

No.: 51/TB-HĐQT

Thai Nguyen, May 05th, 2026

**DISCLOSURE OF INFORMATION ON THE ELECTRONIC PORTAL
OF THE STATE SECURITIES COMMISSION OF VIETNAM**

To:

- State Securities Commission
- Hanoi Stock Exchange

I. INFORMATION ABOUT THE DISCLOSING ENTITY:

Company name: **VVMI La Hien Cement Joint Stock Company**

Stock code: CLH

Head office: Cay Bong Hamlet, La Hien Commune, Thai Nguyen Province,
Vietnam

Tel: 0208 3829154 Fax: 0208 3829056

Website: ximanglahien.com.vn

Type of information disclosure: ☐ Periodic ☒ Extraordinary
☐ Upon request ☐ Other

II. CONTENT OF INFORMATION DISCLOSURE:

Charter on the Organization and Operation of VVMI La Hien Cement Joint
Stock Company

(Detailed Charter attached)

We hereby certify that the disclosed information is accurate, and we assume
full legal responsibility for the content of the disclosed information.

Sincerely!

Recipients:

- As mentioned above;
- Posted on the Company's Website;
- Archived at: BOD; Secretariat. ✓

**PERSON IN CHARGE OF
INFORMATION DISCLOSURE
DIRECTOR**



Tran Quang Khai

No.: 35/QD-HDQT

Thai Nguyen, May 05th, 2026

DECISION

**Regarding the promulgation of the Charter on Organization and Operation of
VVMI La Hien Cement Joint Stock Company**

**THE BOARD OF DIRECTORS
VVMI LA HIEN CEMENT JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Decision No. 36/2025/QĐ-TTg dated September 29, 2025, of the Prime Minister on the promulgation of the Vietnam Standard Industrial Classification;

Pursuant to Resolution No.30/NQ-DHDCD dated April 24, 2026, of the 2026 Annual General Meeting of Shareholders - VVMI La Hien Cement Joint Stock Company.

DECISION:

Article 1: To promulgate together with this Decision the Charter on Organization and Operation of VVMI La Hien Cement Joint Stock Company.

Article 2: This Decision takes effect from the date of signing and shall supersede Decision No. 16/QĐ-HDQT dated April 26, 2021, of the Company's Board of Directors.

Article 3: Shareholders, Board of Directors members, the Director, the Management Apparatus, and relevant units within the Company responsible for implementing this Decision./.

Recipients:

- Board of Directors members;
- Supervisory Board;
- Director;
- Posted on: Company's website;
- Archived at: Office.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Le Danh Thang

VVMI LA HIEN CEMENT JOINT STOCK COMPANY

Tel: 02083 829156; Fax: 02083 829 056

Website: [Http://www.ximanglahien.com.vn](http://www.ximanglahien.com.vn)

Address: Cay Bong Hamlet, La Hien Commune, Thai Nguyen Province, Vietnam



CHARTER ORGANIZATION AND OPERATION

Thai Nguyen, May, 2026

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SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CHARTER ON ORGANIZATION AND OPERATION
VVMI LA HIEN CEMENT JOINT STOCK COMPANY

PREAMBLE

1. VVMI La Hien Cement Joint Stock Company (*hereinafter referred to as the "Company"*) was established under the Law on Enterprises and pursuant to Decision No. 2228/QĐ-HĐQT dated September 19, 2007, of Vietnam National Coal And Mineral Industries Holding Corporation Limited approving the plan to convert VVMI La Hien Cement Plant into VVMI La Hien Cement Joint Stock Company.

2. This Charter on Organization and Operation of the Company is established on the following basis:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the guiding documents on the Law on Enterprises;

- This Charter is developed based on the model charter provided in Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding corporate governance applicable to public companies.

3. This Charter was amended and passed by the Annual General Meeting of Shareholders on April 24, 2026.

4. This Charter serves as the legal basis for all activities of the Company. The Company's regulations, Resolutions of the General Meeting of Shareholders, and the Board of Directors, when duly passed in accordance with current laws and this Charter, shall constitute binding rules and regulations for the conduct of the Company's business activities.

Chapter I
GENERAL PROVISIONS

Article 1. Interpretation of terms

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

a) *Charter Capital* means the total par value of shares sold or registered for purchase upon the establishment of the joint-stock company and as prescribed in Article 6 of this Charter;

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

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

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

đ) *Vietnam* means the Socialist Republic of Vietnam;

e) *Date of Establishment* means the date on which the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate or other documents of equivalent value);

g) *Executive Officers* mean the Director, Deputy Directors, Chief Accountant, and other executives as prescribed by the Company's Charter;

h) *Corporate Managers* mean the managers of the company, including the Chairperson of the Board of Directors, members of the Board of Directors, the Director, and other individuals holding management positions as prescribed in the Company's Charter;

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

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

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

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

n) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries;

o) *The Board* means the Board of Directors of the Company, abbreviated as "BOD".

2. In this Charter, any reference to any provision or document shall include any amendments or replacement documents thereof. In the event that legal documents governing the contents related to this Charter are amended, supplemented, or replaced, the relevant contents in this Charter shall be

implemented in accordance with the amended, supplemented, or replaced contents of such legal documents. The next General Meeting of Shareholders thereafter must amend the Charter accordingly.

3. The headings of *Chapters, Sections, and Articles of this Charter* are used for convenience of understanding and shall not affect the content of this Charter.

4. Words or terms defined in the Law on Enterprises (*if not inconsistent with the subject or context*) shall have the same meanings in this Charter.

Article 2. Name, form, headquarters, branches, representative offices, business locations, and operating term of the Company

1. Company Name:

a) Company name in Vietnamese: **CÔNG TY CỔ PHẦN XI MĂNG LA HIÊN VVMi**

b) Company name in English: **VVMi LA HIEN CEMENT JOINT STOCK COMPANY**

c) Transaction name: **VVMi La Hien Cement Joint Stock Company**

d) Abbreviated name: **LHC**

đ) Stock code: **CLH**

e) The Company has its own logo as follows:



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

3. Registered Office of the Company:

- Headquarters address: Cay Bong Hamlet, La Hien Commune, Thai Nguyen Province, Vietnam.

- Telephone: (0208) 3 829 154 FAX : (0208) 3 829 056

- Email: cpximanglahien@gmail.com

- Website: www.ximanglahien.com.vn

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

5. Unless the operation is terminated prior to the term stipulated in this Charter, the operating term of the Company shall be indefinite from the date of establishment.

Article 3. Legal representative(s) of the Company

The Company has 01 (one) Legal Representative, who is the Director of the Company. The legal representative has the powers and obligations as prescribed by current laws and the internal management regulations of the Company.

Article 4. Operational objectives of the Company

1. Business lines of the Company:

| No. | Business Line | Code |
|------------|---|----------------|
| 1 | Manufacture of cement, lime and plaster | 2394 (Main) |
| 2 | Mining and agglomeration of hard coal | 0510 |
| 3 | Mining and agglomeration of lignite | 0520 |
| 4 | Mining of iron ores | 0710 |
| 5 | Mining of uranium and thorium ores | 0721 |
| 6 | Mining of other non-ferrous metal ores | 0729 |
| 7 | Mining of rare and precious metal ores | 0730 |
| 8 | Quarrying of stone, sand, gravel and clay | 0810 |
| 9 | Casting of iron and steel | 2431 |
| 10 | Casting of non-ferrous metals | 2432 |
| 11 | Manufacture of metal structures | 2511 |
| 12 | Manufacture of other fabricated metal products not elsewhere classified | 2599 |
| 13 | Construction of residential buildings | 4101 |
| 14 | Construction of non-residential buildings | 4102 |
| 15 | Construction of railways | 4211 |
| 16 | Construction of roads | 4212 |
| 17 | Construction of other civil engineering projects | 4299 |

| No. | Business Line | Code |
|-----|--|------|
| 18 | Demolition | 4311 |
| 19 | Site preparation | 4312 |
| 20 | Electrical installation | 4321 |
| 21 | Plumbing, heat and air-conditioning installation | 4322 |
| 22 | Building completion and finishing | 4330 |
| 23 | Wholesale of other machinery, equipment and parts | 4659 |
| 24 | Wholesale of construction materials, other installed equipment | 4673 |
| 25 | Other passenger land transport | 4932 |
| 26 | Freight transport by road | 4933 |
| 27 | Restaurants and mobile food service activities | 5610 |
| 28 | Real estate activities with own or leased land use rights | 6810 |
| 29 | Hospital activities, medical stations | 8610 |

2. Objectives of the Company:

The objectives of the Company are to maximize reasonable profits for the Company, increase dividends for shareholders, contribute to the State budget, ensure benefits for employees, and constantly develop the Company to be increasingly strong.

Article 5. Scope of business and operations of the Company

1. The Company is permitted to conduct business activities in the sectors prescribed in this Charter that have been registered, notified for changes in registration contents with the business registration authority, and published on the National Business Registration Portal.

2. The Company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

Chapter II

CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

1. The Charter Capital of the Company is **120,000,000,000 VND** (In words: One hundred and twenty billion Vietnamese Dong).

The Charter Capital of the Company is divided into **12,000,000 shares** with a par value of 10,000 VND/share.

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

3. The shares of the Company on the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares must be offered with priority to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders; the number of shares that shareholders do not register to purchase in full shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

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

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

Article 7. Share certificates

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and types of shares owned.

2. A share certificate is a type of security confirming the legal rights and interests of the owner over a portion of the share capital of the issuer. Share certificates must contain all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company, or within 60 days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another time limit according to the terms of issuance), the share owner shall be issued a share certificate. The share owner is not required to pay the Company for the cost of printing share certificates.

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

- a) Information about the share certificate that was lost, damaged, or otherwise destroyed;
- b) A commitment to be responsible for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise prescribed by this Charter and the law. Shares listed or registered for trading on the Stock Exchange are transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for are not transferable and shall not entitle the holder to related interests such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other interests as prescribed by law.

Article 10. Forfeiture of shares

1. In case a shareholder fails to make full and timely payment of the amount due for the purchase of shares, the Board of Directors shall provide notice and has the right to require such shareholder to pay the remaining amount and be held liable, corresponding to the total par value of the registered shares, for the financial obligations of the Company arising from the failure to make full payment.

2. The payment notice must clearly state the new payment deadline (*at least seven (07) days from the date of sending the notice*), the place of payment, and must explicitly state that in the event of failure to pay as requested, the unpaid shares shall be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid for in case the requirements in the notice are not fulfilled.

4. Forfeited shares are considered shares authorized for offer as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution thereof under conditions and manners that the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares must relinquish their status as shareholders regarding those shares, but still remain liable, corresponding to the total par value of the registered shares, for the financial obligations of the

Company arising at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment for the total value of the shares at the time of forfeiture.

6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains effective even in the event of error or negligence in sending the notice.

Chapter III

ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organizational, governance, and control structure

The organizational, management, governance, and control structure of the Company includes:

1. The General Meeting of Shareholders is the highest decision-making body of the Company;

2. The Board of Directors, elected by the General Meeting of Shareholders, is the body managing the Company, having full authority in the name of the Company to decide on and exercise the rights and obligations of the Company which do not fall under the authority of the General Meeting of Shareholders;

3. The Inspection Committee, elected by the General Meeting of Shareholders to oversee the Board of Directors and the Director in the management and operation of the Company; and is responsible to the General Meeting of Shareholders for the exercise of the powers and obligations of the Inspection Committee.

4. The Director is the person managing the day-to-day business operations of the Company; under the supervision of the Board of Directors and responsible to the Board of Directors and before the law for the exercise of assigned rights and duties.

Section 1:

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or in other forms prescribed by the Company's Charter and the law. Each ordinary share has one vote;

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

c) To have priority in purchasing new shares in proportion to the ownership ratio of ordinary shares of each shareholder in the Company;

d) To freely transfer their shares to others, except as prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;

đ) To review, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information (requests must be sent in writing);

e) To review, look up, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their share ownership ratio in the Company;

h) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class provides the owning shareholder with equal rights, obligations, and interests. In case the Company has classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

l) To have their legal rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

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

2. A shareholder or a group of shareholders owning 05% (five percent) or more of the total ordinary shares shall have the following rights:

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

b) To review, look up, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Inspection Committee, contracts, and transactions subject to approval by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

c) To request the Inspection Committee to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be made in writing and include the following contents: Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, headquarters address for organizational shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the entire group of shareholders and the ownership percentage in the total shares of the Company; the issues to be inspected, and the purpose of the inspection;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each class of shares of the shareholder, and the issues proposed to be included in the meeting agenda;

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

3. A shareholder or a group of shareholders owning 10% (ten percent) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Inspection Committee as follows:

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

b) Based on the number of members of the Board of Directors and the Inspection Committee, the shareholder or group of shareholders prescribed in this Clause shall be entitled to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Inspection Committee. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Inspection Committee, and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.



2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or others. In the event that a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and related persons in the Company must be jointly and severally liable for the debts and other property obligations of the Company within the limit of the value of the shares withdrawn and any arising damages.

3. To comply with the Company's Charter and the Internal Management Regulations of the Company.

4. To comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential the information provided by the Company in accordance with the Company's Charter and the law; to only use the provided information to exercise and protect their legal rights and interests; strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals.

6. To attend meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:

a) Attending and voting directly at the meeting;

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

c) Attending and voting through online conferences, electronic voting, or other electronic forms;

d) Sending voting ballots to the meeting via mail, fax, or email;

e) Sending voting ballots by other means as prescribed in the Company's Charter.

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

a) Violating the law;

b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c) Paying undue debts before financial risks to the Company.

8. To fulfill other obligations in accordance with current laws.

Article 14. The General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year and

within four (04) months from the end of the fiscal year. The Board of Directors shall decide on the extension of the Annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders decides on issues prescribed by law and the Company's Charter, especially approving the audited annual financial statements. In case the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the aforementioned approved audit organization is responsible for attending the Company's Annual General Meeting of Shareholders.

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

a) The Board of Directors deems it necessary for the interests of the Company;

b) The number of remaining members of the Board of Directors or the Inspection Committee is less than the minimum number of members prescribed by law;

c) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or the written request being made in multiple copies and collecting sufficient signatures of relevant shareholders;

d) Upon request of the Inspection Committee;

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

4. Convening an Extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Inspection Committee remains as prescribed in Point b, Clause 3 of this Article, or upon receiving the request prescribed in Point c and Point d, Clause 3 of this Article;



b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Inspection Committee shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) In case the Inspection Committee fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article has the right to request the representative of the Company to convene a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting the meeting, and issuing decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

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

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

- a) To adopt the development orientation of the Company;
- b) To decide on the classes of shares and the total number of shares of each class authorized for offer; to decide on the annual dividend rate for each class of shares;
- c) To elect, dismiss, or remove members of the Board of Directors and members of the Inspection Committee;
- d) To decide on the investment in or sale of assets with a value of 35% (thirty-five percent) or more of the total asset value recorded in the Company's most recent financial statements;
- đ) To decide on the amendment of or supplement to the Company's Charter;
- e) To adopt the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total sold shares of each class;

h) To consider and handle violations by members of the Board of Directors and the Inspection Committee that cause damage to the Company and its shareholders;

i) To decide on the reorganization or dissolution of the Company;

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

l) To approve the Internal Management Regulations; the Operational Regulations of the Board of Directors and the Inspection Committee;

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

n) Other rights and obligations as prescribed by law.

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

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on governance and the performance results of the Board of Directors and each member thereof;

d) The report of the Inspection Committee on the Company's business results, and the performance results of the Board of Directors and the Director;

đ) The self-assessment report on the performance results of the Inspection Committee and its members;

e) The dividend rate for each share of each class;

g) The number of members of the Board of Directors and the Inspection Committee;

h) To elect, dismiss, or remove members of the Board of Directors and the Inspection Committee;

i) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Inspection Committee;

k) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct inspections of the Company's operations when deemed necessary;

l) To supplement and amend the Company's Charter;

m) The classes of shares and the number of new shares to be issued for each class;

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

o) The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;

p) To decide on the investment in or sale of assets with a value of 35% (thirty-five percent) or more of the total asset value recorded in the Company's most recent financial statements;

q) To decide on the repurchase of more than 10% (ten percent) of the total sold shares of each class;

r) The Company's entry into contracts or transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% (thirty-five percent) of the total asset value of the Company recorded in the most recent financial statements;

s) To approve transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;

t) To approve the Internal Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Inspection Committee;

u) Other issues as prescribed by law and this Charter.

3. All resolutions and issues included in the meeting agenda must be brought out for discussion and voting at the meeting of the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Individual shareholders or authorized representatives of organizational shareholders may attend the meeting directly or authorize another person in writing to attend the General Meeting of Shareholders. In the event that an organizational shareholder does not have an authorized representative as prescribed in Clause 4 of this Article, it shall authorize another person to attend the meeting. The authorized representative is not necessarily required to be a shareholder.

2. The designation of an authorized representative must be made in writing using the Company's form and must have signatures in accordance with the following regulations:

a) Where an individual shareholder is the authorizer, the power of attorney must be signed by that shareholder and the individual or the legal representative of the organization authorized to attend the meeting;

b) Where an organizational shareholder is the authorizer, the power of attorney must be signed by the authorized representative, the legal representative of the organizational shareholder, and the individual or the legal representative of the organization authorized to attend the meeting;

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

The person authorized to attend the General Meeting of Shareholders must submit the power of attorney upon registration for the meeting.

3. In case a lawyer, on behalf of the authorizer, signs the appointment of a representative, such appointment shall only be considered valid if it is presented together with the power of attorney for the lawyer or a valid copy thereof (if not previously registered with the Company).

4. Organizational shareholders have the right to appoint one or several authorized representatives to exercise their shareholder rights in accordance with the law; in case more than one authorized representative is appointed, the specific number of shares and votes for each representative must be determined. The appointment, termination, or change of an authorized representative must be notified in writing to the Company at the earliest possible time. The notice must include the following main contents:

a) Name, permanent address, nationality, number and date of the establishment decision or the Enterprise Registration Certificate of the shareholder;

b) Number of shares, class of shares, and the date of shareholder registration at the Company;

c) Full name, permanent address, nationality, ID card number, Citizen Identity Card number, passport number, or other legal personal identification of the authorized representative;

d) Number of shares for which representation is authorized;

d) Term of authorization;

e) Full name and signature of the authorized representative and the legal representative of the shareholder.

5. Except for the cases prescribed in Clause 3 of this Article, the voting ballot of the person authorized to attend the meeting within the scope of authorization shall remain valid in any of the following cases:

a) The authorizer has died, has limited civil act capacity, or has lost civil act capacity;

b) The authorizer has canceled the authorization appointment;



c) The authorizer has canceled the authority of the person performing the authorization.

However, this regulation does not apply if the Company receives notice of one of the above events before the opening hour of the General Meeting of Shareholders or before the meeting is reconvened.

6. The authorized representative must meet the following criteria and conditions:

- a) Having full civil act capacity;
- b) Not being prohibited from establishing and managing enterprises;

c) Shareholders being state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises shall not appoint: spouses, biological parents, adoptive parents, parents-in-law, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings, siblings-in-law of the managers and of the person authorized to appoint managers of the Company as authorized representatives at the Company.

7. The responsibilities of the authorized representative for an organization or individual shall comply with the provisions of the Law, the Charter, and the Management Regulations of the organization appointing the representative, or according to the request of the authorizing individual.

8. A shareholder is considered to have attended and voted at the General Meeting of Shareholders in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote at the meeting;
- c) Attending and voting through online conferences, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email.

Article 17. Change of rights

1. The change or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing 65% (sixty-five percent) or more of the total votes of all attending shareholders. A Resolution of the General Meeting of Shareholders on contents that result in an adverse change to the rights and obligations of shareholders owning preference shares shall only be adopted if it is approved by the number of attending preference shareholders of the same class owning 75% (seventy-five percent) or more of the total preference shares of that class, or approved by preference shareholders of the same class owning 75% (seventy-five percent) or more of the total preference shares of that class in the case of adopting a resolution via written opinion solicitation.

2. The organization of a meeting for shareholders holding a class of preference shares to approve the aforementioned change of rights is only valid when there are at least 02 (two) shareholders *(or their authorized representatives)* holding at least 1/3 (one-third) of the par value of the issued shares of that class. In the event that there are insufficient attendees as mentioned above, the meeting shall be reconvened within the next 30 (thirty) days, and those holding shares of that class *(regardless of the number of persons and shares)* present in person or through authorized representatives shall be considered a sufficient quorum. At the aforementioned meetings of shareholders holding preference shares, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless the terms of share issuance provide otherwise, special rights attached to classes of shares having preferences for some or all 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, Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.

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

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than ten (10) days before the date of sending the meeting notice. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend at least twenty (20) days before the last registration date (record date);

b) Prepare the agenda and contents of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected contents of the meeting;

đ) Determine the time and venue for the meeting;

e) Notify and send the meeting notice to all shareholders entitled to attend;

g) Other tasks to serve the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and simultaneously published on the websites of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the meeting notice to all shareholders in the List of shareholders entitled to attend at least twenty-one (21) days before the opening date (*calculated from the date the notice is validly sent or dispatched*). The agenda and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not attached to the meeting notice, the notice must clearly state the URL/link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors or the Inspection Committee;
- c) Voting ballots;
- d) Draft resolutions for each issue on the agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda. The proposal must be in writing and sent to the Company at least three (03) working days before the opening date. The proposal must clearly state the shareholder's name, the number of each class of shares held, and the issues proposed for the agenda.

5. The convener has the right to refuse the proposal prescribed in Clause 4 of this Article in any of the following cases:

- a) The proposal is not sent in accordance with Clause 4 of this Article;
- b) At the time of proposal, the shareholder or group of shareholders does not hold at least 05% (five percent) of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener must accept and include the proposal prescribed in Clause 4 of this Article into the expected agenda and contents, except for the cases prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

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

2. In the event that the first General Meeting of Shareholders does not have a sufficient quorum as prescribed in Clause 1 of this Article, the General Meeting of Shareholders must be convened for a second time within 30 (thirty) days from the date intended for the first meeting. The second General Meeting of Shareholders shall only be conducted when the attending members, including shareholders and authorized representatives, represent at least 33% (thirty-three percent) of the total voting shares.

3. In the event that the second General Meeting of Shareholders cannot be conducted due to an insufficient quorum as prescribed in Clause 2 of this Article, the third General Meeting of Shareholders shall be convened within 20 (twenty) days from the date intended for the second meeting; and in this case, the third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares held by the attending shareholders.

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

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all eligible attending shareholders are registered in the following sequence:

a) Upon registration, the Company shall issue a voting card to each shareholder or authorized representative with voting rights, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by "for" (approval), "against" (disapproval), and "abstain" (no opinion). At the Meeting, cards in favor of a resolution are collected first, followed by cards against the resolution; finally, the total votes "for" and "against" are counted to make a decision. The results of the vote counting shall be announced by the Chairperson immediately before the closing of the meeting. The Meeting shall elect persons responsible for counting or supervising the counting of votes upon the Chairperson's proposal. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson;

b) Shareholders or authorized representatives of organizational shareholders arriving after the meeting has opened have the right to register immediately and subsequently participate and vote at the Meeting right after registration. The Chairperson is not responsible for stopping the meeting for latecomers to register, and the validity of contents voted on previously shall remain unchanged.

2. The election of the Chairperson, Secretary, and Vote Counting Committee is regulated as follows:

a) The Chairperson of the Board of Directors shall act as Chairperson or authorize another member of the Board of Directors to act as Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily loses the capacity to work, the remaining members of the Board of Directors shall elect one of them to act as Chairperson of the meeting on a majority basis. If a Chairperson cannot be elected, the Head of the Inspection Committee shall preside for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person with the highest votes shall act as Chairperson;

b) Except for the cases prescribed in Point a of this Clause, the person who signed the notice to convene the General Meeting of Shareholders shall preside for the General Meeting of Shareholders to elect a Chairperson, and the person with the highest votes shall act as Chairperson;

c) The Chairperson shall appoint one or several persons to act as Secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee upon the proposal of the Chairperson.

3. The agenda and contents of the meeting must be adopted by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically determine the time for each issue in the meeting contents.

4. The Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the adopted agenda, and reflecting the wishes of the majority of attendees:

a) Arranging seats at the meeting venue;

b) Ensuring safety for everyone present at the meeting venues;

c) Creating conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. Applied measures may include issuing entry permits or using other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by "for", "against", and "abstain". The results of the vote counting shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives arriving after the opening of the meeting are still entitled to register and have the right to participate in voting immediately after registration; in this case, the validity of contents voted on previously remains unchanged.

7. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:

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

8. The Chairperson has the right to adjourn a General Meeting of Shareholders for which a sufficient quorum has registered for a maximum of no more than 03 (three) working days from the date the meeting was intended to open, and may only adjourn the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have sufficient convenient seating for all attendees;
- b) Communication facilities at the meeting venue do not ensure shareholders' participation, discussion, and voting;
- c) An attendee obstructs or disrupts order, posing a risk that the meeting may not be conducted fairly and lawfully.

9. In case the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in presiding over the meeting until its conclusion; all resolutions adopted at that meeting shall be valid for implementation.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/NĐ-CP dated December 31, 2020.

Article 21. Conditions for adoption of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt decisions within its authority by form of voting at the meeting or by obtaining written opinions.

2. Resolutions of the General Meeting of Shareholders on the following issues must be adopted by form of voting at the General Meeting of Shareholders:

- a) Amending or supplementing the contents of the Company's Charter;
- b) Development orientation of the Company (short-term and long-term development plans);

- c) Classes of shares and the total number of shares of each class;
- d) Electing, dismissing, or removing members of the Board of Directors and the Inspection Committee;
- d) Deciding on the investment in or sale of the Company's assets with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements;
- e) Deciding on the capital contribution to or purchase of shares of other enterprises with a total value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements;
- g) Adopting the annual audited financial statements;
- h) Reorganization, dissolution, or bankruptcy of the Company.

3. Resolutions on the following contents shall be adopted if approved by shareholders representing 65% or more of the total votes of all attending shareholders, except for cases prescribed in Clauses 5 and 7 of this Article:

- a) Classes of shares and the total number of shares of each class;
- b) Changes in business lines and sectors;
- c) Changes in the organizational and management structure of the Company;
- d) Deciding on the investment in or sale of the Company's assets or purchase transactions performed by the Company with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements;
- d) Deciding on the capital contribution to or purchase of shares of other enterprises with a total value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements;
- e) Forms of reorganization, dissolution, or bankruptcy of the Company;
- g) Amending or supplementing the contents of the Company's Charter.

4. Other resolutions shall be adopted when approved by shareholders owning more than 50% of the total votes of all attending shareholders, except for cases prescribed in Clauses 3, 5, and 7 of this Article.

5. The election of members of the Board of Directors and the Inspection Committee must be performed by the method of cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected, and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members are determined based on the number of votes from high to low, starting from the candidate with the highest votes until the required number of members as prescribed in the Charter is reached. In case two or more candidates achieve the same number of votes for the last position, a re-

election shall be held among the candidates with equal votes or a selection shall be made according to the criteria in the election regulations or the Charter.

6. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend within 15 days from the date of adoption; if the Company has a website, the sending of resolutions may be replaced by posting them on the Company's website.

7. Resolutions resulting in an adverse change to the rights and obligations of preference shareholders shall only be adopted if approved by attending preference shareholders of the same class owning 75% or more of the total preference shares of that class, or approved by preference shareholders of the same class owning 75% or more of the total preference shares of that class in case of written opinion solicitation.

8. Resolutions adopted with 100% of the total voting shares are legal and valid even if the sequence and procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for collecting written opinions of shareholders to adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders to adopt Resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except for the cases prescribed in Clause 2, Article 21 of this Charter, which must be adopted by voting at a meeting of the General Meeting of Shareholders.

2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions, and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the opinion forms. The requirements and methods for sending opinion forms and attached documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

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

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

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, and number of legal identification documents for individual shareholders; name, enterprise code, or number of legal identification documents of the organization and head office address for organizational shareholders; or full name, contact address, nationality, and number

of legal identification documents for the authorized representative of organizational shareholders; the number of shares of each class and the number of votes of the shareholder;

d) Issues to be consulted for adopting a decision;

d) Voting options, including "for" (approval), "against" (disapproval), and "abstain" (no opinion) for each issue;

e) Deadline for returning the completed opinion forms to the Company;

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

h) The completed opinion form must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder.

4. Shareholders may send completed opinion forms to the Company by mail, fax, or email in accordance with the following regulations:

a) In case of sending by mail, the opinion form must be placed in a sealed envelope, and no one is allowed to open it before the vote counting;

b) In case of sending by fax or email, the opinion forms sent to the Company must be kept confidential until the time of vote counting;

c) Opinion forms sent to the Company after the deadline specified in the form, or those that have been opened (for mail) or disclosed (for fax and email), shall be invalid. Opinion forms that are not returned shall be considered as non-participating votes.

5. The Board of Directors shall count the votes and prepare a vote counting minute under the witness of the Inspection Committee or a shareholder who does not hold a management position in the Company. The vote counting minute must contain the following main contents:

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

b) Purpose and issues consulted for adopting the resolution;

c) Number of shareholders with the total number of votes participated in the voting, distinguishing between valid and invalid votes and the method of sending votes, accompanied by an appendix listing the shareholders who participated in the voting;

d) Total number of votes "for", "against", and "abstain" for each issue;

d) Issues that have been adopted and the corresponding voting ratio;

e) Full name and signature of the Chairperson of the Board of Directors, the vote counter, and the vote counting supervisor.

The members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly liable for the truthfulness and accuracy of the

vote counting minute; and jointly liable for damages arising from decisions adopted due to untruthful or inaccurate vote counting.

6. The vote counting minute and the resolution must be posted on the Company's website within 24 hours from the time the vote counting concludes.

7. Returned opinion forms, vote counting minutes, adopted resolutions, and related documents attached to the opinion forms must be archived at the Company's head office.

8. A resolution adopted by form of collecting written opinions shall be passed if approved by a number of shareholders owning more than 50% of the total votes of all shareholders with voting rights and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be tape-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following main contents:

- a) Name, head office address, and enterprise code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the Chairperson and the Secretary;
- đ) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the agenda;
- e) Number of shareholders and the total number of votes of attending shareholders; an appendix listing registered shareholders and representatives attending the meeting with their corresponding number of shares and votes;
- g) Total number of votes for each issue, clearly specifying the voting method, total number of valid and invalid votes, "for" (approval), "against" (disapproval), and "abstain" (no opinion); and the corresponding ratio to the total votes of attending shareholders;
- h) Issues that have been adopted and the corresponding ratio of voting approval;
- i) Full names and signatures of the Chairperson and the Secretary. In case the Chairperson or the Secretary refuses to sign the minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all the information required in this Clause. The meeting minutes must clearly state the refusal of the Chairperson or the Secretary to sign.

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

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

4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix listing registered shareholders with their signatures, powers of attorney, all documents attached to the Minutes (if any), and documents accompanying the meeting notice must be disclosed in accordance with the law on information disclosure in the securities market and must be archived at the Company's head office.

Article 24. Requests for annulment of Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for written opinions, the shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to request a Court or an Arbitrator to review and annul a resolution or a part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the cases prescribed in Clause 8, Article 21 of this Charter.

2. The sequence and procedures for adopting the resolution and the contents of the resolution violate the law or the Company's Charter.

In case a resolution of the General Meeting of Shareholders is annulled according to a decision of a Court or an Arbitrator, the convener of the annulled meeting may consider re-organizing the General Meeting of Shareholders within fifteen (15) days in accordance with the sequence and procedures prescribed in the Law on Enterprises and this Charter.

Section 2:

BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. In the event that candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10)

days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must commit to performing their duties honestly, prudently, and for the best interests of the Company if elected. Disclosed information related to candidates for the Board of Directors includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other management positions (*including Board positions in other companies*);
- d) Evaluation report on the candidate's contribution to the Company, in case that candidate is currently a member of the Company's Board of Directors;
- e) Interests related to the Company and the Company's related parties;
- g) Other information (*if any*) as prescribed in the Company's Charter;
- h) Public companies are responsible for disclosing information about companies where the candidate is holding a position as a Board member, other management positions, and the candidate's interests related to the company (*if any*).

2. Introduction and nomination to the Board of Directors:

Shareholders have the right to aggregate their voting shares to nominate candidates to the Board of Directors, specifically:

Shareholders or groups of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate;

Shareholders or groups of shareholders holding from twenty percent (20%) to less than fifty percent (50%) may nominate up to two (02) candidates;

Shareholders or groups of shareholders holding fifty percent (50%) or more may nominate up to three (03) candidates;

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before

the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

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

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors shall be five (05) persons, elected, dismissed, or removed by the General Meeting of Shareholders. The structure of the Board of Directors must include at least one (01) independent member.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In case a member is elected to supplement or replace a member who has been dismissed or removed during a term, the term of that member shall be the remaining duration of the term of the Board of Directors. The Board of Directors of the term that has just ended shall continue its operation until the new Board of Directors is elected and takes over the work.

3. A member of the Board of Directors shall lose their status as a member in the following cases:

a) No longer being eligible to be a member of the Board of Directors under the provisions of the Law on Enterprises or being prohibited by law from being a member of the Board of Directors;

b) Submitting a written resignation to the Company's head office;

c) Losing or having restricted civil act capacity;

d) Being absent and not attending meetings of the Board of Directors for six (06) consecutive months without permission from the Board of Directors, and the Board of Directors has decided that the position of this person is vacant, except for force majeure cases;

d) Being removed or dismissed from the Board of Directors by a decision of the General Meeting of Shareholders;

e) No longer being the authorized representative of an organizational shareholder according to the decision of that organization;

g) According to a decision of the General Meeting of Shareholders;

h) Providing false personal information when submitting as a candidate for the Board of Directors to the Company;

i) Other cases as prescribed by law.

4. The Board of Directors may appoint a new member to fill a sudden vacancy arising in the Board of Directors, and this member must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of the new member shall be considered effective from the date of appointment by the Board of Directors. The term of the new member shall be calculated from the effective date of appointment until the end of the current term of the Board of Directors. In the event that the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors made prior to the General Meeting of Shareholders involving the participation and voting of the replacement member shall still be considered valid.

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

6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority to make decisions in the name of the Company and to exercise the rights and perform the obligations of the Company, except for those within the authority of the General Meeting of Shareholders.

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

- a) Deciding on the strategy, medium-term development plans, and annual business plans of the Company;
- b) Recommending the classes of shares and the total number of shares of each class authorized to be offered;
- c) Deciding on the sale of unsold shares within the range of authorized shares of each class; deciding on raising additional capital in other forms;
- d) Deciding on the selling price of the Company's shares and bonds;
- đ) Deciding on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) Deciding on investment plans and investment projects within its authority and limits prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Approving contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at 35% or more of the total asset value recorded in

the Company's most recent financial statements, except for contracts or transactions within the deciding authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Electing, dismissing, or removing the Chairperson of the Board of Directors; appointing, or dismissing the Director and other key managers as prescribed by the Company's Charter; deciding on the salaries, remuneration, bonuses, and other benefits of such managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of other companies, and deciding on the remuneration and other benefits of such persons;

k) Supervising and directing the Director and other managers in the day-to-day business operations of the Company;

l) Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of subsidiaries, branches, and representative offices, and the capital contribution to or purchase of shares in other enterprises;

m) Approving the agenda and documents for the General Meeting of Shareholders; convening the General Meeting of Shareholders or obtaining opinions for the General Meeting of Shareholders to adopt resolutions;

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

o) Recommending the dividend payout ratio; deciding on the time and procedures for dividend payment or handling losses arising during the business process;

p) Recommending the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;

q) Deciding on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; deciding on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors and the Regulations on Information Disclosure of the Company;

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

3. The Board of Directors may authorize subordinate officers and managers to represent and handle affairs on behalf of the Company, unless otherwise prescribed by law.

4. The Board of Directors shall adopt decisions by voting at meetings, obtaining written opinions, or other forms prescribed in the Operating Regulations of the Board of Directors. Each member of the Board of Directors has one vote.

5. When performing its functions and duties, the Board of Directors shall strictly comply with legal provisions, the Company's Charter, and decisions of the General Meeting of Shareholders. In case a decision adopted by the Board of Directors is contrary to the law or the Company's Charter, causing damage to the Company, the members who approved such a decision shall be jointly and personally liable for that decision and must compensate the Company for the damage; members who opposed the adoption of such a decision shall be exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation of or annul the aforementioned resolution or decision.

6. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. The work remuneration is calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions, working in sub-committees of the Board, or performing other tasks outside the normal scope of duties of a Board member may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, meals, accommodation, and other reasonable expenses incurred while

performing their responsibilities as Board members, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or its sub-committees.

6. Members of the Board of Directors may have liability insurance purchased for them by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members related to violations of the law or the Company's Charter.

Article 29. Chairperson of the Board of Directors

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

2. The Chairperson of the Board of Directors shall not concurrently hold the position of Director.

3. The Chairperson of the Board of Directors has the following rights and obligations:

- a) Establishing programs and activity plans of the Board of Directors;
- b) Preparing the agenda, contents, and documents for meetings; convening and presiding over meetings of the Board of Directors;
- c) Organizing the adoption of resolutions and decisions of the Board of Directors;
- d) Monitoring the implementation process of resolutions and decisions of the Board of Directors;
- d) Presiding over meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairperson of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal or removal.

5. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and perform the obligations of the Chairperson (in accordance with the principles prescribed in the Company's Charter). In the event that no one is authorized, or the Chairperson dies, is missing, is detained, is serving an imprisonment sentence, is subject to administrative handling measures at a compulsory detoxification center or compulsory educational institution, flees from their place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions or doing certain work, the remaining

members shall elect one person among them to hold the position of Chairperson of the Board of Directors based on the principle of majority approval from the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and presided over by the member who received the highest number of votes or the highest voting ratio. In case there is more than one member with the same highest number of votes or voting ratio, the members shall elect one (01) person among them by majority principle to convene the meeting.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings when deemed necessary for the interests of the Company, and meetings must not be delayed without a justifiable reason.

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

a) At the request of the Inspection Committee or an independent member of the Board of Directors;

b) At the request of the Director or at least five (05) other managers;

c) At the request of at least two (02) members of the Board of Directors;

4. The requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene the meeting within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be liable for any damages occurring to the Company; the requester has the right to replace the Chairperson in convening the meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the convener must send the meeting notice at least 03 working days before the meeting date. The notice must specify the time, venue, agenda, issues to be discussed, and decided. The notice must be accompanied by meeting materials and voting slips for members.

The meeting notice may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company's Charter, ensuring it reaches the registered contact address of each Board member at the Company.

7. The Chairperson of the Board of Directors or the convener shall send the meeting notice and attached documents to members of the Inspection Committee in the same manner as to the Board members.

Members of the Inspection Committee have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when three-quarters (3/4) or more of the total members are present. If the first meeting does not have enough attending members as required, a second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half (1/2) of the Board members are present.

9. A member of the Board of Directors shall be considered as attending and voting at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting through an online conference, electronic voting, or other electronic forms;
- d) Sending voting slips to the meeting via mail, fax, or email;
- d) Sending voting slips by other means as prescribed in the Company's Charter.

10. In case of sending voting slips to the meeting via mail, the voting slips must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors at least one (01) hour before the opening. Voting slips shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in case of a tie, the final decision shall rest with the side having the opinion of the Chairperson of the Board of Directors.

13. Online meetings or other forms:

A meeting of the Board of Directors may be organized in the form of an online conference between members when all or some members are at different locations, provided that each participating member is able to:

- a) Hear every other Board member participating in the meeting;
- b) Speak to all other participating members simultaneously. Discussions and exchanges between members may be conducted directly via telephone or other means of communication (including the use of such means at the time of adopting this Charter or thereafter) or a combination of all these methods. Under this

Charter, a Board member participating in such a meeting is considered "present" at that meeting. The venue of a meeting held under this regulation shall be the location where the largest group of Board members gathers, or if there is no such group, the location where the Chairperson of the meeting is present.

Decisions adopted in a duly organized and conducted online meeting shall take effect immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes of all Board members attending the meeting.

14. Written resolutions:

A resolution in the form of collecting written opinions shall be adopted based on the approval of a majority of Board members with voting rights. Such a resolution shall have the same effect and value as a resolution adopted by Board members at a meeting convened and organized according to standard practice.

15. Minutes of the Board of Directors' meetings:

Minutes of Board meetings shall be prepared in Vietnamese with the main contents as per Article 158 of the Law on Enterprises and must bear the signatures of all attending Board members and the person recording the minutes. Board meetings may be audio-recorded or recorded and stored in other electronic forms.

16. Observers invited to the meeting:

The person in charge of corporate governance (Secretary) of the Company, the Chief Executive Officer, the Inspectors, other executive officers (if not Board members), and third-party experts may attend Board meetings upon invitation by the Board of Directors but shall not vote unless they have the right to vote as a member of the Board of Directors.

Article 31. Sub-committees under the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policy, human resources, salaries and bonuses, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors with a minimum of three (03) persons, including Board members and external members. Independent Board members or non-executive Board members should make up the majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by a decision of the Board of Directors. The activities of the sub-committees must comply with the regulations of the Board of Directors. A resolution of a sub-committee shall only take effect when it is approved by a majority of members attending and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must be consistent with current legal provisions, the Company's Charter, and the Internal Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support corporate governance activities at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, with a maximum of five (05) years, and they may be re-appointed for an unlimited number of terms.

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

a) Having knowledge of the law;

b) Not concurrently working for the independent auditing firm that is auditing the Company's financial statements;

c) Having a thorough understanding of the Company's business activities and internal management; having the ability to synthesize information and being proficient in using information technology and office equipment.

d) Other criteria as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may remove the person in charge of corporate governance when necessary, provided that such removal does not violate current legal provisions on labor.

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

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Company and shareholders;

b) Preparing for meetings of the Board of Directors, the Inspection Committee, and the General Meeting of Shareholders at the request of the Board of Directors or the Inspection Committee;

c) Advising on the procedures of meetings;

d) Attending meetings;

đ) Advising on procedures for preparing resolutions of the Board of Directors in accordance with the law;

e) Providing financial information, copies of Board meeting minutes, and other information to Board members and members of the Inspection Committee;

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

- h) Serving as a contact point for stakeholders;
- i) Maintaining confidentiality of information in accordance with legal provisions and the Company's Charter;
- k) Being entitled to remuneration (allowance) according to the Company's Internal Management Regulations and/or decisions of the Board of Directors.
- l) Other rights and obligations as prescribed by law and the Company's Charter.

Section 3:

THE DIRECTOR, AND OTHER EXECUTIVE OFFICERS OF THE COMPANY

Article 33. Organization of the management apparatus

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have a Director, Deputy Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned positions must be adopted through resolutions or decisions of the Board of Directors. The Director, Deputy Directors, Chief Accountant, and other management positions may concurrently be members of the Board of Directors.

Article 34. Executive officers of the Company

1. Executives of the Company include the Director, Deputy Directors, the Chief Accountant, and other executives as prescribed by the Company's Charter.
2. At the request of the Director and with the approval of the Board of Directors, the Company may recruit other executives with a quantity and criteria suitable for the Company's organizational structure and management regulations as prescribed by the Board of Directors. Executives must be responsible for supporting the Company in achieving its set operational and organizational goals.
3. The Director shall be paid a salary, bonuses, remuneration, and other benefits. The salary, bonuses, remuneration, and other benefits of the Director shall be decided by the Board of Directors.
4. The salaries of executives shall be recorded as business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, duties, and authority of the Director

1. The Board of Directors shall appoint one (01) of its members or hire another person to serve as the Director.

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

3. The term of office of the Director shall not exceed five (05) years and they may be re-appointed for an unlimited number of terms. The Director must satisfy the criteria and conditions prescribed by law and the Company's Charter.

4. The Director has the following rights and obligations:

a) Deciding on issues related to the day-to-day business operations of the Company that do not fall under the authority of the Board of Directors;

b) Organizing the implementation of resolutions and decisions of the Board of Directors;

c) Organizing the implementation of the business plans and investment schemes of the Company;

d) Recommending organizational structure schemes and internal management regulations of the Company;

e) Appointing, dismissing, or removing management positions in the Company, except for those within the authority of the Board of Directors;

f) Deciding on salaries and other benefits for employees in the Company, including managers under the Director's appointment authority;

g) Consulting with the Board of Directors to decide on the number of employees of the Company. Recruiting employees, signing labor contracts, and arranging their utilization;

h) Recommending schemes for dividend payment or handling business losses; proposing measures to improve the operations and management of the Company;

i) Drafting development strategies, short-term and medium-term development plans, annual business plans, investment projects, and internal management regulations of the Company to submit to the Board of Directors;

j) Preparing long-term, annual, and quarterly budget estimates of the Company to serve long-term, annual, and quarterly management activities in accordance with the business plan;

k) The Director must submit a detailed business plan for the next fiscal year to the Board of Directors for approval, based on satisfying business requirements and in consistency with the 5-year financial plan;

m) Having the right to refuse to implement decisions of the Chairperson or members of the Board of Directors if they are found to be contrary to the law, this Charter, or resolutions of the General Meeting of Shareholders; simultaneously being responsible for immediately notifying the Inspection Committee in writing;

n) Deciding on measures beyond their authority in emergency cases such as natural disasters, fires, or force majeure events and being responsible for such decisions, while simultaneously reporting immediately to the Board of Directors;

o) Performing the responsibilities of the Legal Representative of the Company as prescribed in Article 13 of the Law on Enterprises;

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

5. Reporting to the Board of Directors and shareholders:

The Director of the Company is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and authority and must report to these bodies upon request.

6. Removal:

The Board of Directors may remove the Director of the Company when a majority (over 50%) of the attending Board members with voting rights approve and appoint a new Director as a replacement. The removed Director has the right to object to this removal at the nearest subsequent General Meeting of Shareholders.

7. Resignation or disqualification:

a) When wishing to resign, the Director of the Company must submit a letter to the Board of Directors. Within 30 days from the date of receipt of the letter, the Board of Directors must review and make a decision.

b) The Director of the Company loses their status upon death, insanity, loss of citizenship, or voluntary abandonment of office for three (03) consecutive days or more. In this case, the Board of Directors must temporarily appoint a replacement for no more than thirty (30) days and proceed with the procedures to appoint a new Director.

8. Authorization and delegation:

a) The Director of the Company may authorize or delegate to Deputy Directors or other persons to handle certain tasks of the Company on their behalf and shall be legally responsible for such authorization or delegation;

b) The authorized or delegated persons must be legally responsible to the Director and before the law for the work they perform;

c) Authorizations or delegations involving the use of the Company's seal must be made in writing and for a specific term.

Section 4:

SUPERVISORY BOARD

Article 36. Nomination and candidacy for members of the Supervisory Board (Supervisors)

1. In the event that candidates have been identified in advance, information related to the candidates for the Supervisory Board shall be included in the meeting documents of the General Meeting of Shareholders and disclosed at least ten (10) days before the opening date of the meeting of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of their disclosed personal information and must commit to performing their duties honestly if elected as Supervisors. Disclosed information related to candidates for the Supervisory Board includes at least the following contents:

- a) Full name, date of birth;
- b) Educational background;
- c) Professional qualifications;
- d) Working experience;

đ) Companies where the candidate is currently holding the position of Supervisor and other management or executive positions;

e) Evaluation report on the candidate's contribution to the Company, in case that candidate is currently a member of the Supervisory Board of the Company;

g) Interests related to the Company (if any);

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

i) Other information (if any).

2. Introduction and nomination to the Supervisory Board:

Shareholders have the right to aggregate their voting shares to nominate candidates to the Supervisory Board, specifically:

Shareholders or groups of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate;

Shareholders or groups of shareholders holding from twenty percent (20%) to less than fifty percent (50%) may nominate up to two (02) candidates;

Shareholders or groups of shareholders holding fifty percent (50%) or more may nominate up to three (03) candidates.

3. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is still insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the internal regulations on corporate governance. The procedures and mechanism for the incumbent Supervisory Board to nominate candidates for the Supervisory Board must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is conducted.

Article 37. Composition of the Supervisory Board

1. The number of members of the Supervisory Board of the Company shall be three (03) persons. The term of office of a member of the Supervisory Board shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. More than half of the members of the Supervisory Board must be permanent residents of Vietnam.

2. Members of the Supervisory Board must satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and the Company's Charter, and must not fall into the following cases:

a) Working in the accounting or finance department of the Company;

b) Being a member or an employee of the independent auditing firm that performed the audit of the Company's financial statements for the three (03) consecutive preceding years.

3. A member of the Supervisory Board shall be dismissed or removed in the following cases:

a) No longer satisfying the criteria and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;

b) The Supervisor submits a resignation letter to the Company's head office and it is approved;

c) No longer being the authorized representative of an organizational shareholder according to the decision of that organization;

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

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

a) The Supervisor suffers from a mental disorder and other Supervisors have professional evidence proving that such person no longer has civil act capacity;

b) The Supervisor fails to perform their obligations, or is absent and does not attend meetings of the Supervisory Board for six (06) consecutive months, and

during this period the Supervisory Board has not permitted such absence and has decided that the position of this person is vacant, except for force majeure cases;

c) The Supervisor is removed from the position of Supervisor by a decision of the General Meeting of Shareholders due to failure to fulfill duties or multiple violations of a Supervisor's obligations as prescribed by the Law on Enterprises and this Charter;

d) Other cases as prescribed by a resolution of the General Meeting of Shareholders.

5. A Supervisor may be replaced when a sudden vacancy arises. The new Supervisor must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the replacement of the new Supervisor shall be considered effective from the date of replacement by the Supervisory Board. The term of the new Supervisor shall be calculated from the effective date of replacement until the end of the current term of the Supervisory Board. In the event that the new Supervisor is not approved by the General Meeting of Shareholders, all decisions of the Supervisory Board made prior to the General Meeting of Shareholders involving the participation and voting of the replacement Supervisor shall still be considered valid.

6. In the event that the term of office ends but a new Supervisory Board has not been elected, the Supervisory Board whose term has expired shall continue to exercise its rights and perform its duties until a new Supervisory Board is elected and takes over the duties.

Article 38. Chairperson of the Supervisory Board

1. The Chairperson of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, or removal shall be based on the majority principle. The Chairperson of the Supervisory Board must possess a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business operations of the Company.

2. Rights and obligations of the Chairperson of the Supervisory Board:

a) Convening and presiding over meetings of the Supervisory Board;

b) Requesting the Board of Directors, the Director, and other executives to provide relevant information to report to the Supervisory Board;

c) Preparing and signing the reports of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Supervisory Board

1. Rights and obligations of the Supervisory Board:

The Supervisory Board has the authority and obligations as prescribed in Article 170 of the Law on Enterprises and this Charter, primarily consisting of the following rights and obligations:

- a) Supervising the financial situation of the Company, the legality of the activities of members of the Board of Directors, the Director, and other managers, and the coordination of activities between the Supervisory Board and the Board of Directors, the Director, and shareholders;
- b) Being responsible to the General Meeting of Shareholders for supervisory activities and the performance of assigned tasks;
- c) Inspecting the reasonableness, legality, truthfulness, and level of prudence in the management and operation of business activities, in the organization of accounting and statistical work, and the preparation of financial statements;
- d) Appraising the completeness, legality, and truthfulness of the Company's annual and semi-annual business performance reports and financial statements, as well as the management assessment reports of the Board of Directors, and submitting appraisal reports at the annual General Meeting of Shareholders. Reviewing contracts and transactions with related persons within the approval authority of the Board of Directors or the General Meeting of Shareholders and providing recommendations on contracts and transactions that require approval from the Board of Directors or the General Meeting of Shareholders;
- d) Reviewing, inspecting, and evaluating the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning systems of the Company;
- e) Reviewing the accounting books and other documents of the Company, as well as the management and operation of the Company's activities whenever deemed necessary, or according to a decision of the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter;
- g) Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board as prescribed in this Clause must not hinder the normal activities of the Board of Directors or cause interruption to the management of the Company's business operations;
- h) Recommending to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure for management and operation of the Company's business activities;



i) Upon discovering that a member of the Board of Directors, the Director, or other executives has violated the law or the Company's Charter, immediately notifying the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide solutions to remediate the consequences;

k) Proposing and recommending the General Meeting of Shareholders to approve the list of auditing organizations authorized to audit the Company's financial statements; deciding on authorized auditing organizations to inspect the Company's activities, and dismissing authorized auditors when deemed necessary. Discussing with independent auditors the nature and scope of the audit before commencement; discussing difficulties and existing issues discovered from interim or year-end audit results as well as any matters the independent auditor wishes to discuss;

l) Reviewing the management letter of the independent auditor and the feedback from the Board of Management and Company managers; reviewing the Company's reports on internal control systems before approval by the Board of Directors; reviewing internal investigation results and feedback from the Board of Management and Company managers;

m) The Supervisory Board has the right to use independent consultants or the internal audit department of the Company to perform assigned tasks;

n) The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

o) Attending meetings of the Board of Directors upon invitation, expressing opinions but not participating in voting;

p) Reporting to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;

q) Performing other rights and duties as prescribed by the Law on Enterprises, this Charter, and decisions of the General Meeting of Shareholders.

2. The Supervisory Board's right to be provided with information:

a) Meeting notices, opinion polls for members of the Board of Directors, and enclosed documents must be sent to the Supervisors at the same time and in the same manner as provided to the members of the Board of Directors;

b) Members of the Board of Directors, the Director, and other executive officers must provide information and documents regarding the management, operation, and business activities of the Company fully, accurately, and promptly upon the request of a Supervisor or the Supervisory Board;

c) The person in charge of corporate governance (Company Secretary) must ensure that all copies of financial information, other information provided to members of the Board of Directors, and copies of minutes and resolutions of the meetings of the Board of Directors and the General Meeting of Shareholders are provided to the Supervisors at the same time and in the same manner as provided to the members of the Board of Directors;

d) Reports from the General Director submitted to the Board of Directors or other documents issued by the Company must be sent to the Supervisors at the same time and in the same manner as provided to the members of the Board of Directors;

d) Supervisors have the right to access the Company's records and documents kept at the head office, branches, and other locations; they have the right to visit the working locations of managers, executives, and employees of the Company during working hours;

e) Reports and documents prepared by the Board of Directors regarding business results, financial statements, and reports assessing the management and operation of the Company must be sent to the Supervisory Board for appraisal at least thirty (30) days before the opening date of the annual General Meeting of Shareholders.

3. Obligations of Supervisors:

a) Complying with the law, the Company's Charter, decisions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and performing assigned obligations;

b) Exercising assigned rights and performing assigned obligations honestly, prudently, and to the best of their ability to ensure the maximum legitimate interests of the Company and its shareholders;

c) Being loyal to the interests of the Company and its shareholders; not using information, secrets, or business opportunities of the Company; and not abusing their position, title, or the Company's assets for personal gain or to serve the interests of other organizations or individuals;

d) In case of a violation of the obligations prescribed in Points a, b, and c of this Clause causing damage to the Company or others, the Supervisors must be personally or jointly liable for compensation for such damage;

All income and other benefits that a Supervisor directly or indirectly gains from the violation must be returned to the Company;

d) Upon discovering that a Supervisor has violated obligations in exercising assigned rights and performing assigned duties, the Board of Directors must notify the Supervisory Board in writing, requesting the violator to cease the violation and provide solutions to remediate the consequences.



Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least two (02) times per year, and the number of members attending the meeting must be at least two-thirds (2/3) of the total members of the Supervisory Board. Minutes of the Supervisory Board meetings shall be prepared in a detailed and clear manner. The person recording the minutes and the members of the Supervisory Board attending the meeting must sign the minutes. All minutes of the Supervisory Board meetings must be archived to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of the authorized auditing organization to attend and answer matters that need clarification.

Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board

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

2. Members of the Supervisory Board shall be reimbursed for reasonable costs of meals, accommodation, travel, and the use of independent consultancy services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the law on corporate income tax and other relevant legal provisions, and must be presented as a separate item in the Company's annual financial statements.

Section 5:

ELECTION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

Article 42. Election of the Board of Directors and the Supervisory Board

1. Ordinary shareholders who voluntarily aggregate into groups satisfying the prescribed conditions to nominate candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of such group meetings at the latest by the opening of the General Meeting of Shareholders. The Company

shall announce this information to the attending shareholders at the General Meeting of Shareholders.

2. Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders as prescribed in Clause 3, Article 12 shall be entitled to nominate one or several candidates for the Board of Directors and the Supervisory Board in accordance with Clause 2, Article 25 and Clause 2, Article 36 respectively. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

3. The voting to elect members of the Board of Directors and the Supervisory Board must be conducted by the method of cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and a shareholder has the right to accumulate all or part of their total votes for one or several candidates.

4. Those elected as members of the Board of Directors or Supervisors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the last seat on the Board of Directors or the Supervisory Board, a re-election shall be held among the candidates with an equal number of votes, or a selection shall be made based on the criteria prescribed in the election regulations.

5. In the event that the first round of voting does not result in the required number of members for the Board of Directors and the Supervisory Board, a second round of voting shall be conducted among the remaining candidates nominated in the first round. If the required number is still not reached after the second round, the General Meeting of Shareholders shall decide whether to continue voting; if the General Meeting of Shareholders cannot reach a decision, the Chairperson of the Meeting shall decide.

Section 6:

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

Article 43. Duty of care of members of the Board of Directors, the Supervisory Board, the Director, and executive officers

Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives are responsible for performing their duties,

including duties as members of sub-committees of the Board of Directors, in an honest and prudent manner for the interests of the Company.

Article 44. Duty of integrity and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the Director, and other managers must disclose relevant interests in accordance with Article 164 of the Law on Enterprises and relevant legal documents.

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

3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other managers have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the public company controls 50% or more of the charter capital, and themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must perform information disclosure regarding these resolutions in accordance with the law on securities regarding information disclosure.

4. A member of the Board of Directors shall not vote on a transaction that brings benefits to such member or their related persons as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the Director, other managers, and their related persons must not use or disclose internal information to others to perform related transactions.

6. A transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the Director, other executives, and individuals or organizations related to these subjects shall not be invalidated in the following cases:

a) For transactions with a value of less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, the significant contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who do not have related interests;

b) For transactions with a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, the significant contents of this transaction, as well as the relationship and interests of the members of the Board of Directors, members of the Supervisory Board, the Director, and other executives, have been disclosed to the shareholders and



approved by the General Meeting of Shareholders by the votes of shareholders who do not have related interests.

Article 45. Responsibility for losses and compensation

1. Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives who violate their duties, the responsibilities of honesty and prudence, or fail to fulfill their obligations must be held liable for the damages caused by their violations.

2. The Company shall compensate those who have been, are, or may become a related party in claims, lawsuits, or prosecutions (*including civil and administrative cases, and not including lawsuits where the Company is the plaintiff*) if such person was or is a member of the Board of Directors, a member of the Supervisory Board, the Director, another executive, an employee, or an authorized representative of the Company who was or is performing tasks under the Company's authorization, acting honestly and prudently for the interests of the Company in compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.

3. Compensation expenses include judgment costs, fines, and expenses actually incurred (*including attorney fees*) in resolving these cases within the framework permitted by law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

Chapter IV

RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 46. Right to inspect books and records

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

a) Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request the correction of their own inaccurate information; review, inspect, extract, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders owning five percent (05%) or more of the total ordinary shares has the right to review, inspect, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets or business secrets.

2. In the event that an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, the request must be accompanied by a power of attorney from the shareholder or group of shareholders that such person represents, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives have the right to inspect the Company's register of shareholders, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must archive this Charter and any amendments or supplements thereto, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that the shareholders and the Business Registration Authority are notified of the location where such documents are archived.

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

Chapter V

EMPLOYEES, TRADE UNION, AND POLITICAL-SOCIAL ORGANIZATIONS IN THE COMPANY

Article 47. Employees, trade union, and political-social organizations

1. The Director of the Company must prepare plans to be submitted to the Board of Directors for approval regarding issues related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline of employees and executives of the Company, and other matters as prescribed by law.

2. The organization of the Communist Party of Vietnam within the Company operates in accordance with the Constitution and the laws of the Socialist Republic of Vietnam and the Charter of the Communist Party of Vietnam.

3. The trade union and other political-social organizations in the Company operate in accordance with the Constitution and the laws of the Socialist Republic of Vietnam and the charters of those organizations.

4. The Company is obligated to respect and must not hinder or cause difficulties in the establishment of political and political-social organizations at the Company; must not hinder or cause difficulties for employees participating in activities within these organizations; and shall create favorable conditions for the

forementioned organizations to operate in accordance with their functions, duties, and charters.

Chapter VI

PROFIT DISTRIBUTION

Article 48. Profit distribution

1. The pre-tax profit of the Company, after offsetting losses from previous years (*if any*) in accordance with the Law on Corporate Income Tax, contributing to the Science and Technology Development Fund (*if any*) as regulated, paying corporate income tax, and fulfilling other financial obligations as prescribed by law, the remainder shall be used as follows:

- a) Paying dividends to shareholders;
- b) Appropriating funds in accordance with current legal provisions.

2. The dividend rate, the form of annual dividend payment from the Company's retained earnings, and the rate of appropriation for funds shall be decided by the General Meeting of Shareholders upon the recommendation of the Board of Directors.

Article 49. Dividends

1. According to the decision of the General Meeting of Shareholders and in accordance with the law, dividends shall be declared and paid from the retained earnings of the Company but must not exceed the rate recommended by the Board of Directors and approved by the General Meeting of Shareholders.

2. The Board of Directors may decide on the payment of interim dividends if it considers such payment to be consistent with the profitability of the Company.

3. The Company shall not pay interest on dividend payments or any payments related to a class of shares.

4. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of the dividends in the form of shares, and the Board of Directors is the body responsible for implementing this resolution. The Company may pay dividends in shares; the order and procedures for share dividend payments shall comply with the Law on Enterprises and relevant legal documents.

5. In the event that dividends or other amounts related to a class of shares are paid in cash, the Company must make the payment in Vietnamese Dong (VND) or through banks based on the bank details provided by the shareholders. In cases where the Company has transferred the funds correctly according to the bank details provided by a shareholder but that shareholder does not receive the money,

the Company shall not be held liable for the amount transferred to the beneficiary shareholder. The payment of dividends for shares listed/registered for trading on the Stock Exchange may be conducted through Securities Companies or the Vietnam Securities Depository and Clearing Corporation (VSDC).

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution to determine a specific date to close the list of shareholders (record date). Based on that date, persons registered as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

7. Other matters related to profit distribution shall be performed in accordance with legal provisions.

Chapter VII

BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 50. Bank accounts

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

2. With the prior approval of competent authorities, where necessary, the Company may open bank accounts abroad in accordance with legal provisions.

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

Article 51. Fiscal year

The fiscal year of the Company shall begin on the 1st of January and end on the 31st of December each year. The first fiscal year shall begin from the date of issuance of the Business Registration Certificate and end on the 31st of December of that year, provided that it is longer than ninety (90) days; if it is shorter than ninety (90) days, it shall be added to the subsequent fiscal year.

Article 52. Accounting system

1. The accounting system used by the Company is the Vietnamese Accounting Standards (VAS) and the corporate accounting system in accordance with the provisions of Vietnamese law.

2. The Company shall maintain accounting books in Vietnamese and archive accounting records in accordance with the law on accounting and related legislation. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use Vietnamese Dong (*or a freely convertible foreign currency in case of approval by competent state authorities*) as the currency unit for accounting purposes.

Chapter VIII

FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 53. Annual, semi-annual, and quarterly financial statements

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

2. Annual financial statements must include all reports, appendices, and notes in accordance with the law on corporate accounting. The annual financial statements must honestly and objectively reflect the Company's operational situation.

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

4. Audited annual financial statements (including the auditor's opinion), reviewed six-month financial statements, and quarterly financial statements must be published on the Company's website.

5. Interested organizations and individuals are entitled to photocopy the audited annual financial statements, six-month reports, and quarterly reports during the Company's working hours at the Company's head office and must pay a reasonable fee for such photocopying.

Article 54. Annual reports

The Company must prepare and disclose Annual Reports in accordance with the regulations on securities and the securities market.

Article 55. Public disclosure of information

The Company must prepare and publicly disclose information in accordance with Article 176 of the Law on Enterprises and other relevant legal provisions.

Chapter IX

AUDITING OF THE COMPANY

Article 56. Auditing

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

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

3. The independent auditors who conduct the audit of the Company's financial statements shall be entitled to attend the General Meeting of Shareholders and receive notices and other information related to the General Meeting of Shareholders, and are entitled to express their opinions at the meeting regarding matters related to the audit of the Company's financial statements.

Chapter X COMPANY SEAL

Article 57. Company seal

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

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

3. The Board of Directors and the Director shall use and manage the seal in accordance with current legal provisions.

Chapter XI DISSOLUTION OF THE COMPANY

Article 58. Dissolution of the company

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

a) According to a resolution or decision of the General Meeting of Shareholders;

b) The Business Registration Certificate is revoked, unless otherwise prescribed by the Law on Tax Administration;

c) Other cases as prescribed by law.

2. The early dissolution of the Company (*including any extended terms*) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (*if mandatory*) as regulated.

Article 59. Liquidation

1. At least six (06) months before the end of the Company's operational term or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, in which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts.

2. The Liquidation Committee is responsible for reporting its date of establishment and the date it commences operations to the Business Registration Authority. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before Courts and administrative authorities.

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

a) Liquidation expenses;

b) Debts for salaries, severance allowances, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;

c) Taxes and other tax-like payables that the Company must pay to the State;

d) Loans (if any);

đ) Other debts of the Company;

e) The remainder after paying all debts from items (a) to (đ) above shall be distributed to shareholders. Preference shares shall be prioritized for payment first.

Chapter XII

INTERNAL DISPUTE RESOLUTION

Article 60. Internal dispute resolution

1. In the event of a dispute or complaint arising in connection with the Company's operations, the rights and obligations of shareholders as prescribed by

the Law on Enterprises, the Company's Charter, other legal provisions, or agreements between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, the Supervisory Board, the Director, or other executives;

The involved parties shall endeavor to resolve such dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within fifteen (15) working days from the date the dispute arises. In the event that the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, any party may request the Supervisory Board or a specialized functional authority to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In the event that a mediation decision is not reached within six (06) weeks from the beginning of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Economic Arbitration or an Economic Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of Court costs shall be performed in accordance with the judgment of the Court.

Chapter XIII

IMPLEMENTATION PROVISIONS

Article 61. Additions and amendments to the Charter

1. The amendment of and addition to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In the event that legal provisions related to the Company's operations are not yet mentioned in this Charter, or in case new legal provisions differ from the articles in this Charter, such legal provisions shall naturally apply to govern the Company's operations.

Article 62. Effective date

1. This Charter consists of XIII chapters and 62 articles, which were unanimously approved by the General Meeting of Shareholders of La Hien Cement Joint Stock Company VVMI on April 24, 2026, at Cay Bong Hamlet, La Hien Commune, Thai Nguyen Province, and the full text of this Charter was collectively accepted as effective.

2. This Charter is prepared in ten (10) copies of equal validity, of which:
- 01 copy shall be submitted to the State Securities Commission of Vietnam;
 - 01 copy shall be submitted to the Hanoi Stock Exchange;
 - 01 copy shall be submitted to the Department of Finance of Thai Nguyen Province;
 - 07 copies shall be archived at the Company's office.
3. This Charter is the unique and official Charter of the Company.
4. Copies or extracts of the Company's Charter shall be valid when they bear the signature of the Chairperson of the Board of Directors or at least half (1/2) of the total members of the Board of Directors.

**MEMBERS OF THE
BOARD OF DIRECTORS**

CHAIRPERSON OF THE BOARD

1. Tran Quang Khai




Le Danh Thang

2. Ha Van Chuyen



3. Pham Manh Tien



4. Nguyen Xuan Hau

