

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness



ARTICLES OF ASSOCIATION
BINH DUONG WATER -ENVIRONMENT
CORPORATION, JOINT STOCK COMPANY
(8th revision)

MAY 2024

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PREAMBLE

This Articles of Association is approved by the Resolution of the General Meeting of Shareholders (GMS) No. 21/NQ-ĐHCD/2023 held on March 31, 2021 and updated in accordance with Resolution No. 34/NQ-HDQT dated May 23rd, 2024 of the BOD.

I. DEFINITIONS

Article 1. Interpretation of terms

1. In this Articles of Association (AOA), the following terms are construed as follows:

- a) *Charter capital* means the total par value of shares sold or subscribed at the time of establishment of a joint stock company and in accordance with Article 6 herein;
- b) *Voting capital* means the share capital, therefore the holder has the right to vote on matters which fall under the decision-making competence of the General Meeting of Shareholders (GMS);
- c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- dd) *Vietnam* is the Socialist Republic of Vietnam;
- e) *Incorporation date* means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and other equivalent documents) for the first time;
- g) *Enterprise executives* means the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and other executives as stated in this ;
- h) *Enterprise managers* means managers of the company, including Chairman of the Board of Directors (BOD), members of the Board, Directors (or the General Director), and persons holding other managerial positions as stated in this AOA;
- i) *Related person* means an individual or an organization defined in Clause 46 of Article 4 in the Law on Securities;
- k) *Shareholder* means an individual or organization that holds at least one share of a joint stock company;
- l) *Founding shareholder* means a shareholder that holds at least one ordinary share and signs in the list of founding shareholders of a joint stock company;
- m) *Major shareholder* means the shareholder defined in Clause 18 of Article 4 in the Law on Securities;
- n) *Operation period* means the operating time of the Company as stipulated in Article 2 of this AOA and the extension time (if any) approved by the General Meeting of Shareholders of the Company;
- o) *Stock Exchange* means Vietnam Stock Exchange and subsidiary companies.

2. In this AOA, references to one or some other regulations or documents including their amendments, supplements, or replacements.

3. Headings (chapters and articles of this AOA) are inserted for convenience only and do not affect the content of this AOA.

II. NAME, FORM, REGISTERED OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company name

- Company name in Vietnamese: Công ty CP - Tổng Công ty Nước - Môi trường Bình Dương
- Company name in English: Binh Duong Water - Environment Corporation - Joint Stock Company
- Transaction name: Binh Duong Water - Environment Corporation
- Abbreviation: BIWASE

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

3. Registered office of the company:

- Address: No. 11 – Ngo Van Tri Street, Phu Loi Ward, Thu Dau Mot City, Binh Duong Province
- Tel: (84) 274 3838 333
- Fax: (84)2743827 738
- E-mail: binhduong@biwase.com.vn
- Website: www.biwase.com.vn

4. The Chairman of the Board of Directors and the General Director are the legal representatives of the Company.

5. The Company may establish its branches and representative offices in the business locations to carry out the Company's objectives in accordance with the decision of the Board and within the applicable law.

6. Unless the Company terminates its operation before the expiry date as per Clause 2 of Article 59 herein or extends its operation in accordance with Article 60 herein, the Company's operation term starts from the incorporation date and is indefinite.

Article 3. Legal representative

The company has 02 legal representatives, including:

1. Chairman of the Board of Directors;
2. General Director;

Rights and obligations of the legal representative are in compliance with the current laws and regulations of this Articles of Association (AOA).

III. OBJECTIVES AND SCOPE OF BUSSINESS AND OPERATION OF THE COMPANY

Article 4. Objectives of the company

1. The Company's business fields are: water exploiting, treating and supplying; waste water and waste treatment, and other fields in accordance with the provision of the law.

No.	Business line	Industrial classification code
1.	Installation of water supply, drainage, heating and air-conditioning systems. Details: Construction, repair of water supply and drainage system	4322
2.	Architectural activities and related technical consultancy: Details: - Architectural design of civil and industrial works; - Structural design of civil and industrial works; - Design and construction of traffic works (bridges, roads); - Design and construction of urban infrastructure works; - Design of small and medium-sized water resources facilities; - Design of water supply and drainage; - Electrical design of civil and industrial works; - Supervision of construction and finishing of civil and industrial works; - Supervision of construction and finishing of works: water supply and drainage; - Making estimates and construction investment projects; - Service of drilling, exploration, survey and exploitation of underground water (except for surveys)	7110
3.	Retail forms not elsewhere classified Details: Retail of supplies 332, equipment, tools and specialized services for water and environment.	4799
4.	Non-hazardous waste collection (except for direct waste collection services from households)	3811
5.	Other road passenger transport	4932
6.	Scrap recycling	3830
7.	Collection of hazardous waste (except for direct waste collection services from households)	3812
8.	Treatment and disposal of non-hazardous waste	3821
9.	Treatment and disposal of hazardous waste	3822
10.	Production of non-alcoholic drinks and mineral water	1104

11.	Restaurant and mobile catering services	5610
12.	Mechanical processing; metal treatment and coating Details: Mechanical processing (except plating and coating)	2592
13.	Construction of residential buildings	4101
14.	Construction of non- residential buildings	4102
15.	Road passenger transportation in urban and suburban areas (except for bus transport service)	4931
16.	Wholesale of other construction materials and installing equipment (except for sand activities)	4663
17.	Abstraction, treatment and supply of water Details: Investment, exploitation, treatment and supply of clean water for daily use and production	3600
18.	Drainage and wastewater treatment Details: Investment, management of drainage systems	3700
19.	Construction of public works, including: - Management, operation and trading in services of water resources facilities; - Construction and repair of water resources facilities, waste and environment treatment works	4229
20.	Renting or leasing of motor vehicles Details: Renting or leasing of cars and trucks	7710
21.	Trading in real estate, land use rights belonging to owners, users or leases (except for investment in construction of cemetery and graveyard infrastructure for transfer of land use rights associated with infrastructure)	6810
22.	Production, distribution steam, hot water, air-conditioning and production of ice Details: Ice production	3530
23.	Growing vegetables, beans and flowers Details: Planting flowers and ornamental plants.	0118
24.	Construction of road works	4212
25.	Other specialized wholesale not elsewhere classified Details:	4669

	<ul style="list-style-type: none"> - Wholesale of metal scrap, non-metal scrap (no storage, sorting, treating and recycling at the head office; no trading of imported scrap causing environmental pollution); - Wholesale of waterworks supplies; - Wholesale of wet wipes, labor protection clothes, sanitary supplies 	
26.	<p>Management consultancy activities</p> <p>Details:</p> <ul style="list-style-type: none"> - Construction investment project management consultancy; - Bidding consultancy; - Construction investment project, estimate and design verification consultancy; - Construction investment project, design and estimate appraisal 	7020
27.	Other construction installation	4329
28.	Construction of other civil engineering works	4299
29.	Other specialized construction activities	4390
30.	<p>Other professional, scientific and technological activities not elsewhere classified:</p> <p>Details: Environmental consulting services</p>	7490
31.	Renting and leasing of other machinery, equipment and tangible goods without operators	7730
32.	<p>Basic-level training-</p> <p>Details: Basic-level vocational education</p>	8531
33.	<p>Other education not elsewhere classified;</p> <p>Details: Education not definable by level at training and fostering centers (only operable upon meeting provisions of the law on education)</p>	8559
34.	<p>Technical inspection and analysis</p> <p>Details: Services of water, environment quality assessment and analysis</p>	7120
35.	<p>Manufacture of concrete and products from cement and plaster</p> <p>Details: Manufacturing construction materials</p>	2395
36.	<p>Supply of temporary labor</p> <p>(only operable upon employment referral permit, except for labor export)</p>	7820

37.	Supply and management of human resources (only operable upon job referral permit, except for labor export)	7830
38.	Educational support services	8560
39.	Freight transport by road Details: Transporting goods by specialized vehicles.	4933
40.	Installation of electrical systems Details: Construction of medium and low voltage power line, 35KV substation and public lighting system	4321
41.	Pollution treatment and other waste management activities Details: Services of dredging sewers, septic tanks, septic tank clearing and cleaning roads	3900
42.	Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals Details: Wholesale of flowers and plants	4620
43.	Manufacture of fertilizer and nitrogen compounds Details: Manufacture of compost.	2012
44.	Wholesale of other household appliances Details: Wholesale of stationery	4649
45.	Retail of books, newspapers, magazines and stationery in specialized stores Details: Retail of stationery.	4761
46.	Retail of other goods via stalls or markets Details: Retailing fresh flowers, ornamental plants, worshiping items, votive objects and other religious goods; goods used for clearing, sweeping, cleaning (brooms, brushes and mops,...etc.).	4789
47.	Retail of other new commodities in specialized stores Details: Retailing fresh flowers, ornamental plants, fertilizers, ornamental animals and feed for ornamental animals (except for exercising the right to export, import and distribute goods on the list of goods that foreign investors are not allowed to exercise the right to export or import, distribution rights: Cigarettes and cigars, books, newspapers and magazines, recorded articles, precious metals and precious stones, pharmaceuticals, explosives, crude and processed oils, rice, cane sugar and beet sugar).	4773

48.	Wholesale of food Details: Wholesale of fresh, frozen and processed fruits and vegetables and fruit juice	4632
49.	Retail of food in specialized stores Details: Retailing fresh, frozen or preserved and processed vegetables and fruits.	4722
50.	Retail of drinks in specialized stores Details: Retailing alcoholic (beer, wine) and non-alcoholic beverages (coca cola, Pepsi cola, orange juice, lemon juice, other fruit juice; other bottled, canned soft drinks, bottled natural mineral water and pure water)	4723
51.	Retail of medicine, medical tools, cosmetics and sanitary objects in specialized stores Details: Retail of shampoo, shower gel, fragrant paper towels.	4772
52.	Growing of other perennial trees	0129
53.	Breeding and care of agricultural crops	0131
54.	General support services	8110
55.	General cleaning of buildings	8121
56.	Cleaning of houses and other works	8129
57.	Landscape care and maintenance services	8130
58.	Repair, maintenance and installation of machinery and equipment; Details: Installation of industrial machinery equipment	3320
59.	Maintenance and repair of automobiles and other motor vehicles (except for repair and maintenance of ships, aircraft, or other means and means of transport)	4520

2. The objectives of the Company are to mobilize and use capital in the most effective manner, continuously improve resources and quality, sharpen competitiveness in order to satisfy the increasing needs of customers, enhance working conditions, stabilize the life for workers, protect the legitimate interests of the shareholders and fulfill obligations to the State.

Article 5. Business and operation scope of the company

The company is allowed to conduct all business activities in line with the registered business lines in this AOA and, shall notify the changes of registered contents to Business Registration Agency and publish those changes on the National Business Registration Portal. [In case where the Company operates on conditional investment and business lines, it must meet all business requirements as prescribed in the Law on Investment and relevant legal provisions].

IV. CHARTER CAPITAL, SHARES AND SHAREHOLDERS

Article 6. Charter capital, shares and shareholders

1. The charter capital of the Company is VND 2.199.286.440.000 (Two thousand one hundred and ninety-nine billion two hundred and eighty-six million four hundred and forty thousand VND)

Total charter capital of the Company is divided into 219,928,644 shares with par value of VND 10,000 /share.

2. The company can adjust its charter capital when it is approved by the GMS and in accordance with provisions of the law.

3. The shares of the Company on the approval date of this AOA include ordinary shares. The rights and obligations of shareholders of each class of shares are stipulated in Article 12 and 13 of this AOA.

4. The Company may issue other classes of preferred shares upon the approval of the GMS and in accordance with the provisions of the law.

5. The ordinary share must be prioritized to be offered to the existing shareholders in proportion to their shareholding in the Company, except for other decisions by the GMS. The number of share that is not subscribed by the shareholders will be decided by the Board of Directors (BOD). The BOD may distribute such shares to subjects under conditions and ways that the BOD deems appropriate, but may not be sold under more favorable conditions than those offered to the existing shareholders unless the shares are sold through Stock Exchange under the auction method.

6. The Company may purchase shares issued by the Company in ways specified in this AOA and applicable laws.

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

Article 7. Share certificates

1. The shareholders of the Company are issued with share certificates corresponding to the number of shares and class of held shares.

2. Share is a type of securities certifying the lawful rights and interests of the holder to a part of the share capital of the issuing organization. The share must have all the required contents as per Clause 1 of Article 121 in the Law on Enterprises.

3. Within 30 days from the date of submitting the complete application for transfer of ownership of shares in accordance with the Company's regulations or within 30 days from the date of full payment for purchase of shares in accordance with the provisions of the Company's share issuance plan (or other term as stipulated in the issue provisions), the holders of the shares are issued with share certificates. The holders of the shares must not pay the Company the cost of printing share certificates.

4. When a share is lost, damaged, or destroyed by other means, the holder of that share may require the Company to issue a new share certificate. In this case, the holder must provide the following information:

a) All information of the share that has been lost, damaged or destroyed;

b) Commitment to take full responsibility for any dispute arising upon the issuance of the new share.

Article 8. Other share certificates

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

Article 9. Share transfer

1. All shares are freely transferable unless otherwise prescribed by the AOA and the law. Shares listed and registered on the Stock Exchange may be transferred in accordance with the law on securities and stock market.
2. The shares that have not yet been fully paid are not transferable and do not enjoy related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from equity capital, and the right to buy newly offered shares and other rights in accordance with the current law.

Article 10. Forfeiture of shares (upon registration of enterprise establishment)

1. If the money to buy shares are not paid in full and on time by the holders, the BOD shall inform and may request the shareholders to pay the remaining amount and to take corresponding responsibility for the total par value of the registered shares to the Company's financial obligations, which are incurred due to failure of payment in full to the Company.
2. The above-mentioned payment notice must specify a new billing period (at least seven (07) days from the date of notification), place of payment and the notice must indicate that upon the absence of payment as required, the number of the shares which has not been paid will be forfeited.
3. The BOD reserves the right to forfeit the unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.
4. The forfeited shares are considered the shares to be offered for sale in compliance with Clause 3 of Article 112 in the Law on Enterprises. The BOD may be in person or authorize the sale and redistribution of the forfeited shares under conditions and ways that BOD deems to be appropriate.
5. The shareholders holding forfeited shares must relinquish the ownership of those shares, but still bear the responsibility corresponding to the total par value of subscribed shares within the financial obligations of the Company incurred at the time of forfeit as determined by the BOD from the date of forfeit up to the date of payment. The BOD reserves the discretion to force payment of the full value of the shares at the time of forfeit.
6. The notice of forfeiture is sent to the holders of the forfeited shares before the time of forfeit. The forfeit is still effective even in case of errors or negligences in serving notice.

V. ORGANIZATIONAL STRUCTURE OF GOVERNANCE AND SUPERVISION

Article 11. Organizational structure of governance and supervision

Organizational structure of governance and supervision of the Company including:

1. General Meeting of Shareholders (GMS);
2. Board of Directors (BOD);
3. Supervisory Board (SB);
4. General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. The ordinary shareholders have the following rights:

- a) To attend and speak at the GMS and exercise the right to vote in person or through an authorized representative or by other methods as prescribed in the AOA and by law. Each ordinary share represents a vote;
- b) To receive dividends at the rate decided by the GMS;
- c) To be given priority to buy newly offered shares corresponding to the percentage of ordinary shares held by them;
- d) To freely transfer shares to other people, unless otherwise prescribed in the Clause 3 of Article 120 and Clause 1 of Article 127 in the Law on Enterprises and other regulations of relevant laws;
- d) To review, search and make an extract of information about names and contact addresses of shareholders in the List of those eligible to vote in the GMS; and make request for amendment of incorrect information about themselves;
- e) To review, search, make an extract or copy of the AOA, minutes of the GMS and the resolutions of the GMS;
- g) Where the Company dissolves or bankrupts, the shareholders receive a part of the remaining assets corresponding to their shareholding in the company;
- h) To request the Company to redeem their shares in the cases prescribed in Article 132 of the Law on Enterprises
- i) To be treated equally. Each share of the same class bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and fully informed to the shareholders;
- k) To adequately access regular and extraordinary information about the Company's operation disclosed by the Company;
- l) To have their lawful rights and interests protected; to propose to suspend or cancel resolutions and decisions of the GMS, BOD in accordance with the Law on Enterprises;
- m) Other rights as prescribed by the law and the Company's AOA.

2. A shareholder or group of shareholders holding 5% or more of total ordinary shares has the following rights:

- a) To appeal to the BOD for convening the GMS as prescribed in Clause 3 of Articles 115 and 140 in the Law on Enterprises;
- b) To review, search and make an extract of minutes, resolutions and decisions of the BOD; annual and semi-annual financial reports, reports of the SB, contracts and transactions to be approved by the BOD as well as other documents, except for those related to trade secrets and business secrets of the Company;
- c) To appeal to the SB to examine every specific issue related to management and operations of the Company if necessary. The request must be in written form with the following information: full name, contact address, nationality, legal personal identification number in respect of an individual shareholder; name, enterprise code, or legal institutional identification number, headquarter address for institutional shareholders; number of shares and time of

registration of shares of each holder, total share number of the shareholder groups and the percentage of their ownership in total number of shares of the Company; problems to be inspected, purpose of examination, inspection;

d) To propose issues to be included in the GMS's agenda. The proposal must be in writing and sent to the Company no later than 03 business days before the opening date, [except for other terms as prescribed in the AOA]. It also must specify full names of shareholders, number of shares of each class and issues to be put into the agenda;

d) Other rights as prescribed by the law and in this AOA.

3. A shareholder or group of shareholders holding at least [10%] of total ordinary shares [or a lower percentage as prescribed in the AOA] is entitled to nominate candidates to the BOD and SB. Where [the AOA has no other regulations], nomination to the BOD and SB is carried out as follow:

a) Ordinary shareholders group themselves to nominate candidates to the BOD and SB, which must be informed to shareholders attending the meeting before the opening date of the GMS;

b) Based on the number of BOD and SB members, the shareholder and group of shareholders as prescribed in this Clause has the rights to nominate one or several candidates under decisions of the GMS to the BOD and SB. In the case that the number of candidates nominated by shareholders and shareholder groups is fewer than the number they are entitled to nominate, the remaining candidates shall be selected by the BOD, SB and other shareholders.

Article 13. Obligations of shareholders

The ordinary shareholders have the following obligations:

1. To make full and timely payment to the number of shares subscribed.

2. Not to withdraw capital contributed by ordinary shares from the Company by any means, except in the case where the Company or other persons buys back shares. Where some shareholder withdraws a part or the whole of contributed capital against the provisions of this Clause, that shareholder and persons with shared interests in the Company must be jointly liable for debts and property obligations of the Company related to the values of withdrawn shares and incurred damage.

3. To comply with the Company's AOA and Internal Policy of Corporate Governance.

4. To abide by the Resolutions and decisions of the GMS and BOD.

5. To keep the confidentiality of information provided by the Company as prescribed by law and the Company's AOA; only use given information to enforce and protect their lawful rights and interests; to be prohibited from distributing, making copies and sending the information given by the Company to other organizations and individuals.

6. To attend the GMS and exercise the voting rights through the following means:

a) To attend the meeting and vote in person;

b) To authorize other individuals and organizations to attend and vote at the meeting

c) To attend and vote through virtual conferences, online voting and other electronic methods.

7. To take personal responsibility when acting in the name of the Company in any of the following acts:

a) Violating the law;

- b) Conducting business and other transactions for self-seeking or serving the interests of other organization's or individuals;
 - c) Paying undue debts when the Company is faced with financial threats.
8. To fulfill other obligations in accordance with applicable law.

Article 14. The General Meeting of Shareholders

1. The GMS include all shareholders with voting rights, serving as the highest authority of the Company. The GMS is held once a year within four (04) months from the end of the fiscal year. Unless otherwise prescribed in the AOA, the BOD may postpone the meeting, but to no later than 6 months from the end of the fiscal year. The GMS could be held annually and extraordinarily. The GMS venue is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The BOD convenes the annual GMS and selects the proper location. The Annual GMS decides the issues in accordance with the law and the Company's AOA, especially the annual financial statements which have been audited. In the case where the audit reports of the Company's financial statements have any crucial exclusion, adverse opinions or disapproval opinions, the Company shall invite representatives of accredited audit firms that have conducted audits of the Company's financial statements to take part in the annual GMS and the representatives of the above accredited audit firms take responsibility to attend the Company's annual GMS.

3. The BOD shall convene an extraordinary GMS in the following circumstances:

- a) The BOD deems it is necessary for the benefit of the Company;
- b) The number of members of the BOD or SB is less than the minimum number of members required by the law;
- c) A shareholder or a group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises requests in writing to convene the GMS. The request shall specify the reason and purpose of the meeting, bears signature of the relevant shareholders, or is made in multiple copies signed by all relevant shareholders;
- d) Upon requests of the SB;
- dd) Other cases as prescribed by the law and in this AOA.

4. Convening the extraordinary GMS

- a) The BOD shall convene the GMS within thirty [30] days from the date that the remaining number of BOD members including independent members, or SB members is as prescribed at Paragraph b, Clause 3 of this Article or upon requests as prescribed at Paragraphs c and d, Clause 3 of this Article;
- b) In case the BOD does not convene the GMS as prescribed at Paragraph a, Clause 4 of this Article 14, then within the next thirty 30 days, in place of the BOD, the SB must convene the GMS in accordance with Clause 3, Article 140 of the Enterprise Law;
- c) If the SB fails to convene the GMS as prescribed in Paragraph b, Clause 4 of this Article a shareholder or a group of shareholders specified at Paragraph c, Clause 3 of this Article has the right to require the Company's representatives to convene the GMS in accordance with the Enterprise Law;

[In this case, the shareholder or group of shareholders convening the GMS may request the Business Registration Agency to supervise the orders and procedures for convening, conducting

the meeting and making decisions of the GMS. All expenses for convening and conducting the GMS are paid by the company. These expenses exclude those spent by shareholders attending the GMS, as well as accommodation and travel expenses.]

d) Proceedings of the GMS as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

1. The GMS has the following rights and obligations:

- a) To pass through the Company's development orientation;
- b) To decide upon the class and total number of shares to be offered for sale; to determine the annual dividend rate of each share class;
- c) To elect, dismiss, remove and replace the members of the BOD and SB;
- d) To make decisions to invest or sell assets which accounts for at least 35% of total assets as recorded in the latest financial statement of the Company;
- đ) To decide whether to amend, supplement the Company's AOA;
- e) To approve annual financial statements;
- g) To decide buy backs of shares greater than 10% of total sold shares of each class;
- h) To examine and handle violations of the BOD or SB members which cause damage to the Company and its shareholders;
- i) To reorganize and dissolve the Company;
- k) To decide upon budget, total remuneration, bonuses and other benefits of the BOD and SB;
- l) To approve the Internal Policy of Corporate Governance, Operation Policy of the BOD and SB;
- m) To approve the list of accredited auditing firms; to decide which accredited auditing firm to inspect the Company's operations and to dismiss the accredited auditor whenever it is deemed necessary;
- n) Other rights and obligations according to the regulations of the law.

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

- a) The annual business plan of the Company;
- b) The audited annual financial statement;
- c) The BOD's reports on governance and performance of the BOD and each member of the BOD; [in cases where the Company operates under the model as specified in paragraph b, Clause 1 under Article 137 of the Law on Enterprises, independent members of the BOD take responsibility for reporting at the annual GMS according to the provisions of Articles 284, Decree No. 155/2020/ND-CP dated on December 31, 2020 by the Government detailing the implementation of a number of articles of the Law on Securities];
- d) The reports of the SB on business performance of the Company, and performance of the BOD and Director (General Director);
- đ) Report on self-assessment of the performance of the Supervisory Board and members of the Supervisory Board;
- e) Dividend rates per each share class;
- g) The number of the BOD and SB members;

- h) Electing, dismissing and removing members of the BOD and SB;
- i) Deciding upon the budget, total remuneration, bonuses and other benefits of the BOD and SB;
- k) Passing the list of accredited auditing firms; making decisions upon which accredited auditing firm is to inspect the Company's operations whenever it is deemed necessary;
- l) Supplementing and amending the Company's AOA;
- m) Share classes and the number of newly issued shares per each class as well as transfer of shares by the founding members within 03 years from the incorporation date;
- n) Division, separation, consolidation, merger or conversion of the Company;
- o) Reorganization and dissolution (or liquidation) of the Company and appointment of a liquidator;
- p) Making decisions to invest or sell assets which accounts for at least 35% of total assets as recorded in the earliest financial statement of the Company [except cases where the Company's AOA regulates other rates and values];
- q) Making decisions to repurchase shares greater than 10% of total sold shares of each class;
- r) The Company signing contracts and transactions with the subjects as prescribed in Clause 1 under Article 167 of the Law on Enterprises with a value equivalent to 35% or more of total assets of the Company, which have been recorded in the latest financial statement;
- s) Approving the transactions as prescribed in Clause 4 of Article 293 under Decree No. 155/2020/ND-CP dated on December 31, 2020 by the Government detailing the implementation of a number of articles of the Law on Securities;
- t) Passing the Internal Policy of Corporate Governance of the Company, the Operation Policy of the BOD and SB;
- u) Other issues according to the provisions of law and this AOA.

3. All resolutions and issues have been included in the agenda to be taken up for discussion and voting at the GMS.

Article 16. Authorization for representatives to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives who are organizations can directly attend the meeting or authorize one or a few other individuals and organizations to attend the meeting or through one of the means as prescribed in Clause 3 under Article 144 of the Law on Enterprises.

2. Authorization for individual and institutional representatives to attend the GMS as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be made in accordance with the civil law and must clearly state names of shareholders authorizing, names of authorized individuals or organizations, the number of authorized shares, authorization contents, scope and term of authorization, and signatures of the principal and the proxy.

Authorization for representatives to attend the GMS must be made in written form and signed as prescribed by the Company and the following provisions:

- a. If the individual shareholder is the principal, the power of attorney must be signed by the shareholder and the proxy to attend the meeting;

b. If the authorized representative of the institutional shareholder wants to give authorization, the power of attorney must be signed by the authorized representative, the legal representative of shareholders and the proxy to attend the meeting;

c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the proxy to attend the meeting.

The proxy to attend the GMS must submit the power of attorney before registering to attend the meeting. In the case of sub-authorization, attendees must also submit the initial power of attorney of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The votes of the proxy attending the meeting within the authorization are valid except upon occurrence of one of the following cases:

a) The principal died, or restricted from civil act capacity or lost civil act capacity;

b) The principal has canceled the designation of authorization;

c) The principal has canceled the authority of the person performing the authorization

This provision does not apply where the Company receives a notice of one of the above events before the opening of the GMS or before the meeting is reconvened.

Article 17. Variation of rights

1. The variation or cancellation of any special right attached to a class of preferred shares takes effect when such variation or cancellation is approved by the shareholders representing at least 65% of total votes of shareholders who attend the GMS. A resolution of the GMS on adverse changes to rights and obligations of persons holding preferred shares is passed only when it is approved by attending preferred shareholders who hold at least 75% of total preferred shares of the same class, or it is approved by the preferred shareholders who hold at least 75% of total preferred shares of that class in case that the Resolution is passed in the form of written opinions.

2. Holding the meeting of the shareholders holding one class of preferred shares to pass the above changes of rights shall be valid if at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of par value of the issued shares of such class. If there is not enough quorum as mentioned above, the meeting will be reorganized within thirty (30) days later and the holders of such shares (irrespective of the number of people and number of shares) who are present in person or through an authorized representative shall be deemed to constitute the number of attendee as required. At the meeting of the persons holding preferred shares mentioned above, the persons holding such class of shares who are present in person or through representative may request a secret ballot. Each share of the same class shall have equal voting rights at the above meetings.

3. The proceedings of separate meetings are similar to the provisions of Article 19, Article 20 and Article 21 of this AOA.

4. Unless otherwise stated in the terms of the share issuance, special rights attached to various classes of shares with preferred rights to some or all of the matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

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

1. The BOD shall convene the annual and extraordinary GMS. The BOD convenes an extraordinary GMS in the cases specified in Clause 3, Article 14 of this AOA.

2. The convener of the GMS must perform the following tasks:

a) To prepare a list of shareholders eligible to participate and vote at the GMS. The list of shareholders eligible to participate and vote at the GMS must be made no later than ten (10) days before the date of sending GMS invitations. The Company must disclose information about lists of shareholders eligible to participate in the GMS at least 20 days before registration deadline;

b) To prepare agenda of the meeting;

c) To prepare documents of the meeting;

d) To draft a Resolution of the GMS subject to the proposed contents of the meeting;

dd) To determine time and venue of the meeting;

e) To inform and send invitation of the GMS to all shareholders entitled to attend the meeting.

g) Other preparation tasks for the meeting.

3. The invitations of the GMS shall be sent by means to ensure arrival at all shareholders' contact address, and at the same time published on the websites of the Company and State Securities Commission as well as the Stock Exchanges where the Company's shares are listed or registered for trading. The convener of the GMS must deliver the invitations to all shareholders eligible to participate in the GMS no later than 21 days before the opening date of the meeting (from the day of properly sending or posting). The agenda of the GMS, the documents related to issues to be voted at the meeting are sent to shareholders or/and posted on the Company's websites. In case the documents are not attached with the invitations of the GMS, the meeting invitations must specify the link to all meeting documents for shareholders to access, including:

a) Agenda and documents to be used during the meeting;

b) Lists of the candidates for the members of BOD and SB and their detailed information;

c) Ballots;

d) Draft resolutions on each issue of the agenda.

4. A shareholder or a group of shareholders prescribed in Clause 2, Article 12 of this AOA is entitled to propose the matters to be included in the agenda of the GMS. Such proposal must be made in writing and sent to the Company at least 03 (three) business days before the opening of the GMS. The proposal must include the full names of the shareholder, the number and class of shares held by that shareholder, and the content of the proposal included in the agenda.

5. The convener of the GMS has the right to reject the proposal related to Clause 4 of this Article in the following circumstances:

a) The served proposal fails to comply with the provisions in Clause 4 of this Article;

b) At the time of proposal, the shareholder or group of shareholders does not have at least 5% of ordinary shares for as prescribed in Clause 2 Article 12 of this AOA;

c) The proposed matter does not fall within the authority of the GMS for discussion and approval;

d) Other cases as prescribed by law and this AOA.

6. The convener of the GMS must approve and include the proposals specified in Clause 4 of this Article in the draft agenda, unless otherwise prescribed in Clause 5 of this Article; the proposals are officially added to the meeting agenda upon the GMS's approval.

Article 19. Conditions under which the General Meeting of Shareholders is conducted

1. The GMS shall be conducted when the number of attending shareholders represents at least 50% of the voting shares.

2. In the case where the first meeting fails to take place as prescribed in Clause 1 of this Article, the second meeting invitations shall be sent within 30 days from the expected date of the first meeting. The second GMS shall be conducted only when the number of shareholders attending the meeting represents at least 33% total votes.

3. In the case where the second meeting fails to take place as prescribed in Clause 2 of this Article, the third meeting invitations shall be sent within 20 days from the expected date of the second meeting. The third GMS shall be held without regard to the number of votes of shareholders attending the meeting.

Article 20. Proceedings and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must carry out the procedures of shareholder registration until all shareholders who are eligible to attend the meeting have been all registered in the following orders:

a) Upon registration of shareholders, the Company will issue each shareholder or proxy eligible for voting with a voting card, on which the registration number, full name of the shareholder, full name of the proxy and the number of votes of that shareholder are specified. The GMS discusses and votes on each issue of the agenda. Voting options include approval, disapproval and indifference as prescribed in the voting rules passed by the GMS. The meeting appoints person who shall be in charge of counting votes or supervising the vote counting at the request of the Chairperson. The number of members of Vote Counting Board is determined by the GMS and based on the request of the Chairperson;

b) Any shareholder, authorized representative of institutional shareholder or proxy comes to the GMS after the opening shall reserve the right to register immediately and then to participate and vote at the meeting. The Chairperson is not obliged to delay the meeting so that late shareholders may register and the validity of any issue which has already been voted upon before the registration of late shareholders shall not be affected.

2. The election of Chairperson, secretary and vote counting committee is specified as follow:

a) The Chairman of the BOD chairs the meetings or authorizes another BOD member to chair the meeting convened by the BOD. In case the Chairman is absent or temporarily incapable of working, the other members will elect one of them to chair the meeting by majority rule. Where no person may act as chairman, Head of the SB shall control the GMS to elect one among those who are attending the meeting to act as the meeting chairperson and the person with the highest votes shall act as the chairperson of the meeting;

b) Except the cases as prescribed in paragraph a of this Clause, the person who signs to convene the GMS will control the GMS to elect the chairperson of the meeting and the person with the highest votes is appointed to act as the chairperson of the meeting;

c) The chairperson appoints one or several persons to be meeting secretaries;

- d) The GMS elects one or several persons to be the members of vote counting committee as proposed by the meeting chairperson.
3. The meeting agenda must be approved by the GMS during the opening session. The agenda must clarify the detailed timing of each issue in the agenda.
4. The chairperson of the meeting reverses the right to take appropriate and necessary measures to run the GMS in an orderly manner and following the approved agenda as well as reflecting the wishes of the majority of attendees.
- a) Arranging seats at the venue of the GMS;
- b) Ensuring safety for everyone present at the meeting places;
- c) Facilitating shareholders to attend (or continue attending) the meeting. The convener of the GMS reserves the right to change the above measures and apply all necessary measures. The measures taken may be the issuance of access permits or the use of other options.
5. The GMS discusses and votes on each issue of the agenda. Voting options include approval, disapproval and indifference. The voting results are announced by the chairperson shortly before the end of the meeting.
6. Shareholders or proxy coming to the GMS after the opening reserve the right to register and then to participate and vote right after their registration; in this case, the validity of the voting sessions that have been conducted before the late shareholders is not affected.
7. The convener or chairperson of the meeting has the following rights:
- a) To require the attendees to take the legal and proper inspection or security measures;
- b) To require the authority to maintain the meeting's order; to expel the ones who refuse to comply with executive authority of the chairperson, intentionally disrupt orders, interfere with the normal progress of the meeting or disobey security check from the GMS.
8. The chairperson reserves the right to postpone the GMS which is fully registered no later than 03 business days from the expected opening date. The meeting shall be only postponed and relocated in the following circumstances:
- a) The meeting venue fails to seat all attendees comfortably;
- b) Facilities of the meeting venue are so poorly equipped that attending shareholders are prevented from speaking, discussing and voting;
- c) Some attendee obstructs and disturbs the meeting, preventing the meeting from being conducted in an equal and legal manner.
9. In the case where the chairperson postpones or pause the GMS against the provisions of Clause 8 of this Article, the GMS elects another person among the attendees to replace the chairperson to chair the meeting until the end; all resolutions are passed in the meeting are valid for enforcement.
10. In the case where the Company applies high technology into organizing the GMS through virtual conference, the Company takes responsibility for ensure that shareholders attend and vote at the meeting via online voting or other electronic method as prescribed in Article 144 of the Law on Enterprises and Clause 3 of Article 273 under Decree No. 155/ND-CP dated on December 31, 2020 by the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions under which the Resolution of the General Meeting of Shareholders is passed

1. The Resolution on the following issues shall be passed if shareholders representing at least 65% of total votes of all shareholders attending the meeting approve, except the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises [the specific proportion to be determined by the Company's AOA]:

- a) The classes of shares and total number of shares of each class;
- b) Changes of business lines and business sectors;
- c) Changes of the organizational and managerial structure of the Company;
- d) Investments or asset sale equal to or greater than 35% of the total value of assets as specified in the Company's latest financial statement, unless otherwise prescribed in the Company's AOA;
- dd) Reorganization, dissolution of the Company;
- e) [Other issues as provided for in the Company's AOA].

2. The resolution is passed when shareholders having more than 50% of total votes of all shareholders who are present approve, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises [the specific proportion is determined by the Company's AOA].

3. The Resolutions of the GMS which are passed by 100% of total shares with voting rights are considered legal and effective irrespective of whether orders, procedures of convening the meeting and passing those resolutions violate the provisions of the Law on Enterprises and the Company's AOA.

Article 22. Authority and procedures for collection of written opinions in order to pass the resolutions of the General Meeting of Shareholders

The GMS may approve all matters within its authority according to the polling form. The authority and procedures for polling to pass the resolution of the GMS shall comply with the following provisions:

1. The BOD reserves the right to collect written opinions in order to pass a resolution of the GMS at any time if it is deemed necessary in the interests of the Company.

2. The BOD must prepare written opinion forms, a draft resolution of the GMS and other documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for receiving questionnaires. Requirements and methods of document delivery are specified in Clause 3, Article 18 of this AOA.

3. The written opinion form must contain the following main contents:

- a) Name, registered office address and business registration code;
- b) Purpose for collecting written opinions;
- c) Full name, permanent address, nationality, legal personal identification number in respect of an individual shareholder; name, enterprise code, or legal institutional identification number, registered office address for institutional shareholders or full name, contact address, nationality, legal personal identification number in respect of shareholders whose representatives are organizations; number of shares of each class and number of votes of the shareholder;
- d) Issues on which it is necessary to obtain opinions in order to pass a resolution;
- d) Voting options including approval, disapproval, and abstention with respect to each issue on which it is necessary to collect opinions;

- e) The deadline for submitting the completed written opinion form to the Company;
 - g) Full name and signature of the Chairman of the BOD.
4. The shareholder can send the completed written opinion form to the Company by post, fax or electronic mail as follows:
- a) The completed written opinion form which is sent by post, must be signed by individual shareholder, authorized representative or legal representative of institutional shareholders. The written opinion form should be sent to the Company in a sealed envelope and no one shall be permitted to open the envelope prior to the vote counting;
 - b) The completed written opinion form which is sent by fax and electronic mail to the Company must be kept confidential until the time of vote counting;
 - c) Any written opinion form returned to the Company after the deadline specified in the written opinion form or opened in the case of mailing or disclosed in the case of fax and electronic mail is not valid. Written opinion forms not returned to the Company shall be considered not participating in the voting.
5. The BOD shall conduct the vote counting and shall prepare minutes of vote counting in the presence of the SB or of a shareholder not holding managerial positions of the Company. The vote counting minutes shall contain the following main details:
- a) Name, registered office address and business registration code;
 - b) Purpose of collection of written opinions and issues on which it is necessary to obtain opinions in order to pass a resolution;
 - c) Number of shareholders with total number of votes having participated in the voting, in which clearly state the number of valid votes and invalid votes, and enclosing an appendix of the list of shareholders having participated in the voting;
 - d) Total number of approval, disapproval and abstention votes for each issue;
 - dd) The approved issues and their corresponding approval vote rates;
 - e) Full name, signature of Chairman of the BOD, persons in charge of counting vote and supervising the vote counting;
- Members of the BOD, and the persons who count the votes and supervise the vote counting shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; shall be jointly liable for any loss and damage arising from a resolution which is passed due to an untruthful and inaccurate vote counting.
6. The vote counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the end of the vote counting. Delivery of the vote counting minutes can be replaced by posting on the Company's website within 24 hours from the end of vote counting.
7. The completed written opinion forms, approved vote counting minutes, the resolutions and any relevant documents sent with all of the written opinion forms must be archived at the registered office.
8. A resolution which is passed by way of collection of written opinions of shareholders must be approved if number of shareholders representing at least [50%] of total number of approval voting shares or [other specific rates determined by the Company's AOA] and shall have the same validity as a resolution passed at the GMS.

Article 23. Resolutions and minutes of General Meeting of Shareholders

1. The GMS must be recorded in minutes and may be recorded in audio or video and stored in other electronic forms. The minutes have the following main contents:

- a) Name, registered office address and enterprise code;
- b) Time and location of the GMS;
- c) Agenda and content of the meeting;
- d) Full name of chairperson and secretary of the meeting.
- đ) Summary of proceedings and the opinions at the GMS on each issue in the meeting agenda;
- e) Number of the shareholders and total number of votes of the shareholders attending the meeting, annex of the list of registered shareholders attending the meeting with the number of shares and corresponding votes;
- g) The issues approved and corresponding proportion of approval votes;
- h) Full name and signature of the chairman and the secretary of the meeting. In the case where the chairman and secretary reject to sign the meeting minutes, the minutes become valid given that they are signed by all other members of the BOD attending the meeting and having all contents as prescribed in this Clause. The meeting minutes clarifies the reason why the chairperson and secretary reject to sign the meeting minutes.

2. The meeting minutes of the GMS must be prepared and approved before the end of the meeting. The Chairperson and secretary of the meeting or other person signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes;

3. The Meeting minutes made in Vietnamese and other languages have the same legal effect. In case of difference in the contents of the minutes between versions in Vietnamese and other language, the contents in the Vietnamese version shall prevail.

4. The Resolutions, Meeting minutes of the GMS, the appendix of the list of shareholders registering to attend the meeting with the signature of shareholders, the power of attorney to attend the meeting, all documents attached to the Minutes (if any) and documents related to meeting invitation must be disclosed as prescribed by the legal provisions on information disclosure in stock exchange and must be kept at the registered office of the Company.

Article 24. Request for cancelation of the resolution of the General Meeting of Shareholders

Within ninety (90) days as from the date of receipt of the minutes of the GMS or the minutes of results of vote-counting on opinion of shareholders in writing, the shareholders or groups of shareholders as stipulated under Clause 2, Article 115 of the Law on Enterprises may request the Court or the Arbitration to consider and cancel a resolution or part of the contents of a resolution of the GMS in the following circumstances:

1. The orders and procedures for convening the meetings and making resolution of the GMS do not comply with the provisions of the Law on Enterprises and the Company's AOA except for the case as stipulated in Clause 3, Article 21 of this AOA.
2. The contents of resolution violate the laws or this AOA.

VII. BOARD OF DIRECTORS

Article 25. Self-nomination and nomination of the members of the BOD

1. In case those candidates for the BOD have been identified in advance, the Company must disclose information related to the candidates at least ten (10) days before the opening of the GMS on the Company's website for the reference of the shareholders before voting. The candidates for the BOD must make a written commitment of honesty and accuracy of disclosed personal information and must commit to perform their tasks honestly and carefully to the best benefit of the Company if they are elected as members of the BOD. Disclosed information relating to the candidates for the BOD includes the following contents:

- a) Full name and date of birth;
- b) Qualifications;
- c) Employment history;
- d) Other managerial titles (including the positions in other companies' BOD);
- d) Benefits relevant to the Company and relevant parties to the Company;
- e) Other information (if any) as stated in the AOA.
- g) Public companies take responsibility for disclosure of information related to the companies where the candidate is concurrently BOD members, other managerial positions and other benefits relevant to that company of the BOD candidates (if any).

2. Shareholders or groups of shareholders holding from 10% [or a smaller proportion as stipulated in the Company's AOA] of the total number of voting shares shall be entitled to nominate candidates for the BOD in compliance with the Law on Enterprises and the Company's AOA.

3. Where the number of candidates for the BOD through nominations and self-nomination is insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprise, the current BOD nominates additional candidates or organizes nomination as stipulated in the Company's AOA, Internal Policy of Corporate Governance and Operation Policy of the BOD.

The BOD must announce clearly the nomination of additional candidates before the GMS casts the votes for the BOD members under the lawful provisions.

4. The BOD members must satisfy the criteria and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and [the Company's AOA].

Article 26. Components and office term of the BOD

1. The number of the BOD members is 07 persons.

2. The term of each BOD member shall not exceed 05 years. The BOD members may be re-elected for an unlimited number of terms. Every individual can only be elected as an independent member of the BOD for no more than 02 consecutive terms. The case where all BOD members finish their term at the same time those members continue to serve as the BOD members until new members are elected to take over the jobs [except other cases stipulated in the Company's AOA].

3. The structure of the BOD members is as follows:

The BOD structure of a public company must ensure at least a third of total number of the BOD members are non-executive members. The Company minimizes the number of the BOD

members concurrently holding managerial positions of the Company to guarantee the independence of the BOD.

The total number of independent BOD members must comply with the following provisions:

- a) At least 01 independent member in the case where the number of BOD members is from 03 to 05;
- b) At least 02 independent members in the case where the number of BOD members is from 06 to 08;
- c) At least 03 independent members in the case where the number of BOD members is from 09 to 11;
4. The BOD members shall no longer be the BOD members in the case where the BOD dismisses, removes or replaces those members as prescribed in Article 160 of the Law on Enterprises.
5. The appointment of the BOD members must be disclosed according to the provisions of the law on information disclosure in stock market.
6. The BOD members are not necessarily shareholders of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The BOD is the management body of the Company with full authority to exercise all rights and obligations on behalf of the Company except the rights of the GMS.
2. Rights and obligations of the BOD are determined by law, the Company's AOA and GMS. The BOD has the following specific rights and obligations:
 - a) To decide upon the mid-term development strategy and plan as well as annual business plan of the Company;
 - b) To propose which class of shares and total number of shares to be offered for sale of each class;
 - c) To decide whether to sell the unsold shares within the number of shares to be offered for sale of each class; to decide whether to attract additional capital in other methods;
 - d) To decide upon the price of shares and bonds of the Company;
 - d) To decide whether to buy back the shares as prescribed in Clauses 1 and 2 of Article 133 under the Law on Enterprises;
 - e) To decide on investment plan and investment project within authority and scope in compliance with the lawful provisions;
 - g) To decide upon market development, marketing and technology solutions;
 - h) To approve purchase, sale, or loan agreements and other agreements and transactions with a value of at least 35% of total value of assets as stipulated in the Company's latest financial statement, [except other cases as prescribed in the Company's AOA] and agreements and transactions within decision-making authority of the GMS according to the provisions at paragraph d, Clause 2, Article 138 as well as Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i) To elect, dismiss or remove the Chairperson of the BOD, Vice Chairperson; to appoint, dismiss, sign contracts and terminate contracts with Director (General Director) and other executives as stipulated in the Company's AOA; to decide on salary, remuneration, bonuses and other benefits of those managers; to appoint authorized representatives to attend the Board

of Members and GMS at other companies as well as to decide upon remuneration and benefits of those persons;

k) To supervise and direct Director (General Director) and other managers to operate daily business of the Company;

l) To decide upon the organizational structure, Internal Policy of Corporate Governance, establishments of subsidiaries, branches, representative offices and capital contribution and shares purchase of other enterprises;

m) To approve agenda, content of the documents for the GMS; to convene the GMS or to collect approval opinions of shareholders toward passing resolutions;

n) To submit audited annual financial statements to the GMS;

o) To propose dividend rates paid out; to determine terms and procedures of paying out dividends or to handle losses incurred in the course of business;

p) To propose reorganization and dissolution of the Company; to file for bankruptcy;

q) To promulgate the Operation Policy of the BOD and Internal Policy of Corporate Governance after the GMS have approved them; to promulgate Operation Policy of Auditing Committee under the BOD and Policy of Information Disclosure of the Company;

s) To comply with other rights and obligations stipulated by the Law on Enterprises, Law on Securities, and other legal provisions as well as the Company's AOA.

3. The BOD must report the BOD performance results to the GMS as prescribed in Article 280 under Decree No. 155/2020/ND-CP dated on December 31, 2020 by the Government detailing the implementation of a number of provisions in the Law on Securities.

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

1. The Company reserves the right to allocate remuneration and bonuses of the BOD members based on business performance and outcomes.

2. The BOD members receive remuneration and bonuses for their works. The remuneration is calculated based on the number of man-days required to complete the work of each BOD member and the rate of remuneration per day. The BOD estimates remuneration of each BOD member by consensus-based decision making. Total amount of remuneration and bonuses of the BOD is determined by the GMS at annual meetings.

3. The remuneration of each BOD member is included in the Company's business costs according to legal provisions on corporate income tax, is disclosed in separate items in the Company's annual financial statements and must be reported to the GMS at annual meetings.

4. The BOD members holding executive positions or the BOD members working in the subcommittees under the BOD or performing other tasks beyond the scope of the normal duties of a BOD member may be paid additionally in the form of a lump sum remuneration, salary, commission, percentage of profits or otherwise under the BOD's decision.

5. The BOD members have the right to be paid for all travel, food, accommodation and other reasonable expenses they have incurred when fulfilling responsibilities of their BOD members, including expenses incurred in attending the GMS, the BOD or subcommittees of the BOD meetings.

6. The Company may purchase the liability insurance for the BOD member upon the GMS approval. This insurance excludes the BOD member's liabilities related violations of the law and the Company AOA.

Article 29. The Chairperson of the Board of Directors

1. The Chairman of the BOD is elected from and by BOD members, dismissed and removed by the BOD members.

2. The Chairman of the BOD must not concurrently hold the position of Director (General Director).

3. The Chairman of the BOD has the following rights and obligations:

a) To draw up activity programs and plans of the BOD;

b) To prepare agenda, content, and meeting documents; to convene, chair and preside at the BOD meeting;

c) To organize the procedures for passing resolutions and decisions of the BOD;

d) To supervise the implementation process of resolutions and decisions of the BOD;

đ) To chair the GMS;

e) The Chairman of the BOD on behalf of BOD shall approve investments under the business plan and budget, in which each investment does not exceed 10% of the total asset value in the latest audited financial statements.

4. If the Chairman of the BOD submits a resignation letter or is dismissed or removed from the position, the BOD must elect a replacement within 10 days from the date of the receipt of the resignation letter or decisions of dismissal or removal.

5. If the Chairman of the BOD is absent or incapable of fulfilling his/her responsibilities, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the BOD. In the case where there is no authorized person or the Chairman is dead, lost, being held in temporary detention, serving a prison sentence, serving administrative handling measures at a compulsory detoxification establishment and/or a compulsory educational establishment, fleeing from his/her residence, restricted or lost his/her civil act capacity, has difficulties in cognition or behavior control, or is banned by the Court from holding certain posts, practicing certain professions or doing certain jobs, the remaining members elect one person among the BOD members by majority rule until there is a new decision made by the BOD.

Article 30. Meetings of the Board of Directors

1. The Chairman of the BOD, Vice chairman are elected in the first meeting of the BOD within seven (07) business days from the date of completion of the election of that BOD. This meeting is convened and presided by the member with the greatest number of votes or the highest vote rate. In the event where more than one (01) member has the same greatest number of votes or the highest vote rates, the members shall elect one of them to convene the meeting of the BOD by the majority rule.

2. The BOD shall hold the meetings at least once (01) a quarter and may hold extraordinary meetings.

3. The Chairman of the BOD convenes the BOD in the following circumstances:

a) At the request of SB or independent members of the BOD;

- b) At the request of Director (General Director) or at least 05 other managers;
- c) At the request of at least 02 members of the BOD;
- d) Other cases stipulated in the Company's AOA.

4. The requests specified in clause 3 of this Article must be made in written form, in which purposes of the meeting, discussion topics and decisions under the BOD's authority are clearly stated.

5. The Chairman of the BOD must convene the meeting of the BOD within 07 business days from the date of the receipt of requests stipulated in Clause 3 of this Article. In the case where the BOD fails to convene the meeting at the request, the Chairman of the BOD must take full responsibility for damages caused to the Company; the person making request has the right to convene the BOD meeting in place of the Chairman of the BOD.

6. The Chairman of the BOD or the convener of the BOD meeting must send the meeting notice no later than 03 business days before the meeting [unless otherwise prescribed on the Company's AOA]. The meeting invitation must clearly state the time and venue of the meeting, agenda, issues to be discussed and decisions. The meeting invitation must be enclosed with the meeting documents and ballots of the members.

The invitations to attend the meeting will be sent via post, fax, electronic mail or other means stipulated in the Company's AOA, but must be ensured to reach the contact address of each member of the BOD as registered at the Company.

7. The Chairman of the BOD or the convener send notices of meeting invitations and enclosed documents to the SB members in the similar manner and ways to the BOD members.

The SB members have the rights to attend the BOD meeting, to speak but not to vote.

8. The BOD meetings shall be conducted only when there are at least three quarters (3/4) of the total number of members attending the meeting. In case there are not enough members who attend the meeting convened as prescribed in this article, the meeting is convened for the second time within seven (07) business days from the expected date of the first meeting, [except the case where the Company prescribes a shorter term]. In this circumstance, the meeting shall be conducted when more than half (1/2) of the BOD members attend the meeting.

9. The BOD members are recognized as attended and voted at the meeting in the following circumstances:

- a) Attending and voting at the meeting;
- b) Authorizing other persons to attend and vote according to the provisions of Clause 11 of this Article;
- c) Attending and voting via virtual conference meeting or other similar forms;
- d) Sending votes to the meeting by post, fax or electronic mail;
- dd) Sending votes via other means [as prescribed in the Company's AOA].

10. In case of sending votes to the meeting by post, the votes must be enclosed with a sealed envelope and must be sent to the Chairman of the BOD no later than one (01) hour before the opening of the meeting. The votes can only be opened in the presence of all participants of the meeting.

11. The members must fully attend all BOD meetings. The members can authorize other persons to attend and vote as approved by the majority of the BOD members.

12. [Except the case where the Company AOA states a higher proportion], the resolutions and decisions of the BOD are passed if the majority of members attending the meeting approve; in the case the number of vote proportion is equal the final decision is made based on the opinion of the vote of the BOD Chairman.

Article 31. Committees under the Board of Directors

1. The BOD may establish committees to be in charge of development policy, personnel, compensation, internal audit and risk management. The number of members of the committees are decided by the BOD, but should be at least three (03) persons consisting of the BOD members and external members. [Independent members of the BOD/non-executive members of the BOD should account for a majority in each committee and one of these members will be appointed as the Head of the committee at the discretion of the BOD]. Activities of the committees must comply with the regulations of the BOD. The resolution of the committees shall only take effect when the majority of members attend and vote for approval at the meeting of the committees.

2. Enforcement of decisions of the BOD, or of committees under the BOD must comply with the applicable law, the Company's AOA, and the Internal Policy of Corporate Governance.

Article 32. Executives of the Company

1. The BOD must appoint at least one (01) person in charge of company administration for corporate governance support. The persons in charge of company administration can concurrently hold the position of company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The persons in charge of company administration must not concurrently work for the accredited auditing firm which is auditing the Company's financial statements.

3. The persons in charge of company administration have the following rights and obligations:

- a) To consult the BOD on the organization of the GMS in accordance with regulations and related tasks between the Company and shareholders;
- b) To prepare the meetings of BOD, SB and GMS at the request of the BOD or SB;
- c) To advise on proceedings of meetings;
- d) To attend the meetings;
- d) To advise the procedures of making resolutions of the BOD in accordance with the provisions of the law;
- e) To disclose financial information, copies of the meeting minutes of the BOD and other information to members of the SB;
- g) To monitor and report to the BOD on the company's information disclosure;
- h) To act as a liaison to parties having relevant interests;
- i) To keep information confidentiality in accordance with the law and the Company AOA;
- k) Other rights and obligations are prescribed by law and [the Company's AOA].

VIII. DIRECTOR (GENERAL DIRECTOR) AND OTHER MANAGERIAL POSITIONS

Article 33. Organization of the management apparatus

The Company's management system shall ensure that the management apparatus is accountable to the BOD and is under the leadership of the BOD during the daily operation of the Company. There is Director (General Director), and Deputy Directors (Deputy General Directors), Chief Accountant and other managerial positions appointed by the BOD. The appointment, dissolution, and removal of the titles mentioned above must be approved by resolutions or decisions of the BOD.

Article 34. Company's executives

1. The company's executives include the Director (General Director), Deputy Directors (Deputy General Directors) and Chief Accountant.
2. At the request of the Director (General Director) and with the approval of BOD, the Company may recruit necessary executives with the quantity and qualifications consistent with the structure and management practice of the company prescribed by the BOD. Company's executives shall have the responsibilities to support the Company to achieve its operational and organizational objectives.
3. The Director (General Director) shall be entitled to salary and bonuses. The salary and bonuses for the Director (General Director) shall be decided by the BOD.
4. Salary of executives shall be accounted to the Company's expenses as prescribed by law on corporate income tax and presented as a separate item in the Company's annual financial statements which shall be reported to the Annual GMS.

Article 35. Appointment, dismissal, rights, and obligations of the Director (General Director)

1. The BOD shall appoint 1 BOD member or hire another person to act as the Director (General Director).
2. The Director (General Director) shall manage the daily operation of the Company, be under supervision of the BOD, and be accountable to the BOD and before the law for the execution his/her delegated authority and assignments.
3. The tenure of Director (General Director) shall not be longer than 5 years and the Director (General Director) may be re-appointed for an unlimited number of terms. The Director (General Director) shall meet standards and conditions as prescribed by law and the company's AOA.
4. The Director (General Director) shall assume the following authority and obligations:
 - a) To decide on all issues related to the daily operation of the Company that is not under the authority of the BOD;
 - b) To implement BOD's resolutions and decisions;
 - c) To execute the Company's business plans and investment plans;
 - d) To recommend options of the Company's organizational structure and internal policy of corporate governance;
 - đ) To carry out borrowing and implementation of the Company's mortgages, , collateral, guarantees, and compensations upon the authorization of BOD Chairman (after consulting with BOD) for each specific business.

- e) To appoint, dismiss, and remove managerial positions within the Company except for those under the BOD authority;
- f) To decide the salaries and other benefits for the Company's employees including those appointed by the Director (General Director);
- g) To recruit employees;
- h) To propose divided distribution or business loss management plans;
- k) To consult with the BOD to decide number of Company's employees, levels of salary, subsidiary, benefits, appointment, dismissal, and other causes related to their labor contracts;
- l) To propose measures of strengthening the Company's management and performance.
- m) Other lawful rights and obligations [based on AOA and resolutions, decisions by the BOD]

5. The BOD may dismiss the Director (General Director) if the majority of BOD members who have the voting right and attend the meeting approve, and appoint a new Director (General Director).

IX. SUPERVISORY BOARD OR AUDITING COMMITTEE UNDER BOARD OF DIRECTORS

In case the Company is operating following the model prescribed in paragraph a, Clause 1, Article 137 of Law on Enterprises, the Company shall establish a Supervisory Board as prescribed in Law on Enterprises, Decree No.155/2020/ND-CP dated December 31, 2020 by the Government detailing the execution of some articles in Law on Securities and as per Articles from 36 to 41 herein.

Article 36. Self-nomination and nomination of SB members (supervisors)

1. Self-nomination and nomination of SB members are conducted as follows: Shareholders or groups of shareholders holding at least [10%] of the total number of ordinary shares or [a smaller percentage as prescribed in the Company's AOA] have the right to nominate the candidates to SB as prescribed by laws and the Company's AOA.
2. Where the number of the SB candidates through nomination and self-nomination does not meet the necessary number, the incumbent SB may nominate additional candidates or organize nominations according to the mechanism prescribed in the Company's AOA, internal policy of corporate governance, and SB's Operation Policy. That the incumbent SB nominates candidates shall be clearly communicated before the General Meeting of Shareholders votes for SB members as prescribed by the law.

Article 37. Components of the Supervisory Board

1. The SB shall comprise 03 members whose tenure shall not be longer than 05 years. The members are subject to re-election for an unlimited number of terms.
2. SB members shall meet criteria and conditions as prescribed in Article 169 of Law on Enterprises and shall not be:
 - a) Working in the finance – accounting department of the Company;
 - b) Being a member or employee of an independent auditing firm who is auditing the Company's financial statements within the past 3 years.
3. Members of SB shall be dismissed in the following circumstances:
 - a) Failing to meet the criteria and conditions to be members of SB as prescribed in paragraph 2 of this Article;

- b) Submitting the resignation letter which is accepted;
 - c) Other circumstances as per provisions of this AOA.
4. Members of SB shall be removed in the following circumstances:
- a) Failing to fully perform assigned tasks;
 - b) Failing to perform delegated authority and assignment for 6 consecutive months, except for force majeure events;
 - c) Repeatedly or seriously violating the obligations of SB as prescribed in Law on Enterprises and the Company's AOA;
 - d) Other circumstances as per GMS's resolutions.

Article 38. Head of SB

1. Head of SB shall be elected from SB members by the SB members. The election, dismissal, and removal shall follow the majority rule. More than half of SB members must permanently reside in Vietnam. Head of SB must be a holder of a bachelor's degree or higher in finance, economics, accounting, auditing, laws, business administration or other fields relevant to the company's business activities [unless otherwise specified with higher requirements in the Company's AOA].

2. Rights and obligations of the Head of SB

- a) To convene the meeting of SB;
- b) To request the BOD, Director (General Director) and other managerial positions to provide relevant information to report to the SB;
- c) To prepare and sign off the SB's reports after consulting with BOD before submission to the GMS.

Article 39. Rights and obligations of SB

The SB has rights and obligations as prescribed in Article 170 of Law on Enterprises and other rights and obligations:

- 1. To make proposals and recommendations to the GMS for approving the list of accredited auditing firms to audit the Company's financial statements; to decide the accredited auditing firms to audit the Company's performance; to dismiss the accredited auditors where necessary.
- 2. To be accountable to shareholders for their supervising performance.
- 3. To oversee the Company's financial performance and lawful compliance of activities carried out by BOD members, the Director (General Director), and other managerial positions.
- 4. To coordinate with BOD members, the Director (General Director), and shareholders.
- 5. In case violations of laws and the Company's AOA by BOD members, the Director (General Director), and other managerial officers are detected, the SB shall inform in writing to the BOD members within 48 hours and request the violators to stop the violations and take corrective actions.
- 6. To prepare the Operation Policy of SB and submit it to the GMS for approval.
- 7. To report in the GMS as per provisions in Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 by the Government detailing the execution of some articles in Law on Securities.

8. To have the right to access Company's documents filed in the head office, its branches, and other locations; the right to travel to working places of the Company's managers and officers within working hours.
9. To have the right to request the BOD, BOD members, the Director (General Director) and other managerial positions to promptly and sufficiently provide information and documents on the management, execution and business activities of the Company.
10. Other rights and obligations as prescribed by the law.

Article 40. SB meetings

1. The SB shall meet at least twice (02) a year with the attendance of at least 2/3 of the total number of SB members. The SB meeting minutes shall be clearly prepared in details. The person in charge of preparing the meeting minutes and attending SB members shall sign the meeting minutes. SB meeting minutes shall be securely filed to establish the responsibility of each SB members.
2. The SB has the right to request BOD members, the Director (General Director), and the accredited auditing firm's representative to attend and respond to the issues that need clarifications.

Article 41. Salary, remuneration, bonuses and other benefits of SB members

Salary, remuneration, bonuses, and other benefits of SB members shall be as follows:

1. SB members are entitled to receive salary, remuneration, bonuses, and other benefits as per resolutions of the GMS. The GMS shall decide the total annual amount of salary, remuneration, bonuses, other benefits and operating budget applicable to the SB.
2. SB members shall be reimbursed for reasonable expenses of meals, accommodations, travels, and independent consulting services. The total amount of remuneration and such expenses shall not exceed the SB's annual operating budget approved by the GMS unless otherwise specified by GMS.
3. SB's salary and operating expenses shall be accounted to the Company's business expenses as prescribed by the law on corporate income tax and other relevant lawful provisions. Such expenditures shall be accounted as separate items in the Company's annual financial statements.

[If the Company follows the model prescribed in paragraph b, Clause 1, Article 137 in Law on Enterprises, it shall establish an Auditing Committee as per Law on Enterprises, Decree No. 155/2020/ND-CP dated December 31, 2020 by the Government detailing the execution of some articles in Law on Securities and other provisions from Article 42 to Article 46 herein.]

X. RESPONSIBILITIES OF BOD MEMBERS, SB MEMBERS, DIRECTOR (GENERAL DIRECTOR), AND OTHER EXECUTIVES

The BOD members, SB members, the Director (General Director) and other managerial positions shall be responsible for performing their duties including duties as members of BOD committees in an honest and prudent way for the benefits of the Company.

Article 42. Responsibility of being honest and avoiding conflicts of interest.

1. The BOD members, SB members, the Director (General Director) and other managerial positions shall disclose the relevant benefits as prescribed by the Law on Enterprises and other lawful documents.

2. The BOD members, SB members, the Director (General Director), other managerial positions, and other people related to those members shall use the information obtained in their positions for the benefits of the Company only.
3. The BOD members, SB members, the Director (General Director) and other managerial positions shall be responsible for making written reports to the BOD and SB on transactions between the Company, its subsidiaries, and other companies that the public company holds over 50% of charter capital and themselves or their related persons as prescribed by law. For those aforementioned transactions, if approved by the GMS or BOD, the Company shall disclose the information about those resolutions as prescribed by the Law on Securities governing information disclosure.
4. The BOD members shall not vote for transactions which bring benefits to themselves or their related people as prescribed by Law on Enterprises and the Company's AOA.
5. The BOD members, SB members, the Director (General Director), other managerial positions, and their related people shall not use or disclose internal information to other people to perform relevant transactions.
6. Transactions between the Company and one or multiple BOD members, SB members, the Director (General Director), other managerial positions and their related individuals and entities shall not be invalid in the following circumstances:
 - a) For transactions with value smaller than 35% of the total asset value stated in the most recent financial statement, important terms of the contracts or transactions as well as relationships and benefits of BOD members, SB members, the Director (General Director), and other managerial officers have been reported to the BOD and approved by the majority of BOD members without relevant benefits.
 - b) For transactions with value equal to or greater than 35%, or leading to value of future transactions within 12 months from the date of the initial transaction equal or greater than 35% of the total asset value stated in the most recent financial statements, important terms of the contracts or transactions as well as relationships and benefits of BOD members, SB members, the Director (General Director), and other managerial officers have been reported to the shareholders and approved by the GMS through the vote of shareholders without relevant benefits.

Article 43. Responsibility for damages and compensation

1. The BOD members, SB members, the Director (General Director) and other executives who violate their obligations of being honest and prudent and fail to perform their obligations shall be liable for damages caused by their violations.
2. The Company shall pay compensations for those who have, are, or may become a party to complaints, actions, or lawsuits (including civil, administrative cases which are not filed by the Company as a litigator) if they were or are members of the BOD, members of the SB, the Director (General Director) and other executives, employees or representative authorized by the Company who were or are performing their duties as authorized by the Company, acting for the benefit of the Company in compliance with applicable laws and there is no evidence that they have violated their responsibilities.
3. Compensation expenses including that of judgment, fines, and payables arise in practice (including payment for attorneys) when dealing with these cases to the extent permitted by law. The Company may purchase insurance for such people to avoid the compensation liability as mentioned above.

XI. RIGHTS TO INVESTIGATE RECORDS AND COMPANY'S DOCUMENTS

Article 44. Rights to investigate records and documents

1. The ordinary shareholders have the rights to investigate records and documents, specifically:
 - a) The ordinary shareholders have the rights to review, look up, and extract information about names and mailing address in the list of shareholders with voting rights; to request to revise incorrect information about themselves; to review, look up, extract, and make a copy of the Company's AOA, GMS's minutes and resolutions;
 - b) The shareholder or group of shareholders holding from 5% of the total ordinary shares have the rights to review, look up and extract the record of meeting minutes, resolutions, and decisions of the BOD, semi-annual and annual financial statements, SB reports, contracts and transactions that require approval by the BOD and other documents, except for those related to business secrets and commercial secrets of the Company.
2. Representatives authorized by shareholders or group of shareholders who request to review the company's records and documents shall present the power of attorney from shareholders and groups of shareholders that they represent or its notarized copy.
3. The BOD members, SB members, the Director (General Director) and other managerial positions have the rights to view the shareholder registration book, list of shareholders, and other records and documents of the Company for the purposes related to their titles provided that such information shall be kept confidential.
4. The Company shall keep this AOA and its amendments, Business Registration Certificate, policies, documents proving assets ownership, resolutions by GMS and BOD, GMS and BOD meeting minutes, BOD reports, SB reports, annual financial statements, accounting books, and other documents as prescribed by laws in the registered office or another location provided that the shareholders and the Business Registration Agency are informed of the place where such documents are kept.
5. The Company's Articles of Association shall be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

1. The General Director shall prepare a plan covering matters of recruitment, severance for employees, salary, social insurance, welfare, commendation and discipline applicable to the employees and managerial officers and submit it to the BOD for approval.
2. The General Director shall prepare a plan covering matters of the Company's relationships with the trade union following to the best standards, practice and management policies as well as practices and policies prescribed in this AOA, the Company's policies, and prevailing lawful documents and then submit it to the BOD for approval.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The GMS shall decide to pay dividends and forms of annual dividend payment from the Company's retained earnings.
2. The Company shall not pay the interest on dividend or amounts related to a certain class of shares.
3. The BOD may request the GMS to pay all or a part of dividend with shares and the BOD has the authority to execute this decision.

4. Where the dividends or other amounts related to a class of share are paid in cash, the Company shall pay in Vietnamese dong. The payment can be made directly or through banks based on detailed bank account information provided by the shareholders. In case the Company has transferred according to information provided by the shareholders but such shareholder does not receive money, the Company shall not be responsible for the amount transferred by the Company to the beneficiary shareholders. The payment of dividends on stocks listed at the Stock Exchange may be conducted through a securities company or Vietnam Securities Depository.

5. Based on Law on Enterprises and Law on Securities, the BOD shall approve the resolution and decision defining a specific date to close the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends in cash or shares, and other information and documents.

6. Other matters related to profit distribution as prescribed by the law.

XIV. BANK ACCOUNT, FISCAL YEAR, AND ACCOUNTING STANDARD

Article 47. Bank account

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

2. With the prior approval of the competent authority, in case of necessity, the Company may open a bank account in foreign countries in accordance with the provisions of the law.

3. The Company conducts well all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 48. Fiscal year

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

Article 49. Accounting standard

1. The accounting standard applied by the Company is Vietnamese Accounting Standards (VAS) or other accounting standards approved by the Ministry of Finance.

2. The Company makes accounting books in Vietnamese. The Company maintains accounting records according to the type of business activities that they Company participates in. These records shall be accurate, updated, systematic, and sufficient to prove an explain the Company's transactions.

3. The Company uses Vietnamese dong (or freely convertible foreign currencies in case it is approved by the appropriate state agencies) as the accounting currency.

XIV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY OF INFORMATION DISCLOSURE

Article 50. Quarterly, semi-annual, and annual financial statements

1. The Company shall prepare the annual financial statements and the same shall be audited as prescribed by the law. The Company shall disclose audited financial statement as prescribed by the law on information disclosure on the stock market and submitted to the State's competent authorities.

2. Annual financial statements shall cover full statements, appendices, and notes as prescribed by the law on corporate accounting. The annual financial statements shall honestly and objectively reflect the Company's operations.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements as prescribed by the law on the stock market and submitted to the State's competent authorities.

Article 51. Annual reports

The Company shall prepare and disclose Annual Reports as prescribed by the law on securities and stock market.

XVI. COMPANY AUDITING

Article 52. Audit

1. The GMS shall appoint an independent auditing firm or pick one from the list of independent auditing firms and authorize the BOD to decide the selection among those to audit the Company's financial statement for the coming fiscal year based on the terms and conditions agreed with the BOD.

2. The auditing reports shall be attached to the Company's annual financial statements.

3. Independent auditors who audit the Company's annual financial statements may attend the GSM meetings and are entitled to speak in the GSM on matters related to auditing the Company's financial statements.

XVII. COMPANY'S SEAL

Article 53. Company's Seal

1. The seal includes the one is created in the seal making entity or digital one as prescribed by the law on digital transactions.

2. The BOD shall decide type, quantity, appearance, and details for the seals of the Company, its branches, and representative offices.

3. The BOD and Director (General Director) shall use and manage the seal as prescribed by the law.

XVIII. DISSOLUTION

Article 54. Dissolution

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

a) Upon the end of operation term specified in the Company's Articles of Association and no extension decision is issued;

b) As per GMS's resolutions and decisions;

c) Upon the revocation of Business Registration Certificate unless otherwise specified by the Law on Tax Management;

d) Other circumstances as prescribed by the law.

2. The dissolution of the Company ahead of time (including time of extension) decided by the GMS and performed by the BOD. The dissolution decision shall be informed or approved by the competent authorities (if compulsory) as prescribed by the law.

Article 55. Operation period extension

1. The BOD shall convene the GMS at least 7 months before the expiry of the operating term so that those shareholders can vote on the extension of the Company's operation at the request of the BOD.
2. The operation term is extended when it is approved by the shareholders holding at least 65% or more of total votes of the voting shareholders present in the GMS.

Article 56. Liquidation

1. At least 06 months before the expiry of the Company's operation period or after a decision of dissolving the Company, the BOD shall establish a Liquidation Committee comprising 03 members of whom 02 are appointed by the GMS and the other is appointed by the BOD from an independent auditing firm. The Liquidation Committee shall prepare its own mandate. Members of the Liquidation Committee may be selected from employees within the Company or independent experts. All expenses related to the liquidation are prioritized to be paid by the Company before other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Agency on the date of establishment and the commencement date of operation. From that time, the Liquidation Committee shall act on behalf of the Company in all activities related to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from the liquidation are paid in the following order:
 - a) Liquidation expenses,
 - b) Payable accounts for salary, severance allowance, social insurance, and other benefits of employees upon collective labor agreements and executed labor contracts;
 - c) Payable accounts for taxes;
 - d) Other debts of the Company;
 - đ) The remaining balance after payment of all debts from (a) to (d) above will be distributed to the shareholders. The preferred shares are paid first.

XIV. INTERNAL DISPUTE SETTLEMENT

Article 57. Internal dispute settlement

1. In case of any dispute or complaint related to the Company's operations or to the rights and obligations of shareholders in accordance with the Law on Enterprises, Company's AOA, other lawful provisions or agreement between:

- a) Shareholders with the Company;
- b) Shareholders with the BOD, SB, the Director (General Director), or other executives;

Involved parties shall try to resolve the dispute through negotiation and mediation. Unless the dispute involves the BOD or Chairman of BOD, the Chairman of BOD shall preside over the dispute settlement and requires each party to present practical elements related to the dispute within 30 business days from the date on which the dispute arises. If a dispute related to the BOD or Chairman of BOD, any party may request the Chairman of BOD to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. In case of failure to achieve conciliation decision within 06 weeks from the start of the conciliation process or if the decision of conciliation or mediation is not accepted by the parties, either party may bring the case to the court or arbitrator.

3. The parties bear their own costs related to the procedure of negotiation and mediation. Payment of court fee shall be made in accordance with a court ruling.

XX. SUPPLEMENT AND AMENDMENT OF ARTICLES OF ASSOCIATION

Article 58. Articles of association

1. The amendment and supplement of this Articles of Association shall be reviewed and decided by the GMS.
2. In case of any provisions of law relating to the Company's activities are not mentioned in this Articles of Association (AOA) or in case there are new provisions of law which are different from the content of this AOA, the provisions of such law shall prevail and govern the Company's activities.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This AOA comprises 21 items and 59 articles which were unanimously approved by the General Meeting of Shareholders of Binh Duong Water - Environment Corporation, JSC. on March 31, 2023 at the 2023 Annual General Meeting of Shareholders and jointly approved the full text of this Charter. The Charter is updated in accordance with Resolution No. 34/NQ-HDQT dated May 23, 2024 of the Board of Directors
2. The Articles of Association is made in 10 copies of equal validity and shall be kept in the registered office of the Company.
3. This is the only and official AOA of the Company.
4. Copies or extracts of this AOA are valid upon being signed by the Chairman of the BOD or at least one half (1/2) of total number of BOD members (with the company's seal).



Legal representative

Nguyen Van Thien

Full name and signature of the legal representative or the founding shareholders or the authorized representative of the Company's founding shareholders./.