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PREAMBLE

This Charter was adopted pursuant to Resolution No. /NQ-GMS-2026 of the General Meeting of Shareholders dated [] [], 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

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

a) Charter Capital means the total par value of shares sold or registered for subscription upon the establishment of the joint stock company and in accordance with Article 6 of this Charter;

b) Voting Capital means share capital whereby the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;

c) Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;

d) Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;

đ) Vietnam means the Socialist Republic of Vietnam;

e) Establishment Date means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent legal documents);

g) Executive Officer means the General Director, Deputy General Director, Chief Accountant and other executives as stipulated in the Company's Charter;

h) Enterprise Manager means the manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and other individuals holding managerial positions as prescribed in the Company's Charter;

i) Related Person means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;

k) Shareholder means an individual or organization owning at least one share of the joint stock company;

m) Major Shareholder means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

n) Operational Term means the duration of operation of the Company as prescribed in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Company;

o) Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.

p) Subsidiary Units of the Company include transportation enterprises, automobile repair service enterprises, vocational training centers and driving test centers.

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

3. Headings (Sections and Articles of this Charter) are inserted for convenience of reference and understanding only and shall not affect the interpretation or substance of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATIONAL TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations and Operational Term of the Company

1. Name of the Company

– Vietnamese name of the Company: SAIGON PASSENGER TRANSPORT JOINT STOCK COMPANY;

- Foreign name of the Company: **SAIGON PASSENGER TRANSPORT JOINT STOCK COMPANY.**

- Abbreviated name of the Company: **SATRANCO**

- Logo: SaigonBus

2. The Company is a joint stock company having legal entity status in accordance with the prevailing laws of Vietnam.

3. The registered head office of the Company is located at: 39 Hai Thuong Lan Ong Street, Ward 10, District 5, Ho Chi Minh City

- Telephone: (028) 38.546.110

- Fax: (028) 38546127

- Website: www.saigonbus.com.vn

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

5. Unless terminated prior to the term prescribed in Article 65 of this Charter, the operational term of the Company shall be indefinite from the Establishment Date.

Article 3. Legal Representative of the Company

The General Director of the Company shall be the legal representative of the Company.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Operational Objectives of the Company

1. Business lines and sectors of the Company:

No.	Name of Business Line/Sector	Business Line/Sector Code
1	Other specialized wholesale not elsewhere classified (excluding wholesale of gas cylinders, liquefied petroleum gas (LPG), residual lubricating oil, gold bullion, firearms, hunting or sporting ammunition and metal currency; excluding wholesale of chemicals at the head office; implementation in accordance with Decision No. 64/2009/QĐ-UBND dated 31 July 2009 of the Ho Chi Minh City People's Committee and Decision No. 79/2009/QĐ-UBND dated 17 October 2009 of the Ho Chi Minh City People's Committee approving the agricultural products planning in Ho Chi Minh City).	4669
2	Real estate business, land use rights of owners, users or lessees. Details: warehouse leasing, parking lot leasing, housing leasing and office leasing.	6810
3	Manufacture of parts and accessories for motor vehicles and other motor vehicles.	2930
4	Manufacture of other fabricated metal products not elsewhere classified. Details: manufacture of luggage racks for automobiles and trains.	2599
	Wholesale of machinery, equipment and other machine parts.	4659

5	Details: import and export, trading of mechanical products, raw materials, supplies, equipment, technology, machinery and spare parts for the transportation sector.	
6	Short-term accommodation services. Details: operation of tourist accommodation establishments: hotels (meeting star-rating standards and not operating at the head office).	5510
7	Trade promotion and commercial introduction services. Details: organization of fairs and conferences (excluding the implementation of fire or explosion effects; excluding the use of explosives, flammable substances or chemicals as props or equipment for artistic performances, events or films).	8230
8	Educational support services. Details: overseas study consultancy services.	8560
9	Agency, brokerage and auction of goods. Details: agency services for the sale of airline tickets, train tickets, hydrofoil tickets and bus tickets (excluding real estate brokerage).	4610
10	Advertising services. Details: commercial advertising.	7310
11	Real estate consultancy, brokerage, auction and land use rights auction services. Details: real estate brokerage; real estate management	6820

	services; housing and land services (excluding legal consultancy services).	
12	Wholesale of electronic and telecommunications equipment and components. Details: import and export, trading of electrical and electronic products.	4652
13	Intermediate-level education and training. Details: vocational training.	8532
14	Restaurants and mobile food service activities. Details: restaurant services.	5610
15	Reservation services and other support services related to the promotion and organization of tours. Details: domestic and international travel services business.	7990
16	Passenger transport by bus within urban areas. Details: public passenger transportation business by automobile.	4921(Chính)
17	Passenger transport by bus between urban and suburban areas and inter-provincial routes. Details: public passenger transportation business by automobile.	4922
18	Other passenger transport by bus. Details: public passenger transportation business by automobile.	4929

19	Other land passenger transport. Details: passenger transportation business under contracts and on fixed routes; international interline passenger transportation business.	4932
20	Freight transport by road. Details: cargo transportation business by automobile (excluding liquefied gas transportation).	4933
21	Other support activities related to transportation. Details: parking services for two-wheeled and four-wheeled vehicles (excluding liquefied gas transportation and activities related to air transport). Activities of airline ticket sales agents; freight forwarding activities; customs clearance services; activities of road transport agents; cargo consignment services; collection and delivery of transport documents and bills of lading; import-export entrusted services; freight transportation agency services.	5229
22	Maintenance and repair of motor vehicles and other motor vehicles. Details: maintenance and repair of motor vehicles (excluding mechanical processing, waste recycling and electroplating at the head office).	4520
23	Manufacture of motor vehicles and other motor vehicles. Details: manufacture, assembly, refurbishment and conversion of all types of motor vehicles (excluding manufacturing at the head office; excluding transport vehicle design).	2910

24	Wholesale of motor vehicles and other motor vehicles. Details: import and export, trading of automobiles, trucks, trailers, components, spare parts and auxiliary parts of all types of motor vehicles.	4511
25	Wholesale of solid, liquid and gaseous fuels and related products. Details: agency business for petroleum and lubricants; trading of lubricating grease, engine cleaning substances and other fuels used for engines (excluding liquefied petroleum gas (LPG) and residual lubricating oil business).	4661
26	Manufacture of beds, wardrobes, tables and chairs. Details: import and wholesale of raw materials for paper packaging production.	3100
27	Rental and leasing of motor vehicles. Details: automobile rental services.	7710
28	Warehousing and storage. Details: warehousing and storage of goods in other warehouses.	5210
29	Wholesale of metals and metal ores. Details: wholesale of iron and steel.	4662
30	Cargo handling. Details: road cargo handling services.	5224

31	Agents for motor vehicles and other motor vehicles. Details: Wholesale agency, retail agency and brokerage activities for passenger cars with up to 9 seats, passenger vehicles with more than 9 seats (excluding the driver), including both new and used vehicles; Wholesale agency, retail agency and brokerage activities for other new and used motor vehicles, specifically: passenger vehicles with more than 9 seats.	4513
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2. Operational Objectives of the Company:

2.1 General Objectives:

To develop the Company in a stable and sustainable manner; to preserve and develop State capital; to continuously improve the living standards of officers and employees; and to affirm and maintain its role as the City's key enterprise in the field of public passenger transportation (abbreviated as PPT). To take the lead in organizing, operating and exploiting BRT routes and progressively coordinate integration with the Metro mass transit system. To proactively provide consultation and pioneer the reorganization of operational models, management and administration methods, as well as the application of modern technologies in order to improve service quality and attract an increasing number of city residents to use public transportation. In addition, through the process of comprehensive restructuring, the Company shall orient its development toward intensifying in-depth development of service activities and improving service quality in order to increase revenue sources, thereby gradually reducing dependence on subsidies from the City budget for public passenger transportation activities.

2.2 Main Targets and Duties:

- To review and adjust production procedures and the relationships among functional departments within the Company toward improving efficiency and increasing autonomy for affiliated units.

- To progressively reorganize the management and operational model, and upgrade the operational model of affiliated Enterprises into independently accounting Companies. To implement internal restructuring of the Company's organizational model, clearly defining the public utility segment and the commercial service business segment.

- To focus on developing and training highly qualified human resources capable of meeting the requirements of production and business activities. To emphasize the training of frontline employees and improve awareness of passenger service quality.

- To accelerate investment in the application of advanced technologies to production and business activities, particularly technologies that improve the quality of public passenger transportation services.

- To be ready to receive and effectively operate mass passenger transportation systems when assigned by the City.

- To improve the quality of the existing vehicle fleet and progressively liquidate and replace deteriorated vehicles of the Company with modern vehicles suitable for operational conditions and environmentally friendly.

- To focus on promoting the development of tourism and travel services into a key business activity of the Company. To establish a specialized department for management and business operations. To develop key tourism programs in order to create core products attracting customers. To strengthen joint ventures and cooperation with tourism enterprises, hotels, restaurants, entertainment centers, airline ticket offices, etc. in order to establish a tourism product supply chain with reasonable prices, reduce tour costs and generate high revenue and profit for the Company. In addition, to formulate and adjust income mechanisms in order to attract highly skilled business personnel to the Company.

- To continue maintaining and stabilizing employee transportation services, strengthen customer care activities and improve service quality in order to retain customers.

- To implement cooperative business activities in the trading of passenger automobiles. To cooperate in providing warranty and maintenance services for various enterprises engaged in automobile trading both within and outside the City.

- To continue maintaining and stabilizing driver training, driver testing and international interline transportation activities. To focus on service quality in order to enhance brand reputation and consolidate and maintain the market share achieved.

– To maximize the Company’s potential in infrastructure, depots, workshops, equipment and human resources. To implement investment projects for the construction of multi-storey parking facilities combined with commercial service centers.

– To strengthen proposals and consultancy to State administrative management agencies regarding policies and legal regulations related to the following activities:

- + Planning of public passenger transportation routes in Ho Chi Minh City;
- + Technical and economic standards and norms for vehicles;
- + Standards for technological equipment such as automatic ticketing equipment, smart cards, etc.;
- + Administrative procedures in public passenger transportation activities;
- + Mechanisms and policies encouraging investment in vehicle innovation, etc. and other fields related to the Company’s production and business activities.

Article 5. Business Scope and Operations of the Company

The Company is permitted to conduct business activities in accordance with the business lines and sectors stipulated in this Charter which have been registered, for which amendments to registration contents have been notified to the business registration authority, and which have been published on the National Enterprise Registration Portal. In cases where the Company conducts conditional business investment sectors, the Company shall satisfy all business conditions in accordance with the Law on Investment and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital and Shares

1. The Charter Capital of the Company is VND 600,000,000,000 (Six hundred billion Vietnamese Dong).

The total Charter Capital of the Company is divided into 60,000,000 (Sixty million) shares with a par value of VND 10,000 per share.

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

3. The shares of the Company as of the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of shares are prescribed in Articles 19 and 20 of this Charter.

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

5. Ordinary shares must be offered for sale on a priority basis to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Shares not subscribed for by shareholders shall be decided upon by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on terms not more favorable than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by the Company in the manners prescribed in this Charter and applicable laws.

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

Article 7. Share Certificates and Dividend Payment

1. Share Certificates

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

1.2 A share certificate is a type of security certifying the lawful rights and interests of the owner with respect to a portion of the share capital of the issuing organization. A share certificate must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.

1.3 Within 30 days from the date of submission of complete dossiers requesting the transfer of share ownership in accordance with the Company's regulations, or within 30 days from the date of full payment for subscribed shares in accordance with the

Company's share issuance plan (or within another period as prescribed in the issuance terms), the owner of such shares shall be issued a share certificate. Shareholders shall not be required to pay the Company any costs for printing share certificates.

1.4 In the event that a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company upon request of such shareholder. The shareholder's request must include the following contents:

- a) Information regarding the share certificate that has been lost, damaged or otherwise destroyed;
- b) An undertaking to bear responsibility for any disputes arising from the re-issuance of a new share certificate.

2. Dividend Payment

2.1 A joint stock company may only pay dividends on ordinary shares when all of the following conditions are satisfied:

- a) The Company has fulfilled its tax obligations and other financial obligations in accordance with the provisions of law;
- b) The Company has appropriated company funds and offset previous losses in accordance with the provisions of law and the Company's Charter;
- c) Immediately after full payment of dividends, the Company still ensures payment in full of all due debts and other property obligations.

2.2 Dividends may be paid in cash, in shares of the Company or in other assets as prescribed in the Company's Charter. If dividends are paid in cash, such payment must be made in Vietnamese Dong and in accordance with payment methods prescribed by law.

2.3 Dividends must be paid in full within 06 months from the end date of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount payable for each share, and determine the deadline and method of payment no later than 30 days prior to each dividend payment. Notice of dividend payment shall be sent by a method ensuring delivery to shareholders at the addresses registered in the shareholder register no later than 15 days prior to the dividend payment date. Such

notice must include the following contents:

- a) Name and head office address of the Company;
- b) Full name, contact address, nationality and legal document number of individual shareholders;
- c) Name, enterprise code or legal document number, and head office address of organizational shareholders;
- d) Number of shares of each class held by the shareholder; dividend amount payable for each share and total dividend amount receivable by such shareholder;
- đ) Time and method of dividend payment;
- e) Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

2.4 In the event that a shareholder transfers his/her shares during the period between the closing date of the shareholder list and the dividend payment date, the transferor shall be the person entitled to receive dividends from the Company.

2.5 In the event dividends are paid in shares, the Company is not required to carry out procedures for offering shares in accordance with Articles 123, 124 and 125 of the Law on Enterprises. The Company shall register an increase in Charter Capital corresponding to the total par value of shares used for dividend payment within 10 days from the date of completion of dividend payment.

Article 8. Other Securities Certificates

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

Article 9. Issuance of Bonds

1. The Company has the right to issue bonds, convertible bonds and other types of bonds in accordance with the provisions of law.

2. The Company shall not have the right to issue bonds if it fails to fully pay both principal and interest of issued bonds, or fails to pay or fully pay due debts for three (03) consecutive years immediately preceding the issuance, unless otherwise provided by securities laws.

3. The issuance of bonds to creditors that are selected financial institutions shall not be restricted by the provisions of Clause 02 of this Article.

4. The Board of Directors has the authority to decide on the type of bonds, total bond value and timing of issuance, but must report to the General Meeting of Shareholders at the nearest meeting. Such report must be accompanied by documents and dossiers explaining the resolution of the Board of Directors regarding the bond issuance.

5. In the event the Company issues bonds convertible into shares, such issuance shall comply with the order and procedures corresponding to share offering in accordance with the Law on Enterprises and other relevant provisions of law. The Company shall register the change of Charter Capital within ten (10) days from the date of completion of the conversion of bonds into shares.

Article 10. Shareholder Register

1. The Company must establish and maintain a shareholder register from the date of issuance of the Enterprise Registration Certificate. The shareholder register may be maintained in written form, electronic data form or both.

2. The shareholder register must contain the following principal contents:

- a) Name and head office address of the Company;
- b) Total number of shares authorized for offering, classes of shares authorized for offering and the number of shares authorized for offering of each class;
- c) Total number of sold shares of each class and the value of contributed share capital;
- d) Full name, permanent residential address, nationality, citizen identification card number, identity card number, passport number or other lawful personal identification of shareholders being individuals; name, enterprise code or establishment decision number, and head office address of shareholders being organizations;
- đ) Number of shares of each class held by each shareholder and the date of share registration.

3. The shareholder register shall be kept at the head office of the Company or at the Securities Depository Center. Shareholders have the right to inspect, search, extract and copy the contents of the shareholder register during working hours of the Company or the Securities Depository Center.

4. In the event a shareholder changes his/her permanent residential address, such shareholder must promptly notify the Company for updating in the shareholder register. The Company shall not be responsible for failure to contact shareholders due to the shareholders' failure to notify changes of address.

5. From the date of submission of complete dossiers in accordance with Point 1.3, Clause 1, Article 7 of this Charter, the Company shall have the following obligations:

a) Immediately upon receipt of complete and valid dossiers requesting transfer of share ownership in accordance with the Company's regulations, and no later than two (02) working days of the Company thereafter, the Company shall fully record the information of the transferee in the shareholder register.

b) From the date of full payment for shares in accordance with the Company's share issuance plan, and no later than two (02) working days of the Company thereafter, the Company shall fully record the information of the organization or individual having fully paid for the shares in the shareholder register.

c) From the date on which information is recorded in the shareholder register, the transferee or the organization or individual having fully paid for the subscribed shares in accordance with the Company's share issuance plan shall become a shareholder of the Company even if a share certificate has not yet been issued by the Company (except for the case prescribed in Point 2.4, Clause 02, Article 07 of this Charter).

Article 11. Offering of Shares

1. Offering of shares means the increase by the Company in the number of shares and classes of shares authorized for offering in order to increase the Charter Capital.

2. Offering of shares may be conducted in the following forms:

a) Offering of shares to existing shareholders;

- b) Private placement of shares;
- c) Public offering of shares.

3. Public offering of shares, offering of shares by public companies and other organizations shall be conducted in accordance with the provisions of securities laws.

4. The Company shall register the change of Charter Capital within 10 days from the date of completion of the share offering.

Article 12. Offering of Shares to Existing Shareholders

1. Offering of shares to existing shareholders means the case where the Company increases the number of shares and classes of shares authorized for offering and sells all such shares to all shareholders in proportion to their existing shareholding ratio in the Company.

2. In the event that the number of shares proposed to be offered is not fully subscribed for by shareholders and transferees of pre-emptive subscription rights, the Board of Directors shall have the right to sell the remaining authorized shares to shareholders of the Company and other persons on terms not more favorable than those offered to shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by securities laws.

3. Shares shall be deemed sold when fully paid for and when information regarding the purchaser as prescribed in Clause 2, Article 10 of this Charter has been fully recorded in the shareholder register; from such time, the purchaser of shares shall become a shareholder of the Company.

4. After shares have been fully paid for, the Company shall issue and deliver share certificates to the purchaser; in the event share certificates are not delivered, the shareholder information prescribed in Clause 2, Article 10 of this Charter shall be recorded in the shareholder register to certify such shareholder's ownership of shares in the Company.

Article 13. Sale of Shares

The Board of Directors shall decide the timing, method and selling price of shares. The selling price of shares must not be lower than the market price at the time of sale or the book value of the shares at the nearest time, except for the following cases:

1. Shares sold for the first time to persons who are not founding shareholders;
2. Shares sold to all shareholders in proportion to their existing shareholding ratio in the Company;
3. Shares sold to brokers or underwriters; in such case, the specific discount amount or discount rate must be approved by the General Meeting of Shareholders.
4. Other cases and the discount rates applicable thereto as prescribed by the Company's Charter or resolutions of the General Meeting of Shareholders.

Article 14. Transfer of Shares

1. Shares may be freely transferred, except for the cases prescribed in Clause 3, Article 120 of the Law on Enterprises and where the Company's Charter provides restrictions on share transfer. In the event that the Company's Charter provides restrictions on share transfer, such restrictions shall only be effective if clearly stated on the corresponding share certificates.

2. The transfer of shares shall be affected by contract in the ordinary manner or through transactions on the securities market. In the event of transfer by contract, the transfer documents must be signed by the transferor and transferee or their authorized representatives.

In the event of transfer through transactions on the securities market, the order, procedures and recording of ownership shall comply with the provisions of securities laws.

The transferor shall cease to have the rights and obligations of a shareholder from the time the transferee's information is recorded in the shareholder register of the Company (except for the case prescribed in Point 2.4, Clause 02, Article 07 of this Charter).

3. Shares of strategic shareholders may not be transferred during the committed period stipulated in the agreement.

In the event of gifting, debt repayment, inheritance, compliance with decisions of State management authorities or other matters resulting in a change of ownership of shares held by strategic shareholders, the transfer of ownership shall only be effected by the Company after expiry of the committed period under the agreement.

4. Employees of the Company purchasing shares under commitment shall only be entitled to transfer such shares after expiry of the committed period. In special cases where transfer of such shares prior to the expiry date is necessary, approval of the Board of Directors shall be required and the Company shall have the preferential right to repurchase such shares in accordance with the following provisions:

a) In the event the Company undertakes restructuring resulting in employees having to terminate labor contracts, resign or lose employment in accordance with labor laws prior to the committed period, if such employees wish to resell shares to the Company, the Company shall repurchase such shares at a price close to the market trading price at the time of sale.

b) In the event employees terminate labor contracts or are dismissed due to violations of the Company's Internal Regulations prior to the committed period, they must sell to the Company all additionally purchased shares at a price close to the market trading price but not exceeding the purchase price at the time of equitization.

5. Shareholders have the right to donate part or all of their shares in the Company to other individuals or organizations; and to use shares for debt repayment. Individuals or organizations receiving donated shares or shares in repayment of debts shall become shareholders of the Company.

6. In the event an individual shareholder dies, the heir under a will or by law of such shareholder shall become a shareholder of the Company upon completion of legal procedures in accordance with inheritance laws and approval by the Company. This provision shall not be construed as exempting the deceased shareholder from obligations attached to any shares held by such person.

The Company shall not settle inheritance disputes in relation to dividend receipt.

7. The Company must register changes of shareholders in the shareholder register at the request of relevant shareholders within 24 hours from receipt of such request in accordance with the Company's Charter.

8. Shareholders have the right to donate part or all of their shares in the Company to other persons; and to use shares for debt repayment. In such cases, the recipient of donated shares or shares received in repayment of debts shall become a shareholder of the Company and inherit all rights and obligations of the shareholder donating or using shares for debt repayment.

9. In the event a shareholder transfers part of his/her shares, the old share certificate shall be cancelled and the Company shall issue a new share certificate recording the transferred shares and the remaining shares.

10. Recipients of shares in the cases prescribed in this Article shall only become shareholders of the Company from the time their information as prescribed in Clause 02, Article 10 of this Charter is fully recorded in the shareholder register.

Article 15. Repurchase of Shares at the Request of Shareholders

1. Shareholders voting against a resolution on reorganization of the Company or changes to the rights and obligations of shareholders as prescribed in the Company's Charter shall have the right to request the Company to repurchase their shares. Such request must be made in writing and shall specify the name and address of the shareholder, the number of shares of each class, the intended selling price and the reasons requesting the Company to repurchase the shares. The request must be sent to the Company within 10 days from the date on which the General Meeting of Shareholders passes the resolution on the matters prescribed in this Clause.

2. The Company must repurchase shares at the request of shareholders as prescribed in Clause 01 of this Article at the market price or at a price determined by the Board of Directors within ninety (90) days from the date of receipt of the request. In the event that no agreement can be reached on the price, the parties may request a professional valuation organization to determine the price. The Company shall

introduce at least three (03) professional valuation organizations for the shareholder to select, and such selection shall be final.

The notice must include the name and head office address of the Company, the total number and class of shares to be repurchased, the repurchase price or principles for determining the repurchase price, procedures and time limits for payment, and procedures and time limits for shareholders to offer their shares for sale to the Company.

Shareholders agreeing to sell back their shares must send the offer for sale of shares by a method ensuring delivery to the Company within thirty (30) days from the date of the notice. The offer must include the full name, permanent residential address, Citizen Identification Card number, Identity Card number, Passport number or other lawful personal identification of shareholders being individuals; the name, enterprise code or establishment decision number and head office address of shareholders being organizations; the share ownership register and number of shares offered for sale; payment method; and signatures of the shareholder or legal representative of the shareholder. The Company shall only repurchase shares offered for sale within the aforesaid time limit.

Article 16. Repurchase of Shares by Decision of the Company

The Company has the right to repurchase not more than 30% of the total ordinary shares sold, and part or all of the dividend preference shares sold, in accordance with the following provisions:

1. The Board of Directors has the authority to decide on the repurchase of not more than 10% of the total shares of each class sold within a period of 12 months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;
2. The Board of Directors shall decide the repurchase price of shares. For ordinary shares, the repurchase price must not be higher than the market price at the time of repurchase, except for the case prescribed in Clause 03 of this Article. For other classes of shares, the repurchase price must not be lower than the market price;

3. The Company may repurchase shares from each shareholder in proportion to their shareholding ratio in the Company according to the following order and procedures:

a) The decision on share repurchase of the Company must be notified by a method ensuring delivery to all shareholders within 30 days from the date such decision is approved. The notice must include the name and head office address of the Company, the total number and class of shares to be repurchased, the repurchase price or principles for determining the repurchase price, procedures and time limits for payment, and procedures and time limits for shareholders to sell their shares to the Company;

b) Shareholders agreeing to sell back their shares must send written consent to sell their shares by a method ensuring delivery to the Company within 30 days from the date of the notice. The written consent to sell shares must include the full name, contact address and legal document number of shareholders being individuals; the name, enterprise code or legal document number and head office address of shareholders being organizations; the number of shares owned and the number of shares agreed to be sold; payment method; and signature of the shareholder or legal representative of the shareholder. The Company shall only repurchase shares within the aforesaid time limit.

Article 17. Recovery of Shares

1. In the event a shareholder fails to fully and punctually pay the amount payable for subscribed shares, the Board of Directors shall notify and has the right to request such shareholder to pay the outstanding amount and bear liability corresponding to the total par value of subscribed shares for the financial obligations of the Company arising from such failure to make full payment.

2. The payment notice mentioned above must specify a new payment deadline (being at least [07 days] from the date of sending the notice), the place of payment, and must clearly state that in the event payment is not made as required, the unpaid shares shall be subject to recovery.

3. The Board of Directors shall have the right to recover shares not fully and punctually paid for in the event the requirements set out in the aforesaid notice are not fulfilled.

4. Recovered shares shall be deemed shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale or redistribution of such shares under such terms and in such manner as the Board of Directors deems appropriate.

5. Shareholders holding recovered shares must relinquish their status as shareholders in respect of such shares, but shall remain liable corresponding to the total par value of subscribed shares for the financial obligations of the Company arising at the time of recovery pursuant to the decision of the Board of Directors from the date of recovery until the date of payment. The Board of Directors shall have full authority to decide on enforcement of payment of the entire value of shares at the time of recovery.

6. Notice of recovery shall be sent to the holder of the recovered shares prior to the time of recovery. The recovery shall remain effective notwithstanding any error or negligence in the sending of such notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 18. Organizational Structure, Management and Supervision

The organizational structure for management, governance and supervision of the Company comprises:

1. The General Meeting of Shareholders.
2. The Board of Directors and the Board of Supervisors.
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 19. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through authorized representatives or other forms as prescribed by the Company's Charter and laws. Each ordinary share shall carry one voting right;
 - b) To receive dividends at rates decided by the General Meeting of Shareholders;
 - c) To be given priority to subscribe for new shares in proportion to each shareholder's ownership ratio of ordinary shares in the Company;
 - d) To freely transfer their shares to other persons, except for the cases prescribed in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
 - đ) To examine, search and extract information regarding names and contact addresses in the list of voting shareholders; and to request correction of inaccurate information relating to themselves;
 - e) To examine, search, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their ownership ratio of shares in the Company;
 - h) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class shall confer equal rights, obligations and interests upon its holder. In the event the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - k) To have full access to periodic information and extraordinary information disclosed by the Company in accordance with the provisions of law;
 - l) To have their lawful rights and interests protected; to request suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) To examine, search, extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except for documents relating to the Company's trade secrets and business secrets;

c) To request the Board of Supervisors to inspect each specific issue relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include the following contents: full name, contact address, nationality and legal document number of shareholders being individuals; name, enterprise code or legal document number and head office address of shareholders being organizations; number of shares and date of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total shares of the Company; issues to be inspected and purposes of inspection;

d) To propose matters for inclusion in the agenda of meetings of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by the shareholder and the matter proposed for inclusion in the meeting agenda;

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

3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate persons to the Board of Directors and the Board of Supervisors. The nomination of persons to the Board of Directors and the Board of Supervisors shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate persons to the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders prescribed in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. In the event the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

Article 20. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and punctually pay for the subscribed shares.
2. Not to withdraw contributed capital represented by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. In the event a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and persons having related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages arising therefrom.
3. To comply with the Company's Charter and internal management regulations of the Company.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential information provided by the Company in accordance with the Company's Charter and laws; to use such information solely for exercising and protecting their lawful rights and interests; and strictly not to disseminate, copy or send information provided by the Company to other organizations or individuals.

6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:

- a) Attending and voting directly at the meeting;
- b) Authorizing other individuals or organizations to attend and vote at the meeting;
- c) Attending and voting through online conferences, electronic voting or other electronic forms;
- d) Sending voting ballots to the meeting by mail, fax or email;
- đ) Sending voting ballots by [other means] as prescribed in the Company's Charter.

7. To bear personal responsibility when acting in the name of the Company in any form to perform any of the following acts:

- a) Violating the law;
- b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
- c) Paying debts not yet due in the face of financial risks to the Company.

8. To fulfill other obligations in accordance with the provisions of applicable laws.

Article 21. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders having voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be convened once every year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the convening of the Annual General Meeting of Shareholders where necessary, but not beyond 06 months from the end of the fiscal year. In addition to annual meetings, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide matters in accordance with the provisions of law and the Company's Charter, particularly the approval of audited annual financial statements. In the event the audit report on the Company's annual financial statements contains material exceptions, adverse opinions or disclaimer opinions, the Company must invite

representatives of the approved auditing organization conducting the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representatives shall be responsible for attending the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The remaining number of members of the Board of Directors or the Board of Supervisors is fewer than the minimum number prescribed by law;
- c) Upon request of shareholders or groups of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises; the request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bear sufficient signatures of the relevant shareholders, or such request may be made in multiple documents collectively containing sufficient signatures of the relevant shareholders;
- d) Upon request of the Board of Supervisors;
- đ) Other cases as prescribed by law and this Charter.

4. Convening of an extraordinary General Meeting of Shareholders:
a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors falls to the number prescribed in Point b, Clause 3 of this Article, or from the date of receipt of the requests prescribed in Points c and d, Clause 3 of this Article;

b) In the event the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, within the following 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) In the event the Board of Supervisors fails to convene the General Meeting of Shareholders in accordance with Point b, Clause 4 of this Article, the shareholders or groups of shareholders prescribed in Point c, Clause 3 of this Article shall have the

right to request the representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

[In such case, the shareholders or groups of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and adopting resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.]

d) Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 22. Rights and Obligations of the General Meeting of Shareholders

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

- a) To approve the development orientation of the Company;
- b) To decide on the classes of shares and the total number of shares of each class authorized for offering; to decide the annual dividend rate for each class of shares;
- c) To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investment in or sale of assets with a value equal to or exceeding 35% (thirty-five percent) of the total asset value recorded in the most recent audited financial statements of the Company;
- đ) To decide on amendments to and supplements of the Company's Charter; to approve the business lines and sectors of the Company;
- e) To decide on changes to the Charter Capital of the Company, including reduction of Charter Capital; to approve annual financial statements;
- g) To decide on repurchase of more than 10% of the total sold shares of each class;
- h) To consider and handle violations committed by members of the Board of Directors and members of the Board of Supervisors causing damage to the Company and its shareholders;
- i) To decide on reorganization or dissolution of the Company;
- k) To decide the budget or total remuneration, bonuses and other benefits for the

Board of Directors and the Board of Supervisors;

l) To approve the Internal Corporate Governance Regulations; the Operational Regulations of the Board of Directors and the Board of Supervisors;

m) To approve the list of approved auditing firms; to decide on the approved auditing firm conducting inspection of the Company's operations; and to dismiss approved auditors when deemed necessary;

n. To decide on division, separation, consolidation, merger or conversion of the Company;

n) Other rights and obligations as prescribed by law.

The General Meeting of Shareholders shall discuss and approve the following matters:

a) Annual business plan of the Company;

b) Audited annual financial statements;

c) Reports of the Board of Directors on governance and operational results of the Board of Directors and each member of the Board of Directors;

d) Reports of the Board of Supervisors on the business results of the Company and operational results of the Board of Directors and the General Director;

đ) Self-assessment reports on operational results of the Board of Supervisors and members of the Board of Supervisors;

e) Dividend rate for each share of each class;

g) Number of members of the Board of Directors and the Board of Supervisors;

h) Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;

i) Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

k) Approval of the list of approved auditing firms; decision on the approved auditing firm conducting inspection of the Company's operations when deemed necessary;

l) Supplementation and amendment of the Company's Charter;

m) Classes of shares and number of new shares to be issued for each class of shares and transfer of shares of founding members within the first 03 years from the date of establishment;

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

o) Reorganization and dissolution (liquidation) of the Company and appointment of

liquidators;

- p) Decision on investment in or sale of assets with a value equal to or exceeding 35% (thirty-five percent) of the total asset value recorded in the most recent audited financial statements of the Company;
- q) Decision on repurchase of more than 10% of the total sold shares of each class;
- r) The Company entering into contracts or transactions with entities prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% (thirty-five percent) of the total asset value of the Company recorded in the most recent audited financial statements;
- s) Approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- t) Approval of the Internal Corporate Governance Regulations, Operational Regulations of the Board of Directors and Operational Regulations of the Board of Supervisors;
- u) Other matters as prescribed by law and this Charter.

3. Shareholders shall not be entitled to vote on any resolution approving the following matters:

- a) Approval of contracts prescribed in Clause 2 of this Article where such shareholder or a related person of such shareholder is a party to the contract or transaction.
- b) Repurchase of shares of such shareholder or of a related person of such shareholder, except where the repurchase is conducted in proportion to the shareholding ratio of all shareholders or where the repurchase is conducted through order matching or public tender offer on the Stock Exchange.

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

Article 23. Authorization to Attend Meetings of the General Meeting of Shareholders

1. Shareholders and authorized representatives of organizational shareholders may directly attend meetings or authorize one or more other individuals or organizations to

attend meetings or attend meetings through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

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

The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance. In the event of re-authorization, the attendee must additionally present the original authorization document of the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).

3. Authorization of representatives to attend meetings of the General Meeting of Shareholders must be made in writing in the form prescribed by the Company and must bear signatures as follows:

- a) Where an individual shareholder is the authorizing party, the authorization letter must bear the signatures of such shareholder and the authorized attendee;
- b) Where the authorized representative of an organizational shareholder is the authorizing party, the authorization letter must bear the signatures of the authorized representative, the legal representative of the shareholder and the authorized attendee;
- c. In other cases, the authorization letter must bear the signatures of the legal representative of the shareholder and the authorized attendee.

The authorized attendee of the General Meeting of Shareholders must submit the authorization document before entering the meeting room.

4. Voting ballots of authorized attendees within the scope of authorization shall remain valid upon occurrence of one of the following cases, except where:

- a) The authorizing party has died, has limited civil act capacity or has lost civil act capacity;

- b) The authorizing party has revoked the authorization appointment;
- c) The authorizing party has revoked the authority of the authorized person.

This provision shall not apply in the event the Company receives notice of one of the aforesaid events before the opening time of the General Meeting of Shareholders or before the reconvened meeting.

Article 24. Variation of Rights

1. Any variation or cancellation of special rights attached to a class of preference shares shall only be effective upon approval by shareholders representing 65% or more of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders on contents adversely changing the rights and obligations of shareholders holding preference shares shall only be adopted if approved by shareholders holding the same class of preference shares attending the meeting and representing 75% or more of the total preference shares of such class, or approved by shareholders holding the same class of preference shares representing 75% or more of the total preference shares of such class in the case of adopting resolutions by written opinion collection.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the aforesaid variation of rights shall only be valid when attended by at least 02 shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. In the event that the required quorum is not met, the meeting shall be reconvened within the following 30 days, and holders of shares of such class attending in person or through authorized representatives (regardless of the number of persons and shares held) shall be deemed to constitute a sufficient quorum. At meetings of shareholders holding the aforesaid preference shares, holders of shares of such class attending in person or through representatives may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be implemented similarly to the provisions set out in Articles 26, 27 and 28 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, special rights attached to classes of shares having preferential rights with respect to certain or all matters relating to the distribution of profits or assets of the Company shall not be varied by the Company issuing additional shares of the same class.

Article 25. Convening of Meetings, Meeting Agenda and Notice of Invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene extraordinary meetings of the General Meeting of Shareholders in the cases prescribed in Clause 3, Article 21 of this Charter.

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

- a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared not more than [10 days] before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the final registration date;
- b) Prepare the agenda and contents of the meeting;
- c) Prepare documents for the meeting;
- d) Prepare draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting;
- d) Determine the time and venue for organizing the meeting;
- e) Notify and send notices of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Perform other tasks serving the meeting.

3. Notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and simultaneously published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders

must send notices of invitation to all shareholders in the List of Shareholders entitled to attend the meeting no later than [21 days] prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event such documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents for shareholders' access, including:

- a) Meeting agenda and documents used at the meeting;
- b) List and detailed information of candidates in the case of election of members of the Board of Directors and members of the Board of Supervisors;
- c) Voting ballots;
- d) Draft resolutions for each matter included in the meeting agenda.

4. Shareholders or groups of shareholders prescribed in Clause 2, Article 19 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than 03 (three) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by the shareholder and the matter proposed for inclusion in the meeting agenda.

5. The person convening the General Meeting of Shareholders shall have the right to reject proposals prescribed in Clause 4 of this Article in any of the following cases:

- a) The proposal is not sent in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least [5%] of ordinary shares as prescribed in Clause 2, Article 19 of this Charter;
- c) The proposed matter does not fall within the authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include proposals prescribed in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases prescribed in Clause 5 of this Article; such

proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 26. Conditions for Conducting Meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% (fifty percent) of the total voting rights.

2. In the event the first meeting fails to satisfy the conditions for conducting the meeting as prescribed in Clause 1 of this Article, a notice of invitation to the second meeting must be sent within 30 (thirty) days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when the attending shareholders represent 33% (thirty-three percent) or more of the total voting rights.

3. In the event the second meeting fails to satisfy the conditions for conducting the meeting as prescribed in Clause 2 of this Article, a notice of invitation to the third meeting must be sent within 20 (twenty) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted regardless of the total voting rights of the attending shareholders.

Article 27. Procedures for Conducting Meetings and Voting at Meetings of the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must conduct shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting have completed registration in accordance with the following procedures:

a) Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative having voting rights a voting card stating the registration number, full name of the shareholder, full name of the authorized representative and number of voting rights of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by votes of approval, disapproval or abstention. At the meeting, voting cards approving

the resolution shall be collected first, voting cards disapproving the resolution shall be collected thereafter, and finally the total number of votes for approval or disapproval shall be counted to determine the result. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting shall elect persons responsible for vote counting or supervision of vote counting at the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of organizational shareholders or authorized persons arriving after the opening of the meeting shall have the right to immediately register and thereafter participate in and vote at the meeting immediately after registration. The Chairperson shall not be responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of matters voted on prior thereto shall remain unchanged.

2. The election of the Chairperson, Secretary and vote-counting committee shall be conducted as follows:

- a) The Chairman of the Board of Directors shall act as Chairperson or authorize another member of the Board of Directors to act as Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among themselves to act as Chairperson of the meeting based on the majority principle. In the event no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the election by the General Meeting of Shareholders of a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as Chairperson of the meeting;
- b) Except for the case prescribed in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election by the General Meeting of Shareholders of the Chairperson of the meeting, and the person receiving the highest number of votes shall act as Chairperson of the meeting;
- c) The Chairperson shall appoint one or more persons to act as Secretaries of the meeting;
- d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee at the proposal of the Chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated for each matter included in the meeting agenda.

4. The Chairperson of the meeting shall have the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

a) Arrange seating at the venue of the General Meeting of Shareholders;
b) Ensure safety for all persons present at the meeting venues;
c) Facilitate shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall have full authority to change the aforesaid measures and apply all necessary measures. Measures applied may include issuance of entry cards or use of other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by votes of approval, disapproval or abstention. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized attendees arriving after the opening of the meeting shall still be entitled to register and participate in voting immediately after registration; in such case, the validity of matters voted on prior thereto shall remain unchanged.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to undergo inspection or other lawful and reasonable security measures;
b) To request competent authorities to maintain order at the meeting; and to expel persons who fail to comply with the Chairperson's authority to administer the meeting, intentionally disrupt order, obstruct the normal progress of the meeting or fail to comply with security inspection requirements from the General Meeting of Shareholders.

8. The Chairperson shall have the right to postpone a General Meeting of Shareholders for which the number of registered attendees satisfies the required

quorum for a period not exceeding 03 working days from the intended opening date of the meeting, and may only postpone the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have sufficient convenient seating for all attendees;
- b) Information and communication facilities at the meeting venue do not ensure that attending shareholders may participate, discuss and vote;
- c) Attendees obstruct or disrupt order, creating the risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event the Chairperson postpones or suspends the General Meeting of Shareholders contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in administering the meeting until completion; all resolutions adopted at such meeting shall remain valid and enforceable.

10. In the event the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

11. The Company shall organize the General Meeting of Shareholders at least one (01) time annually. The Annual General Meeting of Shareholders shall not be conducted in the form of collecting written opinions.

Article 28. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing [65%] or more of the total voting rights of all attending shareholders, except for the cases prescribed in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Classes of shares and total number of shares of each class;
- b) Amendments and supplements to the adopted Charter;
- c) Changes to business lines, sectors and fields;
- d) Changes to the organizational and management structure of the Company;
- đ) Transactions for purchase or sale of assets by the Company or its branches with a

value equal to or exceeding 50% of the total asset value recorded in the most recent audited financial statements of the Company;

e) Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by shareholders holding more than [50%] of the total voting rights of all attending shareholders, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Voting for election of members of the Board of Directors and the Board of Supervisors must be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and shareholders shall have the right to allocate all or part of their total votes to one or more candidates. The cumulative voting method shall be established by the Board of Directors in the Election Regulations of the Company.

Successful candidates for membership of the Board of Directors or Controllers shall be determined based on the number of votes received in descending order, beginning with the candidate receiving the highest number of votes until the number of members prescribed in the Company's Charter is fully elected.

In the event two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates having equal votes or selection shall be made according to the criteria prescribed in the Election Regulations or the Company's Charter.

In the event the required number of members of the Board of Directors or the Board of Supervisors is not fully elected, the General Meeting of Shareholders shall conduct additional elections until the required number is achieved.

Voting ballots may be sent by registered mail to the Board of Directors; the Head of the vote-counting committee shall have the authority to open such ballots, and such ballots shall remain legally valid even if they do not comply with formal requirements.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

Article 29. Authority and Procedures for Collecting Written Opinions of Shareholders for Adoption of Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders for adoption of resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to collect written opinions of shareholders for adoption of decisions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company.

2. The Board of Directors must prepare voting forms, draft resolutions of the General Meeting of Shareholders, explanatory documents relating to the draft resolutions and send them to all shareholders having voting rights no later than [10 days] prior to the deadline for return of the voting forms. Requirements and methods for sending voting forms and accompanying documents shall comply with Clause 3, Article 25 of this Charter.

3. A voting form must contain the following principal contents:

- a) Name, head office address and enterprise code of the Company;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality and legal document number of shareholders being individuals; name, enterprise code or legal document number and head office address of shareholders being organizations; or full name, contact address, nationality and legal document number of representatives of organizational shareholders; number of shares of each class and voting rights of the shareholder;
- d) Matters requiring opinions for adoption of decisions;
- đ) Voting options including approval, disapproval and abstention for each matter requiring opinions;
- e) Deadline for return to the Company of completed voting forms;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return completed voting forms to the Company by mail, fax or electronic mail in accordance with the following provisions:

- a) In the case of delivery by mail, the completed voting form must bear the signature of the shareholder being an individual, or the authorized representative or legal representative of the shareholder being an organization. Voting forms returned to the Company must be enclosed in sealed envelopes and no person shall have the right to open them prior to vote counting;
- b) In the case of delivery by fax or electronic mail, voting forms returned to the Company must be kept confidential until the time of vote counting;
- c) Voting forms returned to the Company after the deadline specified in the voting form, or voting forms opened in the case of delivery by mail, or disclosed in the case of delivery by fax or electronic mail, shall be invalid. Voting forms not returned shall be deemed non-participating votes.

5. The Board of Directors shall conduct vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or shareholders not holding managerial positions in the Company. The vote-counting minutes must contain the following principal contents:

- a) Name, head office address and enterprise code of the Company;
- b) Purpose and matters requiring opinions for adoption of resolutions;
- c) Number of shareholders with the total voting rights having participated in voting, specifying the number of valid and invalid voting ballots and the method of submission of voting ballots, enclosed with an appendix listing shareholders participating in voting;
- d) Total number of votes for approval, disapproval and abstention for each matter;
- d) Matters approved and the corresponding approval voting ratio;
- e) Full names and signatures of the Chairman of the Board of Directors, vote counters and vote-counting supervisors.

Members of the Board of Directors, vote counters and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes; and jointly liable for damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and resolutions must be sent to shareholders within 15 days from the completion date of vote counting. The sending of vote-counting minutes and resolutions may be replaced by publication on the Company's website within 24 hours from the completion of vote counting.

7. Completed voting forms, vote-counting minutes, adopted resolutions and related documents enclosed with the voting forms must all be retained at the head office of the Company.

8. A resolution adopted in the form of collecting written opinions of shareholders shall be approved if shareholders holding more than [50%] of the total voting rights of all shareholders having voting rights vote in favor thereof and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 29. Authority and Procedures for Collecting Written Opinions of Shareholders for Adoption of Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders for adoption of resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to collect written opinions of shareholders for adoption of decisions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company.

2. The Board of Directors must prepare voting forms, draft resolutions of the General Meeting of Shareholders, explanatory documents relating to the draft resolutions and send them to all shareholders having voting rights no later than [10 days] prior to the deadline for return of the voting forms. Requirements and methods for sending voting forms and accompanying documents shall comply with Clause 3, Article 25 of this Charter.

3. A voting form must contain the following principal contents:

- a) Name, head office address and enterprise code of the Company;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality and legal document number of shareholders

being individuals; name, enterprise code or legal document number and head office address of shareholders being organizations; or full name, contact address, nationality and legal document number of representatives of organizational shareholders; number of shares of each class and voting rights of the shareholder;

- d) Matters requiring opinions for adoption of decisions;
- đ) Voting options including approval, disapproval and abstention for each matter requiring opinions;
- e) Deadline for return to the Company of completed voting forms;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return completed voting forms to the Company by mail, fax or electronic mail in accordance with the following provisions:

- a) In the case of delivery by mail, the completed voting form must bear the signature of the shareholder being an individual, or the authorized representative or legal representative of the shareholder being an organization. Voting forms returned to the Company must be enclosed in sealed envelopes and no person shall have the right to open them prior to vote counting;
- b) In the case of delivery by fax or electronic mail, voting forms returned to the Company must be kept confidential until the time of vote counting;
- c) Voting forms returned to the Company after the deadline specified in the voting form, or voting forms opened in the case of delivery by mail, or disclosed in the case of delivery by fax or electronic mail, shall be invalid. Voting forms not returned shall be deemed non-participating votes.

5. The Board of Directors shall conduct vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or shareholders not holding managerial positions in the Company. The vote-counting minutes must contain the following principal contents:

- a) Name, head office address and enterprise code of the Company;
- b) Purpose and matters requiring opinions for adoption of resolutions;
- c) Number of shareholders with the total voting rights having participated in voting, specifying the number of valid and invalid voting ballots and the method of submission of voting ballots, enclosed with an appendix listing shareholders participating in voting;
- d) Total number of votes for approval, disapproval and abstention for each matter;

- d) Matters approved and the corresponding approval voting ratio;
- e) Full names and signatures of the Chairman of the Board of Directors, vote counters and vote-counting supervisors.

Members of the Board of Directors, vote counters and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes; and jointly liable for damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and resolutions must be sent to shareholders within 15 days from the completion date of vote counting. The sending of vote-counting minutes and resolutions may be replaced by publication on the Company's website within 24 hours from the completion of vote counting.

7. Completed voting forms, vote-counting minutes, adopted resolutions and related documents enclosed with the voting forms must all be retained at the head office of the Company.

8. A resolution adopted in the form of collecting written opinions of shareholders shall be approved if shareholders holding more than [50%] of the total voting rights of all shareholders having voting rights vote in favor thereof and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 30. Resolutions and Minutes of Meetings of the General Meeting of Shareholders

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

- a) Name, head office address and enterprise code of the Company;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents of the meeting;
- d) Full names of the Chairperson and Secretary;
- đ) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter included in the meeting agenda;

- e) Number of shareholders and total voting rights of attending shareholders, appendix of the registration list of shareholders and shareholder representatives attending the meeting together with the corresponding number of shares and voting rights;
- g) Total voting rights for each matter voted on, clearly stating the voting method, total number of valid votes, invalid votes, votes for approval, votes for disapproval and abstentions; and the corresponding ratio based on the total voting rights of attending shareholders;
- h) Matters approved and the corresponding approval voting ratio;
- i) Full names and signatures of the Chairperson and Secretary. In the event the Chairperson and Secretary refuse to sign the meeting minutes, such minutes shall remain effective if signed by all other members of the Board of Directors attending the meeting and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and Secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The Chairperson and Secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the contents of the Vietnamese version shall prevail.

4. Resolutions and minutes of meetings of the General Meeting of Shareholders, appendices of the list of shareholders registering to attend the meeting bearing shareholders' signatures, authorizations for attendance at the meeting, all documents attached to the minutes (if any), and documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with laws on information disclosure in the securities market and must be retained at the head office of the Company.

Article 31. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders, or the minutes of vote-counting results from the collection of opinions of the General Meeting of Shareholders, shareholders or groups of

shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court to consider and cancel the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case prescribed in Clause 3, Article 28 of this Charter.

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

Article 32. Effectiveness of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date specified in such resolutions.

2. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions violate the provisions of this Law and the Company's Charter.

3. In the event a shareholder or group of shareholders requests the Court or Arbitration to cancel a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain effective and enforceable until a decision of the Court or Arbitration cancelling such resolution takes legal effect, except where interim emergency measures are applied pursuant to a decision of a competent authority.

VII. BOARD OF DIRECTORS

Article 33. Nomination and Candidacy for Members of the Board of Directors

1. In the event candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may study such candidates before voting. Candidates for the Board

of Directors must provide written commitments regarding the truthfulness and accuracy of disclosed personal information and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other managerial positions held (including positions on the board of directors of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) A public company must be responsible for disclosing information on companies in which the candidate is holding positions as a member of the Board of Directors, other managerial positions and interests related to such companies of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 30% shall be entitled to nominate up to two (02) candidates; from 30% to less than 40% shall be entitled to nominate up to three (03) candidates; from 40% to less than 50% shall be entitled to nominate up to four (04) candidates; from 50% to less than 60% shall be entitled to nominate up to five (05) candidates; from 60% to less than 70% shall be entitled to nominate up to six (06) candidates; from 70% to less than 80% shall be entitled to nominate up to seven (07) candidates; from 80% to less than 90% shall be entitled to nominate up to eight (08) candidates; and from 90% or more shall be entitled to nominate up to nine (09) candidates.

3. In the event the number of candidates for the Board of Directors through nomination and candidacy remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional

candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations and the Operational Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

Article 34. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of 05 members.

2. The term of office of members of the Board of Directors shall not exceed 05 years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and assume their duties.

3. The structure of the Board of Directors shall be as follows:

The structure of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members. The minimum number of non-executive/independent members of the Board of Directors shall be determined by rounding down. The Company shall limit to the maximum extent the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

4. Members of the Board of Directors must satisfy the following standards and conditions:

- a) Having full civil act capacity and not being restricted by age under labor laws; not falling within the categories of persons prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b) Being shareholders who are individuals, or individuals representing organizational shareholders owning at least ten percent (10%) of voting shares, or possessing professional qualifications from university level or higher and having at least 10 years of experience in management in the principal business lines and sectors of the Company;
- c) Members of the Board of Directors are not necessarily shareholders of the Company;
- d. Other standards and conditions as prescribed by law.

5. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors if dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

6. The Board of Directors may appoint another person as a temporary member of the Board of Directors to fill a vacancy arising, and such new member must be approved at the immediately following General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of such new member shall be deemed effective from the date of appointment by the Board of Directors. The term of office of the new member of the Board of Directors shall be calculated from the effective date of appointment until the expiry date of the term of the Board of Directors. In the event the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors adopted prior to the time of the General Meeting of Shareholders with the participation and voting of the replacement member of the Board of Directors shall remain valid.

7. Appointment of members of the Board of Directors must be disclosed in accordance with laws on information disclosure in the securities market.

Article 35. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and shall have full authority, on behalf of the Company, to decide and exercise the rights and

obligations of the Company, except for rights and obligations falling within the authority of the General Meeting of Shareholders.

Shareholders who are members of the Board of Directors, members of the Board of Supervisors, the General Director, Deputy General Directors and Chief Accountant of the Company must undertake to hold one hundred percent (100%) of the shares owned by them from the date of the first General Meeting of Shareholders for a minimum period of one (01) year, fifty percent (50%) of such shares during the following six (06) months, and the remaining fifty percent (50%) of such shares during the subsequent six (06) months.

This provision shall not apply to State-owned shares held by individual representatives and shares held by strategic shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

- a) To decide on strategies, medium-term development plans and annual business plans of the Company;
- b) To recommend the classes of shares and the total number of shares authorized for offering of each class;
- c) To decide on the sale of unsold shares within the number of shares authorized for offering of each class; and to decide on additional capital mobilization in other forms;
- d) To decide on the selling price of shares and bonds of the Company;
- đ) To decide on share repurchase in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) To decide on solutions for market development, marketing and technology;
- h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions having a value equal to or exceeding five percent (5%) of the total asset value recorded in the most recent financial statements of the Company (except for transactions falling within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3,

Article 167 of the Law on Enterprises, and cases prescribed in Point b, Clause 4, Article 44 of this Charter). Within this scope, the Board of Directors shall decide on each loan contract within the aforesaid limit and may mortgage or pledge assets of the Company as security for such loans.

i) With respect to investment projects and each transaction for purchase or sale of assets of the Company, whether or not included in the annual business plan: The Board of Directors shall decide on each investment project or sale of assets of the Company or its branches having a value equal to or exceeding five percent (5%) of the total asset value recorded in the most recent audited financial statements of the Company.

k) Authority relating to capital mobilization:
The Board of Directors may decide to enter into joint venture or cooperation agreements with other enterprises for implementation of projects inside or outside the Company. To decide on loans prescribed in Point h of this Clause and other forms of capital mobilization (except for matters falling within the authority of the General Meeting of Shareholders).

l) Authority relating to each investment project and each transaction for purchase or sale of assets of the Company included in the annual business plan approved and adopted by the General Meeting of Shareholders:
The Board of Directors shall have the authority to approve investment projects and each transaction for purchase or sale of assets of the Company included in the annual business plan approved by the General Meeting of Shareholders with a value equal to or exceeding twenty percent (20%) of the total asset value recorded in the most recent audited financial statements of the Company.

m) With respect to doubtful debts, irrecoverable debts in accordance with the Financial Regulations of the Company, and losses of assets of the Company: The Board of Directors shall decide on handling each damaged asset having a residual value according to the accounting books of VND 500,000,000 (five hundred million Vietnamese Dong) or more.

n) To elect, dismiss and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts with and terminate contracts with the General Director

and other key managers as prescribed in the Company's Charter; to decide on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on remuneration and other benefits of such representatives;

o) To supervise and direct the General Director and other managers in conducting the daily business operations of the Company;

p) To decide on the organizational structure and internal management regulations of the Company; to decide on establishment of subsidiaries, branches and representative offices, and on capital contribution to and share acquisition in other enterprises;

q) To approve programs, contents and documents serving meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect opinions for adoption of resolutions by the General Meeting of Shareholders;

s) To submit audited annual financial statements to the General Meeting of Shareholders;

t) To recommend dividend rates; to decide on the time limits and procedures for dividend payment or handling of losses arising in the course of business operations;

u) To recommend reorganization or dissolution of the Company; to request bankruptcy of the Company;

v) To decide on promulgation of the Operational Regulations of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; to decide on promulgation of the Company's Information Disclosure Regulations;

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

3. The Board of Directors must report to the General Meeting of Shareholders on the operational results of the Board of Directors in accordance with relevant laws.

Article 36. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days necessary for completion of duties of members of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration level for each member based on the principle of unanimity. The total remuneration and bonus amount of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be included in the business expenses of the Company in accordance with laws on corporate income tax, shall be presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in committees of the Board of Directors or performing other duties beyond the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of lump-sum payments for each assignment, salary, commission, percentage of profits or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation and meal expenses and other reasonable expenses actually incurred in performance of their responsibilities as members of the Board of Directors, including expenses arising from attendance at meetings of the General Meeting of Shareholders, meetings of the Board of Directors or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders.

Such insurance shall not include coverage for liabilities of members of the Board of Directors arising from violations of law and the Company's Charter.

Article 37. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed and removed by the Board of Directors from among its members.

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

3. The Chairman of the Board of Directors shall have the following rights and obligations:

- a) To formulate programs and operational plans of the Board of Directors;
- b) To prepare agendas, contents and documents serving meetings; to convene, preside over and act as chairperson of meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation process of resolutions and decisions of the Board of Directors;
- đ) To sign resolutions and decisions of the Board of Directors on behalf of the Board of Directors;
- e) To recommend to the General Meeting of Shareholders and the Board of Directors the appointment, removal and dismissal of the General Director. To sign labor contracts with the General Director on behalf of the Board of Directors in the event the Chairman of the Board of Directors does not concurrently hold the position of General Director;
- f) To act as chairperson of meetings of the General Meeting of Shareholders;
- g) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In the event the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within [10 days] from the date of receipt of the resignation letter or the date of dismissal or removal.

5. In the event the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the absence of an authorized person, or in the event the Chairman of the Board of Directors dies, is missing, is held in temporary detention, is serving an imprisonment sentence, is serving an administrative handling measure at a compulsory detoxification establishment or compulsory educational institution, absconds from the place of residence, has restricted or lost civil act capacity, has difficulties in cognition and behavior control, or is prohibited by the Court from holding positions, practicing professions or performing certain work, the remaining members shall elect one of themselves to hold the position of Chairman of the Board of Directors based on the principle of approval by the majority of the remaining members until a new decision of the Board of Directors is made.

Article 38. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In the event there is more than one member having the same highest number of votes or equal highest voting ratio, the members shall elect, based on the majority principle, one (01) person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must convene at least once every quarter and may hold extraordinary meetings.

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

- a) Upon request of the Board of Supervisors;
- b) Upon request of the General Director or at least 05 other managers;
- c) Upon request of at least 02 members of the Board of Directors;
- d) Upon request of the independent auditor to discuss the audit report and the situation of the Company.

4. Requests prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters requiring discussion and decisions falling within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request prescribed in Clause 3 of this Article. In the event the Chairman of the Board of Directors fails to convene the meeting as requested, the Chairman of the Board of Directors shall be liable for damages arising to the Company; the requesting person shall have the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send notices of invitation to the meeting no later than [03 days] prior to the meeting date. The notice of invitation must specify the time and venue of the meeting, agenda, matters for discussion and decision. The notice of invitation must be accompanied by documents to be used at the meeting and voting ballots of members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods and must ensure delivery to the registered contact address of each member of the Board of Directors at the Company.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors, to participate in discussions but shall not have voting rights.

8. A meeting of the Board of Directors shall be conducted when attended by at least 3/4 of the total number of members. In the event a meeting convened in accordance with this Clause does not satisfy the required quorum, a second meeting shall be convened within [07 days] from the intended date of the first meeting. In such

case, the meeting shall be conducted if attended by more than one-half of the members of the Board of Directors.

9. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 14 of this Article;
- c) Attending and voting through online conferences, electronic voting or other electronic forms;
- d) Sending voting ballots to the meeting by mail, fax or electronic mail;
- đ) Sending voting ballots by other means as prescribed in the Company's Charter.

10. In the event voting ballots are sent to the meeting by mail, such voting ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than 01 hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

11. Meetings of the Board of Directors may be organized in the form of discussions among members of the Board of Directors when all or some members are in different locations, provided that each participating member is able to:

- a) Hear every other member of the Board of Directors participating and speaking at the meeting;
- b) Speak simultaneously with all other participating members.

Communication among members may be conducted directly by telephone or other communication means (including use of such means at the time of adoption of this Charter or thereafter), or by a combination of all such methods. Members of the Board of Directors participating in such meetings shall be deemed "present" at such meetings. The venue of a meeting organized in accordance with this provision shall be the location where the largest group of members of the Board of Directors is gathered, or if there is no such group, the location where the Chairperson of the meeting is present.

Decisions adopted at a meeting by telephone duly organized and conducted shall take immediate effect upon the closing of the meeting, but must be confirmed by

signatures in the minutes by all members of the Board of Directors attending such meeting.

12. Resolutions in the form of collecting written opinions shall be adopted on the basis of approval by the majority of members of the Board of Directors having voting rights. Such resolutions shall have the same effect and validity as resolutions adopted by members of the Board of Directors at duly convened and organized meetings.

13. The Chairman of the Board of Directors shall be responsible for forwarding minutes of meetings of the Board of Directors to members, and such minutes shall constitute conclusive evidence of matters conducted at such meetings unless objections to the contents of the minutes are raised within ten (10) days from the date of dispatch. Minutes of meetings of the Board of Directors must be prepared in Vietnamese and must bear the signatures of all members of the Board of Directors attending the meeting.

In the event a member of the Board of Directors is unable to use Vietnamese, the contents of the minutes of meetings of the Board of Directors may be translated into English, and such member must sign both the English and Vietnamese versions of the minutes.

14. Members must attend all meetings of the Board of Directors in full. Members may authorize another person to attend and vote if approved by the majority of members of the Board of Directors.

15. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of attending members; in the event of an equal number of votes, the final decision shall belong to the side supported by the Chairman of the Board of Directors.

Article 39. Subcommittees under the Board of Directors

1. The Board of Directors may establish subordinate subcommittees responsible for development policies, personnel, remuneration, internal audit and risk management. The number of members of each subcommittee shall be decided by the Board of Directors and must consist of at least [03 persons], including members of the

Board of Directors and external members. [Non-executive members of the Board of Directors shall constitute the majority of the subcommittee, and one of such members shall be appointed as Head of the subcommittee by decision of the Board of Directors.] Activities of the subcommittee must comply with regulations of the Board of Directors. Resolutions of the subcommittee shall only take effect when approved by the majority of members attending and voting at meetings of the subcommittee.

2. The implementation of decisions of the Board of Directors or subordinate subcommittees under the Board of Directors must comply with current laws and the provisions of the Company's Charter and the Internal Corporate Governance Regulations.

Article 40. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance activities of the enterprise. The person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing organization currently auditing the financial statements of the Company.

3. The person in charge of corporate governance shall have the following rights and obligations:

- a) To advise the Board of Directors in organizing meetings of the General Meeting of Shareholders in accordance with regulations and in handling affairs between the Company and shareholders;
- b) To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c) To advise on procedures of meetings;
- d) To attend meetings;
- đ) To advise on procedures for preparation of resolutions of the Board of Directors in compliance with provisions of law;
- e) To provide financial information, copies of minutes of meetings of the Board of

Directors and other information to members of the Board of Directors and members of the Board of Supervisors;

g) To supervise and report to the Board of Directors on information disclosure activities of the Company;

h) To act as the focal contact point with stakeholders;

i) To maintain confidentiality of information in accordance with provisions of law and the Company's Charter;

k) Other rights and obligations as prescribed by law and the Company's Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 41. Organization of the Management Apparatus

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and removal of the aforesaid positions must be approved by resolutions or decisions of the Board of Directors.

Article 42. Executive Officers of the Company

1. Executive officers of the Company include the General Director, Deputy General Directors and the Chief Accountant.

2. Upon recommendation of the General Director and approval by the Board of Directors, the Company may recruit other executive officers in numbers and with qualifications appropriate to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Executive officers must be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

4. Salaries of executive officers shall be included in the business expenses of the Company in accordance with laws on corporate income tax, shall be presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 43. Other Managerial Officers

1. Other managerial officers include heads and deputy heads of departments/divisions, subordinate units, branches, subsidiaries, or other equivalent positions.

Persons holding these positions shall assist the General Director or Deputy General Directors in charge of relevant professional fields according to assignment and authorization, and shall be responsible before the General Director, Deputy General Directors and the law for management of their assigned areas.

2. These positions shall be appointed, dismissed and removed by the General Director. Upon appointing these positions, the General Director shall be responsible for reporting to the Board of Directors.

3. Salaries, remuneration, benefits and other terms in labor contracts applicable to these positions shall be decided by the General Director.

Article 44. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to act as the General Director.

2. The General Director is the person who manages the daily business operations of the Company; shall be subject to the supervision of the Board of Directors; and shall be responsible before the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and he/she may be re-appointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and the Company's Charter.

4. The General Director shall have the following rights and obligations:
- a) To decide on matters relating to the daily business operations of the Company which do not fall within the authority of the Board of Directors;
 - b) To decide on all matters not requiring resolutions of the Board of Directors, including representing the Company in signing contracts for the provision of subsidized and/or non-subsidized public passenger transportation services by bus on an annual basis, and contracts for the purchase of fuel serving the Company's business operations;
 - c) To organize the implementation of resolutions and decisions of the Board of Directors;
 - d) To organize the implementation of the business plans and investment plans of the Company;
 - đ) Authority to approve each contract for purchase, sale, borrowing, lending and other contracts:

With respect to each contract for purchase, sale, borrowing, lending and other contracts having a value of less than five percent (5%) of the total asset value recorded in the latest audited financial statements of the Company, the General Director shall, for the benefit of the Company, independently decide and report to the Board of Directors. Within this scope, the General Director shall decide on each loan contract within the aforesaid limit and may mortgage or pledge assets of the Company as security for such loans.

e) Authority in respect of each investment project and each transaction for purchase and sale of assets of the Company within the annual business plan:

– The General Director shall have the authority to decide on investment in or sale of assets of the Company or its branches with a value of less than five percent (5%) of the total asset value recorded in the latest audited financial statements of the Company.

– In urgent cases for responding to incidents arising in production and business operations (although not included in the annual business plan), the General Director shall have the authority to decide on investment in and procurement of assets (internal transportation vehicles, machinery and equipment used for repair, replacement and serving the daily operations of the Company) in order to remedy such incidents and ensure uninterrupted production and business operations, with a value of less than five

percent (5%) of the total asset value recorded in the latest audited financial statements of the Company. The General Director shall be responsible for reporting such investment and procurement to the Board of Directors at the nearest meeting of the Board of Directors.

g) Authority in relation to capital mobilization (except for matters falling within the authority of the Board of Directors), specifically as follows:

The General Director shall decide on forms of joint venture and business cooperation with other enterprises in order to maintain the daily production and business operations of the Company.

In addition, the General Director shall decide on loans as prescribed at Point d of this Clause.

h) Authority in respect of each investment project and each transaction for purchase and sale of assets of the Company within the annual business plan approved and adopted by the General Meeting of Shareholders:

- The General Director shall approve investment projects or each transaction for purchase and sale of assets of the Company within the annual business plan approved by the General Meeting of Shareholders, with a value of less than twenty percent (20%) of the total asset value recorded in the latest audited financial statements of the Company.

- During

- the process of approving investment projects or each transaction for purchase and sale of assets of the Company as prescribed at this Point, the General Director shall have the right to adjust, amend or supplement issues relating to approved projects in order to conform with actual circumstances or requirements and decisions of competent State administrative authorities from time to time, provided that such adjustments do not affect the total investment value of the project, and the General Director shall be responsible for reporting to the Board of Directors at the nearest meeting thereof.

i) Authority to handle doubtful debts, irrecoverable debts in accordance with the Financial Regulations of the Company, and losses of Company assets:

The General Director shall decide on the handling of a damaged asset having a remaining value according to accounting books of less than 500,000,000 VND (five hundred million Vietnamese Dong).

j) The General Director shall decide on the establishment, division, separation, consolidation and dissolution of departments/divisions and subordinate units of the Company; promulgate regulations for management, supervision and administration of the daily production and business operations of the Company, codes of conduct and operational procedures.

In addition, the General Director shall have the authority to register or revoke business registration locations of the Company.

k) To propose plans on the organizational structure and internal management regulations of the Company;

l) To appoint, dismiss and remove other managerial positions in the Company (except for positions falling within the authority of the Board of Directors);

m) To decide on salaries and other benefits for employees of the Company, including managers appointed under the authority of the General Director;

n) To recruit employees;

o) To propose plans for dividend distribution or handling of business losses; to submit to the Board of Directors for decision losses arising from liquidation or disposal of assets within its authority.

p) To decide on labor rearrangement, labor reutilization plans, agreements on termination of labor contracts, and the level of support payments for employees in cases where employees lose their jobs or terminate employment under the aforesaid circumstances.

q) To decide on compensation amounts for traffic accidents involving vehicles of the Company in excess of compensation amounts paid by insurance entities. In cases where competent authorities conclude that the accident was partially caused by the fault of the driver employee, the General Director shall consider and decide the amount of support and salary payable to the driver employee after deduction of accident compensation amounts paid by the insurance entity.

r) Other rights and obligations as prescribed by law, the Company's Charter and resolutions and decisions of the Board of Directors.

5. To administer the daily business operations of the Company in strict compliance with the provisions of this Charter, the regulations of the Company, resolutions of the Board of Directors, the labor contract of the Executive General Director (if any), and the law.

In the course of managing and administering the Company, depending on circumstances from time to time, the General Director shall have the authority to decide on the application of necessary measures to adjust the salary fund in order to ensure uninterrupted operation of the Company; provided that the application of such measures must not result in a variance exceeding thirty percent (30%) of the Company's salary fund.

After applying such measures, the General Director must report to the Board of Directors at the nearest meeting thereof for amendment and supplementation of relevant regulations concerning the Company's salary fund.

If the General Director administers contrary to the aforesaid provisions and causes damage to the Company, the General Director shall be liable before the law and compensate the Company for such damage.

6. The Board of Directors may dismiss the General Director upon approval by the majority of attending members of the Board of Directors having voting rights and appoint a new General Director as replacement.

Article 45. Company Secretary

1. The Board of Directors shall appoint one (01) or more persons as Company Secretary with tenure and terms as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal is not contrary to current labor laws. The Board of Directors may also appoint one or more assistant Company Secretaries from time to time. The roles and duties of the Company Secretary shall include:

a) To prepare and organize meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors.

b) To advise on procedures of meetings.

c) To attend meetings.

d) To ensure that resolutions of the Board of Directors comply with the law.

đ) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and the Board of Supervisors.

2. The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with provisions of law and the Company's Charter.

IX. BOARD OF SUPERVISORS

Article 46. Nomination and Candidacy for Members of the Board of Supervisors

1. A shareholder or group of shareholders owning from 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Supervisors in accordance with the Law on Enterprises and the Company's Charter.

A shareholder or group of shareholders holding from 10% to 30% of the total voting shares shall be entitled to nominate one (01) candidate; from more than 30% to 50% shall be entitled to nominate up to two (02) candidates; and from more than 50% upwards shall be entitled to nominate up to three (03) candidates.

2. In the event the number of candidates to the Board of Supervisors through nomination and self-nomination is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders conducting voting for election of members of the Board of Supervisors in accordance with provisions of law.

Article 47. Composition of the Board of Supervisors

1. The Board of Supervisors of the Company shall consist of 03 members. The term of office of members of the Board of Supervisors shall not exceed 05 years and members may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being members or employees of the independent auditing company conducting audits of the Company's financial statements during the preceding 03 consecutive years.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

- a) No longer satisfying the standards and conditions for being a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter which is accepted;

4. A member of the Board of Supervisors shall be removed in the following cases:

- a) Failure to fulfill assigned duties and tasks;
- b) Failure to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeated violations or serious violations of obligations of members of the Board

of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
d) Other cases as decided by resolution of the General Meeting of Shareholders.

Article 48. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; such election, dismissal and removal shall be conducted based on the majority principle. More than one-half of the members of the Board of Supervisors must permanently reside in Vietnam. The Head of the Board of Supervisors must possess a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major relevant to the business operations of the Company.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the General Director and other executive officers to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 49. Rights and Obligations of the Board of Supervisors

The Board of Supervisors shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing organizations to conduct audits of the Company's financial statements; to decide on the approved auditing organization to inspect the Company's operations and to dismiss approved auditors when deemed necessary.

2. To be responsible to shareholders for its supervisory activities.

3. To supervise the financial status of the Company and the compliance with laws in the operations of members of the Board of Directors, the General Director and other managers.

4. To ensure coordination of activities with the Board of Directors, the General Director and shareholders.

5. In the event of detecting acts in violation of law or violations of the Company's Charter by members of the Board of Directors, the General Director or other executive officers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violating person to terminate the violation and provide remedial measures for the consequences.

6. To formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report at the General Meeting of Shareholders in accordance with relevant laws.

8. To have the right to access the Company's files and documents stored at the head office, branches and other locations; to have the right to visit the workplaces of managers and employees of the Company during working hours.

9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents relating to the management, administration and business operations of the Company.

10. Other rights and obligations as prescribed by law and this Charter.

Article 50. Meetings of the Board of Supervisors

1. The Board of Supervisors must convene at least two (02) meetings per year, and the number of members attending a meeting must be at least two-thirds (2/3) of the total number of members of the Board of Supervisors. Minutes of meetings of the Board of Supervisors must be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. Minutes of meetings of the Board of Supervisors must be archived to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of the approved auditing organization to attend and clarify issues that need explanation.

Article 51. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salaries, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for accommodation, travel expenses and expenses for using independent consulting services at reasonable levels. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal regulations, and must be separately presented in the Company's annual financial statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive officers shall be responsible for performing their duties, including duties in their capacity as members of committees under the Board of Directors, honestly and prudently for the best interests of the Company.

Article 52. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of these individuals may only use information obtained by virtue of their positions for the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and such persons or their related persons in accordance with the law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons must not use or disclose to others internal information for carrying out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executive officers, and individuals or organizations related to these persons shall not be invalidated in the following cases:

a) For transactions with a value of less than 35% (thirty-five percent) of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive officers, have been reported to the Board of Directors and approved by

the Board of Directors by a majority vote of the members of the Board of Directors who do not have related interests;

b) For transactions with a value exceeding 35% (thirty-five percent), or transactions resulting in the aggregate transaction value arising within 12 months from the date of the first transaction reaching 35% (thirty-five percent) or more of the total asset value recorded in the most recent financial statements, the important contents of such transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive officers, have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of shareholders without related interests.

Article 53. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive officers who violate their obligations and duties of honesty and prudence, or fail to fulfill their duties, shall be liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become related parties in complaints, lawsuits or prosecutions (including civil and administrative cases and cases in which the Company is not the plaintiff), provided that such persons have been or are members of the Board of Directors, members of the Board of Supervisors, the General Director, other executive officers, employees or authorized representatives of the Company performing duties under the Company's authorization, acting honestly and prudently for the interests of the Company on the basis of compliance with the law, and there is no evidence proving that such persons have breached their responsibilities.

3. Compensation expenses include judgment costs, fines, actual payable amounts incurred in the settlement of such cases (including attorney's fees) within the scope permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

4. Depending on actual circumstances, the Company may purchase liability insurance for the persons specified in Clause 2 of this Article to avoid the aforementioned compensation liabilities in accordance with the following provisions:

a) The General Meeting of Shareholders shall approve the purchase of liability insurance for members of the Board of Directors and members of the Board of Supervisors;

b) The Board of Directors shall approve the purchase of liability insurance for the General Director and other executive officers;

c) The General Director shall decide on the purchase of liability insurance for cases not falling under Points a and b of this Clause.

XI. RIGHTS TO ACCESS COMPANY BOOKS AND RECORDS

Article 54. Rights to Access Books and Records

1. Ordinary shareholders shall have the right to access books and records as follows:

a) Ordinary shareholders shall have the right to examine, search and extract information regarding names and contact addresses in the list of voting shareholders; request correction of inaccurate information relating to themselves; examine, search, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning five percent (05%) or more of the total ordinary shares shall have the right to examine, search and extract minutes books and resolutions or decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets.

2. In cases where authorized representatives of shareholders or groups of shareholders request access to books and records, such request must be accompanied

by the authorization letter of the shareholder or group of shareholders represented by such person, or a notarized copy thereof.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive officers shall have the right to access the Company's shareholder register, shareholder lists, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must retain this Charter and amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership rights over assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of such documents.

5. The Company's Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 55. Employees and Trade Union

1. The General Director must formulate plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and disciplinary actions applicable to employees and executive officers of the enterprise.

2. The General Director must formulate plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations in accordance with the best standards, practices and management policies, as well as the practices and policies prescribed in this Charter, the Company's internal regulations and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 56. Profit Distribution

1. The General Meeting of Shareholders shall decide the annual dividend payment rate and form of dividend payment from the retained profits of the Company.

2. The Company shall not pay interest on dividend amounts or other amounts payable relating to a class of shares.

3. The Board of Directors may recommend to the General Meeting of Shareholders the approval of payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.

4. In cases where dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnamese Dong. Payment may be made directly or through banks on the basis of detailed bank account information provided by shareholders. In cases where the Company has transferred money in accordance with the bank details provided by shareholders but such shareholders do not receive the money, the Company shall not be liable for the amounts transferred to such shareholders. Dividend payments for shares listed/registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision determining a specific record date for finalizing the list of shareholders. Based on such date, persons registered as shareholders or owners of other securities shall be entitled to receive cash or share dividends, notices or other documents.

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

XIV. BANK ACCOUNTS, FISCAL YEAR, RESERVE FUNDS AND ACCOUNTING REGIME

Article 57. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.

2. Subject to prior approval by competent authorities, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts opened by the Company at banks.

Article 58. Fiscal Year

The fiscal year of the Company shall commence on January 1 and end on December 31 of each calendar year.

Article 59. Accounting Regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specific accounting regime promulgated or approved by competent authorities.

2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and relevant laws. Such records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The accounting currency used by the Company shall be the Vietnamese Dong. In cases where the Company's major economic transactions arise in a foreign currency, the Company may choose such foreign currency as its accounting currency, shall be responsible before the law for such choice, and must notify the directly managing tax authority thereof.

Article 60. Establishment of Funds and Principles for Bearing Business Losses

1. Before distributing dividends to shareholders, the Company must fulfill tax obligations and other financial obligations in accordance with the law and distribute profits in the following order:

a) Allocation to the reward and welfare fund: to be decided by the Board of Directors based on the actual situation;

b) Other funds as prescribed by law;

c) Compensation for previous losses;

d) Dividend payment.

2. The remaining profit after allocation to the above-mentioned funds shall be distributed to shareholders in proportion to the number of shares held (dividend payment).

3. In the event of business losses, the General Meeting of Shareholders may decide on timely solutions as follows:

a) Using the reserve fund to offset losses;

b) Carrying forward part of the losses to the following year, and at the same time the General Meeting of Shareholders must decide on remedial measures.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 61. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements, and such annual financial statements must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent state authorities.

2. Annual financial statements must include all reports, appendices and explanatory notes in accordance with the laws on corporate accounting. The annual financial statements must truthfully and objectively reflect the operational status of the Company.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent state authorities.

Article 62. Annual Report

The Company must prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

XVI. COMPANY AUDIT

Article 63. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on the selection of one of such entities to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.

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

3. The independent auditor conducting the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders; receive notices and other information relating to meetings of the General Meeting of Shareholders; and express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 64. Company Seal

1. The seal includes a seal made by a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and contents 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 seal in accordance with the provisions of current law.

XVIII. DISSOLUTION OF THE COMPANY

Article 65. Dissolution of the Company

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

- a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b) Its Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
- c) Other cases as prescribed by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by competent authorities (if required) in accordance with regulations.

Article 66. Liquidation

1. Within at least [06 months] after the decision on dissolution of the Company is issued, the Board of Directors must establish a Liquidation Committee comprising 03 members, of whom 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of its establishment and commencement of operation. From that time, the Liquidation Committee shall represent the Company in

all matters relating to the liquidation of the Company before the Courts and administrative authorities.

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

a) Liquidation expenses;

b) Salary debts, severance allowances, social insurance and other benefits of employees in accordance with collective labor agreements and signed labor contracts;

c) Tax debts;

d) Other debts of the Company;

d) The remaining amount after payment of all debts from items (a) through (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 67. Resolution of Internal Disputes

1. In the event of disputes or complaints relating to the operation of the Company, or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:

a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the Board of Supervisors, the General Director or other executives;

the relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present information relating to the dispute within [07 working days] from the date the dispute arises. In the event of disputes involving the Board of Directors or the Chairman of the Board of Directors,

any party may request a competent authority to appoint an independent expert as mediator for the dispute resolution process.

2. If no mediation decision is reached within [06 weeks] from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may bring the dispute before a competent Court.

3. The parties shall bear their own costs relating to negotiation and mediation procedures. Court costs shall be paid in accordance with the Court's judgment.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 68. Company Charter

1. Any supplementation or amendment to this Charter must be considered and decided by the General Meeting of Shareholders and shall be carried out in the form of a draft for approval by the General Meeting of Shareholders at a meeting or through written collection of opinions with at least sixty-five percent (65%) of the total voting votes of shareholders having voting rights.

2. In the event that there are legal provisions relating to the operation of the Company which are not mentioned in this Charter, or in the event that new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the operations of the Company.

XXI. EFFECTIVE DATE

Article 69. Successor Obligations

SAIGON PASSENGER TRANSPORT JOINT STOCK COMPANY, from the date of issuance of the Enterprise Registration Certificate, shall inherit all rights and obligations under investment projects, contracts, transactions and agreements with partners; agreements with employees under labor contracts, collective labor agreements and other agreements established and implemented by SAIGON PASSENGER TRANSPORT ONE MEMBER LIMITED LIABILITY COMPANY prior to the conversion into a joint stock company, including the obligation to comply with:

(i) Judgments and decisions of Courts or Arbitration in lawsuits that have been adjudicated but not yet enforced, lawsuits currently under litigation proceedings, or lawsuits not yet arising in which SAIGON PASSENGER TRANSPORT ONE MEMBER LIMITED LIABILITY COMPANY is the plaintiff or defendant.

(ii) Decisions or requests of State management authorities concerning matters related to the prior operations of SAIGON PASSENGER TRANSPORT ONE MEMBER LIMITED LIABILITY COMPANY.

The Company and existing shareholders shall have the right to enjoy benefits or bear risks arising from the above events.

Article 70. Effective Date

1. This Charter, consisting of [21 Chapters and 70 Articles], was unanimously adopted by the General Meeting of Shareholders of Saigon Passenger Transport Joint Stock Company on [day] [month] [year] at the Company, and the shareholders jointly approved the full validity of this Charter.

2. This Charter is made in 08 copies of equal validity and shall be retained at the Company's head office.

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

4. Copies or extracts of the Company Charter shall be valid when bearing the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors./.

**Chairman of the Board of
Directors**

General Director

Vu Duy Anh

