief Controller shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.

2. Rights and obligations of the Chief Controller:

a. Convene meetings of the Board of Controllers;

b. Request the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Controllers;

c. Prepare and sign reports of the Board of Controllers after consulting with the Board of Directors for submission to the GMS.

Article 39. Rights and obligations of the Board of Controllers

In addition to the rights and obligations in Article 170 of the Law on Enterprises and the Company's Charter, the Board of Controllers also has the following rights and obligations:

a. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements;

b. Take responsibility to the shareholders for the supervision tasks performed by the Board of Controllers;

c. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers, Cooperate with the Board of Directors, the General Director and shareholders.

d. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.

e. Formulate the Regulations on Operation of the Board of Controllers and submit them to the GMS for ratification.

f. Submit reports to the GMS on the company's business results, the performance results of the Board of Directors, the General Director; Report on self-assessment of the performance of the Board of Controllers and Supervisors in accordance with Article 290 of Decree No. 155/2020/ND-CP.

g. Access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.

h. Request the Board of Directors, its members, the General Director and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation.

i. Other rights and obligations prescribed by law and this Charter.

Article 40. Meetings of the Board of Controllers

1. The Board of Controllers shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Board of Controllers must be retained in order to attribute responsibility of each member.

2. The Board of Controllers is entitled to request members of the Board of Directors, The General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

Article 41. Salaries, remunerations, bonuses and other benefits of members of the Board of Controllers

1. Members of the Board of Controllers shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Controllers.

2. Members of the Board of Controllers shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Controllers which has been approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating costs of the Board of Controllers shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

CHAPTER X.

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

Members of the Board of Directors, members of the Board of Controllers, the General Director, other executives shall fulfill their duties as members of subcommittees of the Board of Directors in a truthful and prudent manner to serve the interests of the Company.

Article 42. Responsibility for honesty and prevention of conflict of interest

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

2. Members of the Board of Directors, members of the Board of Controllers, the General Director, other managers and their related persons may only use the information obtained from their positions to serve the interests of the Company.

3. Members of the Board of Controllers, members of the Board of Controllers, the General Director and other managers shall send written notices to the Board of Directors and the Board of Controllers of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

4. Members of the Board of Directors must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Controllers, the General Director, other managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

6. Transactions between the Company with one or some members of the Board of Directors, members of the Board of Controllers, the General Director, other executives and their related persons shall not be invalidated in the following cases:

a. For transactions whose value do not exceed 20% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Controllers, the General Director, other executives have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;

b. For transactions whose separate value or cumulative value over 12 months from the day the first transaction is conducted exceed 20% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Controllers, the General Director, other executives have been disclosed to the shareholders and are approved by the GMS by votes of shareholders without relevant interests.

Article 43. Responsibility for damage and compensation

1. Any members of the Board of Directors, members of the Board of Controllers, the General Director or other executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.

2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, members of the Board of Controllers, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.

3. When performing functions, duties or performing tasks authorized by the Company, members of the Board of Directors, Board of Controllers, the General Director or other executives Board of Directors, employees or authorized representatives of the Company will be compensated by the Company when they become a related party in complaints, lawsuits and prosecutions (except for lawsuits filed by the Company as the petitioner) in the following cases:

a. Acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;

b. Comply with the law and have no proof of failure to fulfill its responsibilities.

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

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

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

1. Ordinary shareholders have the rights to access the Company's documents and records. To be specific:

a. Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, minutes and resolutions of the GMS;

b. The shareholder or group of shareholders that hold at least 05% of ordinary shares is entitled to examine, access extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Controllers, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets.

2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter or its notarized copy issued by the shareholder or group of shareholders.

3. Members of the Board of Directors, members of the Board of Controllers, the General Director and other executives are entitled to access the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.

4. The Company shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assts, resolutions of the GMS and the Board of Directors, minutes of the GMS and the Board of Directors, reports of the Board of Directors and the Board of Controllers, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.

5. The Company's Charter shall be posted on the Company's website.

CHAPTER XII.
EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, discipline and commendation of employees and executives.

2. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to the Company's relationships with trade union organizations according to best standards, practice and management policies, the practice and policies specified in this Charter, the Company's regulations and applicable laws.

CHAPTER XIII.
DISTRIBUTION OF PROFITS

Article 46. Distribution of profits

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.

2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.

3. The Board of Directors may request the GMS to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.

4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that

shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.

6. Other issues relevant to profit distribution prescribed by law.

CHAPTER XIV.

BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING

Article 47. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.

2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of law.

3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

Article 48. Fiscal year

The Company's fiscal year begins on the first day of January every year and ends on the 31st day of December. The first fiscal year starts from the date of issuance of the Certificate of Business Registration and ends on the date of issue the 31st of December immediately after the date of issuance of that Certificate of Business Registration.

Article 49. Accounting

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.

2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions.

3. The accounting currency shall be VND. If the Company's transactions primarily use a foreign currency, the Company may use it as accounting currency, take legal responsibility and send a notice to its supervisory tax authority.

CHAPTER XV.

FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 50. Annual, half-year and quarterly financial statements

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.

3. The Company shall prepare and disclose examined biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

Article 51. Annual reports

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

CHAPTER XVI.

AUDIT

Article 52. Audit

1. The GMS shall appoint an independent audit company or authorize the Board of Directors to select one on the list of independent audit companies, which will audit the Company's financial statements of the next year under agreements with the Board of Directors.

2. Audit reports shall be enclosed with the Company's annual financial statements.

3. Independent auditors that audit the Company's financial statements are entitled to participate in the GMS, receive notices and information relevant to the GMS, comment at the GMS on the issues relevant to the audit of the Company's financial statements.

CHAPTER XVII.

THE COMPANY'S SEALS

Article 53. The Company's seals

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions. The company may have one or more seals.

2. The Board of Directors shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable regulations of law.

CHAPTER XVIII.

DISSOLUTION, EXTENSION AND LIQUIDATION

Article 54. Dissolution of the Company

1. The Company can be dissolved in the following cases:

a. The company has a decision to terminate its operation;

b. The Certificate of Enterprise Registration is revoked;

c. Other cases prescribed by law.

2. Dissolution of the Company ahead of schedule shall be decided by the GMS and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities as per regulations.

Article 55. Extension of operating period

1. When the Company has made a decision to terminate the operation term, then if it continues to be extended, the Board of Directors shall convene a GMS before the end of the term of operation so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

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

Article 56. Liquidation

1. At least 06 months before the expiry of the Company's operating period or after a decision on dissolution of the Company is issued, the Board of Directors shall establish a liquidation board, which consists of 03 members to carry out the liquidation of the Company's assets.

2. Revenues from the liquidation shall be used in the following order:

a. Liquidation costs;

b. Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;

c. Tax debts and payments to the State;;

d. Other debts of the Company;

e. The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

CHAPTER XIX.
SETTLEMENT OF INTERNAL DISPUTES

Article 57. Settlement of internal disputes

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:

a. The shareholders and the Company;

b. The shareholders and the Board of Directors, the Board of Controllers, the General Director or other executives;

The parties shall try to settle these disputes through negotiation and mediation, either party is entitled to request to appoint an independent expert as a mediator.

2. In case the dispute cannot be settled through mediation within 06 weeks or the mediator's decision is not accepted by the parties, either party may bring the case to court.

3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

CHAPTER XX.
REVISING THE COMPANY'S CHARTER

Article 58. The Company's Charter

1. Revisions to this Charter are subject to approval by the GMS.

2. In case regulations of law that are relevant to the Company's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company's operation.

CHAPTER XXI.
EFFECTIVE DATE

Article 59. Effective date

1. This Charter has 21 Chapter, 59 Articles and which were adopted on 10 Aug 2026 and jointly agreed to take effect in full text of this Charter.

2. This Charter shall be made into two (02) copies with equal value and retained at the Company's headquarters.

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

4. Copies and extracts of this Charter shall be effective when they bear the signature of the President of the Board of Directors or Legal representative.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR

M.S.D.N: 0311638653 - C.T.C.P.
CÔNG TY CỔ PHẦN DỊCH VỤ BIỂN TÂN CẢNG
P.BÌNH TRUNG - TP.HỒ CHÍ MINH

NGUYEN PHUNG HUNG

APPENDIX 01: LIST OF FOUNDATION SHAREHOLDERS

TAN CANG OFFSHORE SERVICES JOINT STOCK COMPANY

No.	Name of Shareholders	ID card/business registration (Number, date of issue, place of issue)	Nationality	Permanent address/Headquarters	Ownership shares		Note
					Number of shares	Value of capital contribution (thousand VND)	
1	SAIGON NEWPORT ONE MEMBER LIMITED LIABILITY CORPORATION	0300514849 30 June 2010 Ho Chi Minh City Department of Planning and Investment	-	722 Dien Bien Phu, Ward 22, Binh Thanh District, Ho Chi Minh City, Vietnam	5.400.000	54.000.000	-
2	ASIA SHIPPING JOINT STOCK COMPANY	0200760826 28 December 2011 Hai Phong City Department of Planning and Investment	-	8th floor, ACB Building, 15 Hoang Dieu, Minh Khai Ward, Hong Bang District, Hai Phong City, Vietnam	3.000.000	30.000.000	-
3	LE DANG PHUC	030967999 12 July 2006 Hai Phong Police	Vietnam	No. 29/126 An Da, Dang Giang Ward, Ngo Quyen District, Hai Phong City, Vietnam	1.050.000	10.500.000	-
4	VIET NAM PETROLEUM INVESTMENT JOINT STOCK COMPANY	0201248353 16 March 2012 Ho Chi Minh City Department of Planning and Investment	-	No. 15/77 Tran Phu, Luong Khanh Thien Ward, Ngo Quyen District, Hai Phong City, Vietnam	4.500.000	45.000.000	
5	VO DAC THIEU	024511771 15 June 2006 Ho Chi Minh Police	Vietnam	13A Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam	1.050.000	10.500.000	

MINH ★ C.T.C.P