

Hanoi, May 5, 2026

No.: 23/VIMICO-CBTT

EXTRAORDINARY INFORMATION DISCLOSURE

To: - The State Securities Commission.
- Hanoi Stock Exchange.

1. Name of organization : **Vinacomin – Minerals Holding Corporation**
- Address : 193 Nguyen Huy Tuong, Thanh Xuan, Hanoi
- Telephone : (84-4)6287 6666 Fax: (84-4)6288 3333
- Stock code : **KSV**
- E-mail : quanhecodongvimico@gmail.com

2. Contents of disclosure:

Promulgation of the Charter of Organization and Operation of Vinacomin – Minerals Holding Corporation (7th amended and supplemented version), issued under Decision No. 628/QĐ-VIMICO dated May 05 2026 of the Board of Directors of Vinacomin – Minerals Holding Corporation

3. Information Availability:

The information was disclosed on the Corporation's website on May 5, 2026, at: <http://vimico.vn>

We hereby certify that the information disclosed above is true and accurate, and we assume full legal responsibility for the contents disclosed.

Attachments:

-Decision No. 628/QĐ-
VIMICO dated May 5 2026;
- Charter of Organization
and Operation of
Vinacomin – Minerals
Holding Corporation

**PERSON AUTHORIZED TO DISCLOSE INFORMATION
DEPUTY GENERAL DIRECTOR**



Ngo Quoc Trung

Hanoi, May 5, 2026

DECISION

**On the promulgation of the Charter of Organization and Operation
of Vinacomin – Minerals Holding Corporation
(7th amended and supplemented version)**

**THE BOARD OF DIRECTORS
OF VINACOMIN – MINERALS HOLDING CORPORATION**

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, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to the Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law on Securities No. 56/2024/QH15, dated January 01, 2025

Pursuant to Decree No.155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities, amended and supplemented at Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government;

Pursuant to the Charter of Organization and Operation of Vinacomin – Minerals Holding Corporation – JSC (6th amended and supplemented version), issued under Decision No. 380/QĐ-VIMICO dated May 03, 2024, of the Board of Directors of Vinacomin – Minerals Holding Corporation

Pursuant to Resolution No. 1056/NQ-VIMICO, dated April 22, 2026, of the 2026 Annual General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation

HEREBY DECIDES:

Article 1. To promulgate together with this Decision the Charter of Organization and Operation of Vinacomin – Minerals Holding Corporation (7th amended and supplemented version) approved by the 2026 Annual General Meeting of Shareholders on April 22, 2026

Article 2. This Decision takes effect from the date of signing and replaces Decision No. 380/QĐ-VIMICO dated May 03, 2024 of the Board of Directors of Vinacomin – Minerals Holding Corporation – JSC on the promulgation of the Charter of Organization and Operation of Vinacomin – Minerals Holding Corporation (6th amended and supplemented version)

Article 3. Shareholders, the Board of Directors, the Supervisory Board, the Board of Management, Heads of departments of the Corporation, Directors of affiliated units, representatives of the Corporation's capital at enterprises, and related individuals shall be responsible for the implementation of this Decision./.

Recipients:

- As stated in Article 3;
- TKV (for reporting);
- Party Committee of the Corporation;
- Trade Union, Youth Union, Veterans Association of the Corporation;
- Affiliated units;
- Subsidiaries;
- Departments of the Corporation;
- Corporation's Website;
- Archived: Office, Board of Directors, Organization & Labor Department.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**



Nguyen Van Hai

CHARTER OF ORGANIZATION AND OPERATION
(Pursuant to Decision No.628/QĐ-VIMICO dated May 5, 2026)

PREAMBLE

1. Vimico (hereinafter referred to as the "Corporation") was established in accordance with the Law on Enterprises and Decision No. 2388/QĐ-TTg dated December 30, 2014, of the Prime Minister regarding the approval of the equitization plan for the Parent Company - Vimico under the Vietnam National Coal - Mineral Industries Holding Corporation Limited.

2. This Charter of Organization and Operation of the Corporation is formulated on the basis of:

- The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam (14th Legislature, 9th session) on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

- The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam (14th Legislature, 8th session) on November 26, 2019, as amended and supplemented by Law on Securities No. 56/2024/QH15 dated January 01, 2025;

- Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government;

- The Model Charter issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities

3. This Charter was adopted by the 2026 Annual General Meeting of Shareholders of the Corporation on April 22, 2026, and supersedes the Charter issued on May 3, 2024.

4. This Charter serves as the legal foundation for all operations of the Corporation. Regulations of the Corporation, as well as Resolutions of the General Meeting of Shareholders and the Board of Directors, once duly adopted and in compliance with applicable laws and this Charter, shall constitute binding rules and regulations for the conduct of business operations.

Chapter I: GENERAL PROVISIONS

Article 1. Interpretation of Terms and Definitions

- a) "Board" means the Board of Directors of the Corporation, abbreviated as "BOD";
- b) "Business Territory" means the geographical scope of the Corporation's business operations, including both within and outside the territory of Vietnam;
- c) "Charter Capital" means the total par value of shares sold or registered for subscription upon the establishment of the joint-stock company, as stipulated in Article 6 of this Charter;
- d) "Voting Capital" means the share capital held by shareholders who have the right to vote on matters falling under the authority of the General Meeting of Shareholders;

d) "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;

e) "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;

g) "Establishment Date" means the date on which the Corporation was initially issued the Enterprise Registration Certificate (or other equivalent certificates of business registration);

h) "Law" means all legal normative documents as prescribed by the Law on Promulgation of Legal Normative Documents;

i) "Enterprise Manager" means any person managing the Corporation, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding management positions as defined in the Corporation's Charter;

k) "Executive Officer" means the General Director, Deputy General Directors, Chief Accountant, and other executives as defined by the Corporation's Charter;

l) "Related Person" means any individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises; and Clause 46, Article 4 of the Law on Securities;

m) "Shareholder" means any individual or organization holding at least one share of the Corporation;

n) "Founding Shareholder" means a shareholder holding at least one ordinary share and being a signatory to the list of founding shareholders of the joint-stock company;

o) "Major Shareholder" means any shareholder as defined in Clause 18, Article 4 of the Law on Securities;

p) "Dividend" means the net profit paid for each share in cash or other assets from the Corporation's remaining profit after fulfilling all financial obligations;

q) "Operating Term" means the duration of the Corporation's operation as specified in Article 2 of this Charter, and any extension period (if any) approved by a resolution of the General Meeting of Shareholders;

r) "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;

s) "Vietnam" means the Socialist Republic of Vietnam.

2. In this Charter, any reference to a specific provision or document shall include any amendments or replacements thereof. In the event that legal documents governing matters related to this Charter are amended, supplemented, or replaced, the corresponding provisions of this Charter shall be implemented in accordance with such amended, supplemented, or replaced legal documents. The most recent subsequent General Meeting of Shareholders shall amend this Charter accordingly to ensure consistency

3. The headings (chapters and articles) in this Charter are provided for convenience of reference only and shall not affect the interpretation or 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.

Chapter II:
NAME, LEGAL STATUS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM, AND LEGAL REPRESENTATIVE OF CORPORATION
Article 2. Name, Legal Status, Headquarters, Branches, Representative Offices, Business Locations, and Operating Term of Corporation
1. Corporation name:

- Name in Vietnamese: Tổng công ty Khoáng sản TKV - CTCP.
- Name in English: VINACOMIN-MINERALS HOLDING CORPORATION.
- Trading Name: Tổng công ty Khoáng sản - TKV
- Abbreviated Name: VIMICO

2. Vimico logo are as follows:


3. Vimico is a joint-stock company with legal entity status in accordance with the prevailing laws of Vietnam.

4. Vimico is a subsidiary of the Vietnam National Coal - Mineral Industries Holding Corporation Limited (VINACOMIN Group), controlled by the Group through its majority shareholding, the Group's brand, or other controlling rights as prescribed by law and the Group's internal management regulations

5. Vimico is authorized to use the "TKV" and "VINACOMIN" trademarks of the Vietnam National Coal - Mineral Industries Holding Corporation Limited in its Vietnamese and English names, in compliance with the Group's Trademark Usage Regulations and applicable laws.

In addition to the provisions of this Charter, Vimico is responsible for exercising the rights and obligations of a subsidiary towards the Vietnam National Coal - Mineral Industries Holding Corporation Limited, in accordance with the Group's Charter and internal management regulations to which Vimico is a member.

6. Registered Headquarters of Corporation:

- Head Office Address: No. 193 Nguyen Huy Tuong Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi, Vietnam
- Tel: 84-24-62876666
- Fax: 84-24-62883333
- E-mail:
- Website: www.vimico.vn

7. Corporation may establish branches and representative offices within its business territory to achieve its operational objectives, subject to resolutions of the Board of Directors and within the scope permitted by law

8. Unless terminated earlier pursuant to Clause 2, Article 65 of this Charter, the operating term of Corporation shall be indefinite, effective from its Establishment Date

Article 3. Legal Representative of Vimico

Vimico shall have one (01) Legal Representative, who shall be the General Director of the Corporation. The Legal Representative shall possess the powers and obligations as prescribed by prevailing laws and Vimico's internal management regulations

Chapter III:

OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE CORPORATION

Article 4. Objectives and Business Lines

1. The operational objectives of the Corporation are to maximize reasonable profits for the Corporation, enhance dividends for shareholders, contribute to the State Budget, ensure the interests of employees, and continuously develop the Corporation to be stronger and more robust.

2. Business Lines of the Corporation:

No	Business Line	Code
1.	Manufacture of precious and non-ferrous metals (Main)	2420
2.	Residential nursing care activities	8710
3.	Mining of iron ores	0710
4.	Mining of other non-ferrous metal ores	0729
5.	Mining of precious metal ores	0730
6.	Quarrying of stone, sand, gravel, and clay	0810
7.	Mining of chemical and fertilizer minerals	0891
8.	Sản xuất than cốc – Coke producing	1910
9.	Manufacture of basic chemicals	2011
10.	Manufacture of fertilizers and nitrogen compounds	2012
11.	Manufacture of refractory products	2391
12.	Casting of non-ferrous metals	2432
13.	Manufacture of structural metal products	2511
14.	Forging, pressing, stamping and roll-forming of metal; powder metallurgy	2591
15.	Mechanical processing; treatment and coating of metals	2592
16.	Manufacture of bearings, gears, gearing, and driving elements	2814
17.	Manufacture of other special-purpose machinery	2829
18.	Manufacture of jewellery and related articles	3211
19.	Repair and maintenance of machinery and equipment	3312
20.	Repair and maintenance of electrical equipment	3314
21.	Repair and maintenance of motor vehicles	9531
22.	Wholesale of other household goods	4649
23.	Wholesale of other machinery, equipment, and spare parts	4659

24.	Wholesale of metals and metal ores	4672
25.	Non-specialized wholesale trade	4690
26.	Retail sale of other new goods in specialized stores, excluding motor vehicles and motorcycles (Details: Retail sale of gold jewelry, silver, precious and semi-precious stones, and jewelry in specialized stores)	4773
27.	Hotels and similar accommodation services	5510
28.	Restaurants and mobile food service activities	5610
29.	Real estate activities with own or leased property	6810
30.	Architectural activities and related technical consultancy	7110
31.	Other mining support service activities	0990
32.	Tour operator activities	7912
33.	Construction of railway projects	4211
34.	Construction of road projects	4212
35.	Construction of water projects	4291
36.	Manufacture of basic iron, steel, and ferro-alloys	2410
37.	Construction of mining projects	4292
38.	Construction of processing and manufacturing projects	4293
39.	Construction of other civil engineering projects	4299
40.	Scientific research and technological development in the field of natural sciences	7211
41.	Scientific research and technological development in the field of engineering and technology	7212
42.	Scientific research and technological development in the field of medical and pharmaceutical sciences	7213
43.	Silviculture and other forestry activities	0210
44.	Scientific research and technological development in the field of agricultural sciences	7214
45.	Logging	0220
46.	Primary vocational training	8531
47.	Intermediate vocational training	8532
48.	Other food service activities	5629
49.	Freight transport by road	4933
50.	College-level education	8533
51.	Manufacture of other fabricated metal products n.e.c.	2599
52.	Hospital and medical station activities	8610
53.	Manufacture of fibre optic cables	2731
54.	Manufacture of other electronic and electric wires and cables	2732
55.	Manufacture of wiring devices	2733
56.	Manufacture of other electrical equipment	2790
57.	Other education n.e.c.	8559
58.	Manufacture of cement, lime, and plaster (Details: Manufacture of plaster)	2394
59.	Wholesale of other construction materials and installation equipment (Details: Wholesale of plaster)	4673

60.	Other specialized wholesale trade n.e.c. (Details: Wholesale of industrial oxygen in gaseous and liquid forms)	4679
-----	----------------------------------------------------------------------------------------------------------------	------

- The Corporation may engage in other business lines permitted by law.

Article 5. Business Scope and Operations

1. The Corporation is permitted to conduct business operations within the registered business lines stipulated in this Charter, having notified the business registration authority of any changes, and having publicly announced such information on the National Business Registration Portal.

2. The Corporation may engage in business activities in other sectors permitted by law and approved by the General Meeting of Shareholders

Chapter IV:

CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. Charter Capital:

a) The Charter Capital of the Corporation is 2,000,000,000,000 VND (in words: Two trillion Vietnam Dong). The Charter Capital is divided into 200,000,000 shares with a par value of 10,000 VND per share

Vốn điều lệ của Tổng công ty là 2.000.000.000.000 VNĐ (bằng chữ: Hai nghìn tỷ đồng). Vốn điều lệ của Tổng công ty được chia thành 200.000.000 cổ phần với mệnh giá là 10.000 VNĐ/cổ phần;

b) The Corporation may adjust its Charter Capital (increase or decrease) upon approval by the General Meeting of Shareholders and in accordance with applicable legal regulations.

2. Shares:

a) All shares of the Corporation as of the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in Article 12 and Article 13 of this Charter.

Ordinary shares may be utilized as underlying assets for the issuance of non-voting depository receipts, referred to as "underlying ordinary shares." Non-voting depository receipts carry economic benefits and obligations corresponding to the underlying ordinary shares, excluding voting rights.

b) The Corporation may issue other classes of preference shares, subject to the approval of the General Meeting of Shareholders and compliance with applicable legal regulations.

c) Ordinary shares cannot be converted into preference shares. Preference shares may be converted into ordinary shares upon approval by the General Meeting of Shareholders.c)

d) Offering of Shares:

- Offering of shares refers to the Corporation's act of increasing the number of authorized shares and selling such shares during its operation to increase its Charter Capital

- The offering of shares to increase Charter Capital shall be conducted in accordance with one of the methods stipulated in Clause 2, Article 123 of the Law on Enterprises, including

- (i) Offering shares to existing shareholders;
- (ii) Private placement of shares -
- (iii) Public offering of shares.

- The offering of shares by the Corporation shall be executed in accordance with Articles 123, 124, and 125 of the Law on Enterprises and prevailing legal regulations on securities

d) Sale of Shares

The Board of Directors shall determine the timing, method, and price for the sale of shares. The sale price shall not be lower than the market price at the time of offering or the book value of the shares at the most recent time, except as provided in Article 126 of the Law on Enterprises and subject to the approval of the General Meeting of Shareholders

e) Redemption of Shares

Pursuant to a decision of the General Meeting of Shareholders, the Corporation may redeem no more than 30% of the total ordinary shares already sold, in accordance with Article 133 of the Law on Enterprises. Shares redeemed by the Corporation under Articles 132 and 133 of the Law on Enterprises shall be deemed as unsold shares pursuant to Clause 4, Article 112 of the Law on Enterprises. The Corporation must complete procedures to adjust the reduction of its Charter Capital corresponding to the total par value of the redeemed shares within ten (10) days from the date of completion of payment for such redeemed shares, unless otherwise provided by securities laws

g) The Corporation may issue other types of securities upon the unanimous written approval of the General Meeting of Shareholders and in compliance with regulations on securities and the securities market

3. As of the date of adoption of this Charter, since the Corporation was converted from a One-Member Limited Liability Company wholly owned by the State into a Joint-Stock Company, it is not required to have "founding shareholders" as stipulated in Clause 1, Article 120 of the Law on Enterprises. The names, addresses, number of shares, and other details of shareholders are recorded in the Corporation's share register.

Article 7. Share Certificates

1. Shareholders of the Corporation shall be issued share certificates corresponding to the number and class of shares they own

2. A share certificate is a type of security certifying the legal rights and interests of the holder in a portion of the issuer's share capital. Such certificates must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within thirty (30) days from the date of submitting a complete dossier requesting the transfer of share ownership in accordance with the Corporation's regulations, or within two (02) months (or a longer period as may be specified in the issuance terms) from the date of full payment for the shares as stipulated in the Corporation's share issuance plan, the shareholder shall be issued a share certificate. Shareholders shall not be charged for the printing costs of share certificates or any other fees by the Corporation.

4. In the event a share certificate is lost, damaged, or destroyed, the shareholder shall be issued a replacement certificate upon their request. Such request must include the following details:

- a) Information regarding the share certificate that has been lost, damaged, or destroyed;
- b) A commitment to assume responsibility for any disputes arising from the issuance of the replacement certificate.

Article 8. Securities Certificates and Share Register

1. Bond certificates or other securities certificates of the Corporation (excluding offering letters, provisional certificates, and similar documents) shall be issued under the seal of the Corporation and bear the specimen signature of the Corporation's legal representative, unless otherwise provided by the terms and conditions of issuance.

2. Share Register:

a) The Corporation shall establish and maintain a share register from the date of issuance of its Enterprise Registration Certificate. Ordinary shareholders and other preference shareholders may be registered in separate books. The share register must contain at least the following information

- Name and head office address of the Corporation.
- Total number of authorized shares, classes of authorized shares, and the total number of authorized shares for each class
- Total number of sold shares for each class and the contributed capital value
- Name of the shareholder (arranged alphabetically), permanent address, nationality, identification card number (Citizen Identification Card, People's Identity Card, Passport, or other legal personal identification) for individual shareholders; enterprise registration number or establishment decision number and head office address for institutional shareholders; the number of shares of each class held by each shareholder, and the date of share registration.

b) The share register may be established and maintained in writing, in electronic data files, or both. The share register may be kept at the Corporation's head office or at another location, provided that the business registration authority and all shareholders are notified in writing. Shareholders have the right to inspect and receive a copy of the list of the Corporation's shareholders during working hours at the location where the share register is maintained

3. In the event of any change to a shareholder's permanent address, such shareholder must promptly notify the Corporation for the purpose of updating the share register. The Corporation shall not be held liable for any failure to contact a shareholder due to the shareholder's failure to notify the Corporation of their change of address

Article 9. Share Transfer

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

2. Shares that are not fully paid for shall not be transferable and shall not carry associated rights, including the right to receive dividends, voting rights, the right to receive shares issued to increase share capital from equity, or the right to subscribe to newly offered shares

3. Unless otherwise regulated by the Board of Directors (in compliance with the Law on Enterprises), all share transfers may be executed via written instruments in the customary form or by any other method acceptable to the Board of Directors. Listed or registered shares must be transferred through the Stock Exchange in accordance with the regulations of the State Securities Commission and the Stock Exchange. Transfer instruments must be signed by both the transferor and the transferee or their authorized representatives. The transferor shall remain the holder of the relevant shares until the name of the transferee is recorded in the share register (except where the transferor authorizes the transferee to attend the General Meeting of Shareholders held during that period in accordance with the Law on Enterprises)

4. In the event a shareholder is deceased or declared missing by competent state authorities, the heirs or the administrators of the estate of the deceased or missing person shall be recognized by the Corporation as the sole person(s) entitled to or having an interest in the shares; however, this shall not relieve the assets of the deceased or missing shareholder from any liabilities associated with any shares held by such person. In cases where the shares of a deceased or missing shareholder have no heirs, where the heirs refuse the inheritance, or are disinherited, such shares shall be settled in accordance with the provisions of civil law..

5. Shareholders have the right to donate a portion or all of their shares in the Corporation to other individuals or organizations, or to use shares for debt settlement. In such cases, the individual or organization receiving the shares through donation or debt settlement shall become a shareholder of the Corporation.

6. In the event a shareholder transfers only a portion of their shares, the original share certificate shall be canceled, and the Corporation shall issue new share certificates reflecting the number of shares transferred and the number of shares retained.

7. Individuals or organizations receiving shares in the cases specified in this Article shall only become shareholders of the Corporation from the time their information, as stipulated in Clause 2, Article 122 of the Law on Enterprises, is fully recorded in the share register.

Article 10. Forfeiture and Payment for Shares

1. In the event that a shareholder fails to pay the full amount due for subscribed shares in a timely manner, the Board of Directors shall notify the shareholder and is entitled to demand payment of the outstanding amount, together with accrued interest and any costs incurred by the Corporation as a result of such non-payment, in accordance with applicable regulations

2. The aforementioned payment notice shall clearly specify a new deadline for payment (being at least seven (07) days from the date of sending the notice) and the place of payment. The notice shall also explicitly state that failure to effect payment in accordance with the demand will result in the forfeiture of the unpaid shares

3. The Board of Directors is authorized to forfeit any shares that remain unpaid in full and on time if the demands set forth in the aforementioned notice are not satisfied.

4. If, following the specified deadline, a shareholder has failed to pay or has only partially paid for the subscribed shares, the following shall apply:

a) A shareholder who has failed to make full payment for all subscribed shares shall automatically cease to be a shareholder of the Corporation and shall not be permitted to transfer the right to subscribe for such shares to any other person;

b) A shareholder who has only partially paid for the subscribed shares shall be entitled to voting rights, dividends, and other rights corresponding to the number of shares actually paid for; however, such shareholder shall not be permitted to transfer the subscription right for the unpaid shares to any other person;

c) The unpaid shares shall be deemed as authorized but unsold shares. The Board of Directors may forfeit shares not paid for in full and on time if the demands in the notice specified in Clause 2 of this Article are not met, and shall decide on the subsequent course of action

5. Forfeited shares shall be treated as authorized shares as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may, directly or by authorization, sell, reallocate, or dispose of the forfeited shares to the original holder or other parties under such conditions and in such manner as the Board of Directors deems appropriate

6. Shareholders holding forfeited shares due to failure to pay or failure to pay in full for subscribed shares shall relinquish their status as shareholders regarding those shares, but shall remain liable for all related payments plus interest (calculated at the demand deposit interest rate in VND at the bank where the Corporation maintains its accounts) as of the time of forfeiture, as determined by the Board of Directors, from the date of forfeiture until the date of actual payment. The Board of Directors has the full authority to decide on the enforcement of full payment for the value of the shares at the time of forfeiture, or may waive or reduce all or part of such payment.

7. A notice of forfeiture shall be sent to the holder of the shares subject to forfeiture prior to the time of forfeiture. The forfeiture shall remain effective even in the event of any error or oversight in the delivery of such notice

8. Shareholders who have failed to pay or have not paid in full for their subscribed shares shall be liable for the total par value of the subscribed shares in relation to the financial obligations of the Corporation arising up to the time the shares are forfeited

Chapter V:

ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organizational, Governance, and Control Structure of the Corporation

The management, governance, and control structure of the Corporation shall comprise:

1. The General Meeting of Shareholders, which is the highest decision-making body of the Corporation

2. The Board of Directors, elected by the General Meeting of Shareholders, which is the management body of the Corporation. The Board of Directors has the full authority

to act on behalf of the Corporation to decide and exercise the rights and obligations of the Corporation that do not fall under the authority of the General Meeting of Shareholders.

3. The General Director, who oversees the day-to-day business operations of the Corporation. The General Director is subject to the supervision of the Board of Directors and is accountable to the Board of Directors and before the law for the exercise of delegated powers and the performance of assigned duties.

4. The Supervisory Board, elected by the General Meeting of Shareholders, which monitors the Board of Directors and the General Director in the management and operation of the Corporation. The Supervisory Board is accountable to the General Meeting of Shareholders for the performance of its assigned duties

Chapter VI:

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

a) To attend and speak at the General Meeting of Shareholders and to exercise their voting rights directly, through an authorized representative, or via other forms as prescribed by the Corporation's Charter and applicable laws. Each ordinary share shall carry one vote

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

c) To be entitled to a pre-emptive right to purchase newly issued shares in proportion to their respective ownership of ordinary shares in the Corporation;

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

d) To inspect, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; and to request amendments to their own inaccurate information;

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

g) To receive a portion of the remaining assets in proportion to their shareholding in the Corporation upon its dissolution or bankruptcy;

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

i) i) To be treated equitably. Each share of the same class shall grant its holder equal rights, obligations, and interests. In the event the Corporation issues preference shares, the rights and obligations associated with 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 Corporation in accordance with the law;

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

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

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

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

b) To inspect, look up, and extract the minutes book, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents involving the Corporation's trade secrets or business secrets;

c) To request the Supervisory Board to inspect specific issues related to the management and operation of the Corporation when deemed necessary. The request must be in writing and include: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code (or legal identification number) and head office address for institutional shareholders; the number of shares and date of registration of each shareholder, the total number of shares of the group and their ownership percentage in the Corporation's total shares; the issues to be inspected, and the purpose of the inspection;

d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Corporation at least three (03) working days prior to the opening date. The proposal must clearly state the shareholder's name, the number of shares of each class held, and the items proposed for the agenda;

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

3. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of such group formation prior to the opening of the General Meeting of Shareholders;

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

Article 13. Obligations of Shareholders

1. To comply with the Corporation's Charter and its internal regulations; to observe and implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. To attend the General Meeting of Shareholders and exercise voting rights through the following forms

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote at the meeting;
- c) Attending and voting via online meetings, electronic voting, or other electronic means;

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

3. To pay for subscribed shares in full and in accordance with regulations; not to withdraw ordinary share capital from the Corporation in any form, except where such shares are redeemed by the Corporation or purchased by others. In the event a shareholder withdraws a portion or all of the contributed share capital in violation of this Clause, such shareholder, along with the members of the Board of Directors and the Legal Representative of the Corporation, shall be jointly and severally liable for the debts and other liabilities of the Corporation within the limit of the value of the withdrawn shares and any resulting damages.

- 4. To provide an accurate address upon subscription for shares.

5. To maintain the confidentiality of information provided by the Corporation in accordance with the Corporation's Charter and applicable laws; to use the provided information solely for the purpose of exercising and protecting their legal rights and interests; the distribution, copying, or forwarding of information provided by the Corporation to other organizations or individuals is strictly prohibited

- 6. To fulfill other obligations as prescribed by law and this Charter

7. To bear personal liability when acting in the name of the Corporation 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) Settling undue debts when the Corporation faces potential financial risks.

8. Major shareholders shall fulfill the obligations of shareholders as prescribed by the Law on Enterprises and, in addition, must ensure compliance with the following:

- a) Major shareholders must not leverage their position to influence the rights and interests of the Corporation and other shareholders in violation of the law and the Corporation's Charter;

- b) Major shareholders have the obligation to disclose information in accordance with the law.

Article 14. The General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) shall comprise all shareholders with voting rights and shall be the highest decision-making body of the Corporation. The Annual General Meeting of Shareholders (AGM) shall be held once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the deadline for holding the AGM where necessary, provided that such extension does not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may convene Extraordinary General Meetings (EGM). The venue of the GMS is defined as the location where the chairman attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the AGM and select an appropriate venue. The AGM shall resolve matters as prescribed by law and this Charter, particularly the approval of the audited annual financial statements. In the event that the audit report on the Corporation's annual financial statements contains material qualified opinions, adverse opinions, or a disclaimer of opinion, the Corporation must invite representatives of the accredited audit firm that audited the Corporation's financial statements to attend the AGM, and such representatives shall be responsible for attending the Corporation's AGM.

3. The Board of Directors must convene an EGM in the following cases:

a) The Board of Directors deems it necessary for the interests of the Corporation;
b) The remaining number of members of the Board of Directors or the Supervisory Board falls below the minimum number required by law;

c) Upon request by a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing the sufficient signatures of the relevant shareholders, or be documented in multiple counterparts which collectively bear sufficient signatures of the relevant shareholders;

d) Upon request by the Supervisory Board;

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

4. Convocation of an EGM:

a) The Board of Directors must convene the GMS within thirty (30) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum required as specified in Point b, Clause 3 of this Article, or upon receipt of a request as specified in Point c and Point d, Clause 3 of this Article;

b) In the event the Board of Directors fails to convene the GMS as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the subsequent thirty (30) days, replace the Board of Directors in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) In the event the Supervisory Board fails to convene the GMS as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to demand that the Corporation's representative convene the GMS in accordance with the Law on Enterprises'

In this case, the shareholder or group of shareholders convening the GMS may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting the meeting, and issuing resolutions of the GMS. All costs for convening and conducting the GMS shall be reimbursed by the Corporation. These costs do not include expenses incurred by shareholders when attending the GMS, such as accommodation and travel expenses.

d) The procedures for organizing the GMS shall be implemented in accordance 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 (GMS) shall have the following rights and obligations:

a) To adopt the development orientation of the Corporation;

b) To decide on the classes of shares and the total number of authorized shares of each class; 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 the Supervisory Board;

d) To decide on investments or the sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the Corporation's most recent financial statements

d) To decide on amendments and supplements to the Corporation's Charter;

e) To approve the annual financial statements;

g) To decide on the redemption of more than 10% of the total sold shares of each class;

h) To consider and handle violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Corporation and its shareholders;

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

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

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

m) To approve the list of accredited audit firms; to select the accredited audit firm to conduct audits of the Corporation's operations, and to dismiss accredited auditors when deemed necessary;

n) Other rights and obligations as prescribed by law.

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

a) The annual business plan of the Corporation;

b) The audited annual financial statements;

c) The Board of Directors' report on corporate governance and the performance results of the Board and each of its members;

d) The Supervisory Board's report on the business results of the Corporation and the performance of the Board of Directors and the General Director;

d) The self-assessment report on the performance of the Supervisory Board 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 Supervisory Board;

h) The election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;

i) The budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k) The approval of the list of accredited audit firms and the selection of an accredited audit firm to conduct audits of the Corporation's operations when necessary;

l) Amendments and supplements to the Corporation's Charter;

m) The classes of shares and the number of newly issued shares for each class, and the transfer of shares by founding members within the first three (03) years from the Establishment Date;

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

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

p) Decisions on investments or the sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the Corporation's most recent financial statements;

q) Decisions on the redemption of more than 10% of the total sold shares of each class;

r) The execution of contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the total asset value of the Corporation recorded in the most recent financial statements;

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

t) Approval of the Internal Corporate Governance Regulations, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;

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

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

Article 16. Authorization for Attendance at the General Meeting of Shareholders

1. Individual shareholders and authorized representatives of institutional shareholders may attend the General Meeting of Shareholders in person or provide written authorization to one or several other individuals or organizations to attend. In the event an institutional shareholder has no authorized representative as stipulated in Clause 4 of this Article, it shall authorize another person to attend the General Meeting of Shareholders. An authorized proxy is not required to be a shareholder.

2. The designation of an authorized proxy must be made in writing using the Corporation's standard form and must bear signatures in accordance with the following regulations

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

b) Where an institutional shareholder is the authorizer, the power of attorney must be signed by the authorized representative, the legal representative of the institutional 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 authorization document during registration prior to entering the meeting hall.

3. Where a lawyer signs the designation of a representative on behalf of the authorizer, such designation shall only be deemed valid if it is presented together with the

power of attorney granted to the lawyer or a valid copy thereof (if not previously registered with the Corporation).

4. Institutional shareholders have the right to appoint one or several authorized representatives to exercise their shareholder rights in accordance with the law. If more than one authorized representative is appointed, the specific number of shares and votes authorized to each representative must be clearly defined. The appointment, termination, or change of an authorized representative must be notified in writing to the Corporation at the earliest possible time. The notice must contain the following primary details:

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 with the Corporation;

c) Full name, permanent address, nationality, and identification card, passport, or other legal personal identification number 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 as provided in Clause 3 of this Article, the voting ballot of an authorized proxy within the scope of authorization remains valid in any of the following events

a) The authorizer is deceased, has restricted civil capacity, or has lost civil capacity;

b) The authorizer has revoked the authorization;

c) The authorizer has revoked the authority of the person who executed the authorization. However, this provision shall not apply if the Corporation receives written notice of one of the aforementioned cases prior to the opening of the General Meeting of Shareholders or before the meeting is reconvened.

6. In the event that shares are transferred and the transferee becomes a shareholder of the Corporation during the period from the completion of the shareholder list to the opening date of the General Meeting of Shareholders, the transferee has the right to attend the General Meeting of Shareholders in place of the transferor in respect of the transferred shares

7. An authorized representative must satisfy the following criteria and conditions:

a) Having full civil act capacity;

b) Not being subject to a ban on the establishment and management of enterprises;

c) For shareholders that are State-owned Enterprises as stipulated in Clause 1, Article 88 of the Law on Enterprises, they shall not appoint the following relatives of the managers and of the persons authorized to appoint managers of the Corporation as their authorized representative: spouse, biological parents, adoptive parents, parents-in-law, biological children, adopted children, children-in-law, biological siblings, and siblings-in-law.

8. The responsibilities of an authorized representative for an organization or individual shall be performed in accordance with the Law, this Charter, and the Management Regulations of the appointing organization or the requirements of the authorizing individual.

9. A shareholder shall be deemed to have attended and voted at the General Meeting of Shareholders in the following cases:

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

Article 17. Variation of Rights

1. Any variation or abrogation of special rights attached to a class of preference shares shall take effect only upon approval by shareholders representing at least 65% of the total votes of all attending shareholders. A Resolution of the General Meeting of Shareholders involving changes that adversely affect the rights and obligations of preference shareholders shall only be adopted if it is approved by the attending preference shareholders of the same class who hold at least 75% of the total preference shares of that class, or approved by preference shareholders of the same class holding at least 75% of the total preference shares of that class in the event a resolution is adopted by via written solicitation of opinions

2. A meeting of shareholders holding a specific class of preference shares to approve the variation of rights as specified in Clause 1 of this Article shall be deemed valid only if there are at least two (02) shareholders (or their authorized representatives) present, holding at least one-third (1/3) of the total par value of the issued shares of that class. In the event the aforementioned quorum is not met, the meeting shall be reconvened within the subsequent thirty (30) days, at which time the holders of shares of that class (regardless of the number of persons or the number of shares) present in person or via authorized representatives shall be deemed to constitute a sufficient quorum. At such separate class meetings, the holders of shares of that class present in person or via representatives may demand a secret ballot. Each share of the same class shall carry equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate class meetings shall be implemented mutatis mutandis in accordance with the provisions of Article 19 and Article 20 of this Charter.

4. Unless otherwise provided by the terms of share issuance, special rights attached to classes of shares with preferential rights in respect of some or all matters concerning the distribution of profits or assets of the Corporation shall not be deemed varied by the further issuance of shares of the same class.

Article 18. Convocation, Agenda, and Notice of the General Meeting of Shareholders

1. The Corporation shall strictly comply with the sequence and procedures for convening the General Meeting of Shareholders (GMS) as prescribed by law, this Charter, and the internal regulations of the Corporation. The Corporation is responsible for disclosing information regarding the establishment of the list of shareholders entitled to attend the GMS at least twenty (20) days prior to the last registration date. The procedures for authorization and the preparation of letters of authorization for shareholders shall be set forth in the Corporation's Internal Corporate Governance Regulations.

2. The Board of Directors shall convene the GMS, or the GMS shall be convened in the cases specified in Point b or Point c, Clause 4, Article 14 of this Charter

3. The convener of the GMS shall perform the following duties:

a) Prepare a list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS shall be established no more than ten (10) days prior to the date of sending the meeting invitations;

b) Prepare the agenda and content of the meeting;

c) Prepare meeting documents in accordance with the law and the Corporation's regulations;

d) Draft the GMS resolution based on the proposed meeting content;

d) 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.

4. The notice of the General Meeting of Shareholders (GMS) shall be dispatched to all shareholders via a guaranteed delivery method and shall be concurrently made available on the Corporation's official website, as well as on the websites of the State Securities Commission and the Stock Exchange, in the event that the Corporation is listed or registered for trading. The convenor of the GMS is required to send meeting invitations to all shareholders entitled to attend, as listed, no later than twenty-one (21) days prior to the scheduled date of the GMS. This period is calculated from the date on which the notice is officially sent or delivered, with postage prepaid or placed in the mailbox. The agenda for the meeting and related documents concerning the matters to be voted upon shall be provided to shareholders and/or posted on the Corporation's website. Should the documents not be attached to the meeting notice, the invitation must explicitly state the URL link to the complete set of meeting documents, enabling shareholders to access them, including:

a) The meeting agenda and documents used during the meeting

b) The list and detailed information of candidates in the event of an election of members of the Board of Directors or the Supervisory Board;

c) Voting ballots;

d) Form for designating an authorized representative to attend the meeting;

d) Draft resolutions for each matter on the meeting agenda.

5. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the GMS agenda. The proposal must be made in writing and sent to the Corporation at least three (03) working days prior to the opening date of the GMS. The proposal must include the shareholder's full name, permanent address, nationality, and Citizen Identification Card/Identity Card/Passport or other legal personal identification number for individual shareholders; the name, enterprise code or establishment decision number, and head office address for institutional shareholders; the number and class of shares held by such shareholders, and the content of the proposal for the agenda.

6. In the event the convener of the GMS rejects a proposal related to Clause 5 of this Article, a written response stating the reasons must be provided no later than two (02) working days prior to the opening date of the GMS. The convener may only reject a proposal in any of the following cases:

a) The proposal is not submitted in accordance with Clause 5 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

c) The proposed matter does not fall within the scope of authority or decision-making power of the GMS;

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

7. The convener of the GMS is required to accept and incorporate the proposal outlined in Clause 5 of this Article into the provisional agenda and meeting content, except in cases specified in Clause 6 of this Article. The proposal shall be formally included in the agenda and meeting content upon approval by the GMS.

8. The Board of Directors or the person authorized to convene the GMS in the cases specified in Point b or Point c, Clause 4, Article 14 of this Charter must prepare draft resolutions for each matter on the meeting agenda.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted if the attending shareholders represent more than 50% of the total voting shares.

2. In the event that the quorum required under Clause 1 of this Article is not met for the first General Meeting of Shareholders, the convener shall cancel the meeting within thirty (30) minutes from the scheduled opening time. The General Meeting of Shareholders must be reconvened for a second time within thirty (30) days from the originally scheduled date of the first meeting. The reconvened second General Meeting of Shareholders shall be conducted only if the attending shareholders and authorized representatives represent at least 33% of the total voting shares.

3. In the event that the second General Meeting of Shareholders cannot be conducted due to the lack of a quorum as required under Clause 2 of this Article, within thirty (30) minutes from the scheduled opening time of the second meeting, a notice for the third General Meeting of Shareholders must be sent within twenty (20) days from the originally scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the number of attending shareholders or authorized representatives and shall be deemed valid with the authority to resolve all matters originally intended for approval at the first General Meeting of Shareholders.

4. Only the General Meeting of Shareholders has the authority to amend the meeting agenda attached to the meeting notice in accordance with Clause 3, Article 18 of this Charter..

Article 20. Procedures for Conducting and Voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Corporation shall conduct shareholder registration and shall continue the process until all eligible attending shareholders are registered, in accordance with the following sequence:

a) Upon registration, the Corporation shall issue a voting card to each shareholder or authorized representative entitled to vote, specifying the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting shares. The General Meeting of Shareholders (GMS) shall discuss and vote on each item in the agenda. Voting shall be conducted by selecting "for" (approval), "against" (disapproval), or "abstention" (no opinion). At the Meeting, voting cards for approval shall be collected first, followed by those for disapproval; finally, the total votes for and against shall be counted to determine the result. The voting results shall be announced by the Chairperson immediately before the closing of the meeting. The Meeting shall elect the persons responsible for vote counting or supervising the vote

counting based on the Chairperson's proposal. The number of members of the Scrutiny Committee shall be decided by the GMS upon the Chairperson's recommendation;

b) Shareholders, authorized representatives of institutional shareholders, or proxies who arrive after the opening of the meeting are entitled to register immediately and subsequently participate in and vote at the meeting. The Chairperson is not required to delay the meeting for latecomers, and the validity of matters previously voted upon shall remain unaffected.

2. The election of the Chairman, Secretary, and Scrutiny Committee is regulated as follows:

a) The Chairman of the Board of Directors shall chair the meeting or authorize another member of the Board of Directors to chair the GMS convened by the Board. In the event the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on a majority principle. If no Chairman is elected, the Head of the Supervisory Board shall preside over the election by the GMS of a Chairman from among the attendees, and the person with the highest number of votes shall chair the meeting;

b) Except as provided in Point (a) of this Clause, the person who signed the convocation of the GMS shall preside over the election of a Chairman, and the person with the highest number of votes shall chair the meeting;

c) The Chairman shall appoint one or more persons to act as the Secretary of the meeting

d) The GMS shall elect one or more persons to the Scrutiny Committee based on the Chairperson's proposal.

3. The meeting agenda and content must be approved by the GMS during the opening session. The agenda must clearly and specifically define the time allocated for each item.

4. The Chairman of the Meeting has the right to implement necessary and reasonable measures to conduct the GMS in an orderly manner, in accordance with the approved agenda, and to reflect the will of the majority of the attendees:

a) Arrange seating at the meeting venue;

b) Ensure the safety of all persons present at the meeting venues;

c) Facilitate shareholders' attendance (or continued attendance) at the Meeting. The convener of the GMS has full authority to vary the above measures and apply all necessary actions, which may include the issuance of entry permits or other selective methods.

5. The GMS shall discuss and vote on each item in the agenda. Voting shall be conducted by selecting "for", "against", or "abstention". The voting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized proxies arriving after the meeting has opened may still register and shall have the right to vote immediately upon registration; in such cases, the validity of matters previously voted upon shall remain unaffected.

7. The convener or the Chairperson of the GMS has the following rights:

a) To require all attendees to undergo inspection or other legal and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the GMS any persons who fail to comply with the Chairperson's direction, 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 GMS for which a sufficient quorum has registered for a maximum of three (03) working days from the scheduled opening date, and may only adjourn the meeting or change the venue in the following cases:

- a) The venue does not have sufficient suitable seating for all attendees;
- b) Communication facilities at the venue are inadequate for shareholders to participate, discuss, and vote;
- c) Attendees obstruct or disrupt order, posing a risk that the meeting may not be conducted fairly and legally.

9. In the event the Chairperson adjourns or suspends a GMS in violation of Clause 8 of this Article, the GMS shall elect another person from among the attendees to replace the Chairperson and conduct the meeting until its conclusion; all resolutions approved at such meeting shall be valid and effective.

10. In the event the Corporation utilizes modern technology to organize the GMS via online conference, the Corporation is responsible for ensuring that shareholders can attend and vote through electronic voting or other electronic forms as prescribed by Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020.

Article 21. Approval of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority by way of voting at meetings or by seeking written opinions.

2. Resolutions of the General Meeting of Shareholders regarding the following matters must be adopted by way of voting at a General Meeting of Shareholders:

- a) Amendments and supplements to the contents of the Corporation's Charter;
- b) Development orientations of the Corporation (short-term and long-term development plans);
- c) Classes of shares and the total number of authorized shares of each class;
- d) Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
- d) Decisions on investment in or sale of the Corporation's assets, or purchase transactions executed by the Corporation, with a value equal to or exceeding 35% of the total asset value of the Corporation recorded in the most recent audited financial statements;
- e) Decisions on capital contribution to or purchase of shares in other enterprises with a total value equal to or exceeding 35% of the total asset value of the Corporation recorded in the most recent audited financial statements;

- g) Approval of the audited annual financial statements;
- h) Reorganization, dissolution, or bankruptcy of the Corporation.

3. Resolutions on the following matters shall be adopted when approved by shareholders representing at least 65% of the total votes of all attending shareholders present in person or via authorized representatives:

- a) Classes of shares and the total number of shares of each class offered for sale;
- b) Changes to business lines and sectors;
- c) Changes to the management and operational structure of the Corporation as prescribed in Article 137 of the Law on Enterprises;

d) Decisions on investment in or sale of the Corporation's assets, or purchase transactions executed by the Corporation or its branches, with a value equal to or exceeding 35% of the total asset value of the Corporation recorded in the most recent audited financial statements;

d) Decisions on capital contribution to or purchase of shares in other enterprises with a total value equal to or exceeding 35% of the total asset value of the Corporation recorded in the most recent audited financial statements;

e) Reorganization, dissolution, or bankruptcy of the Corporation;

g) Amendments and supplements to the contents of the Corporation's Charter.

4. Resolutions on other matters within the authority of the General Meeting of Shareholders (except for matters specified in Clauses 3, 5, and 7 of this Article) shall be adopted when approved by shareholders representing more than 50% of the total votes of all attending shareholders present in person or via authorized representatives.

5. The election of members of the Board of Directors and the Supervisory Board shall be conducted by way of cumulative voting as prescribed in Article 42 of this Charter.

6. Resolutions and Decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting within fifteen (15) days from the date of adoption, or posted on the Corporation's website.

7. A Resolution of the General Meeting of Shareholders on matters that adversely affect the rights and obligations of preference shareholders shall only be adopted if it is approved by the attending preference shareholders of the same class holding at least 75% of the total preference shares of that class, or approved by preference shareholders of the same class holding at least 75% of the total preference shares of that class in the event a resolution is adopted via written solicitation of opinions.

8. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be deemed legal and effective even if the sequence and procedures for adopting such resolutions were not performed in strict accordance with regulations.

Article 22. Authority and Procedures for Seeking Shareholder Opinions via Written Instruments to Adopt Resolutions of the General Meeting of Shareholders

1. The Board of Directors has the right to solicit shareholder opinions via written instruments to adopt resolutions of the General Meeting of Shareholders at any time deemed necessary for the interests of the Corporation (except for matters specified in Clause 2, Article 21 of this Charter, which must be resolved by voting at a General Meeting of Shareholders). In the event a resolution is adopted via written solicitation of opinions, the Resolution of the General Meeting of Shareholders shall be deemed passed if approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.

2. The Board of Directors must prepare the opinion forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The opinion forms, together with the draft resolutions and supporting documents, must be sent by a guaranteed delivery method to the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and disclosed to shareholders within a reasonable period for consideration and voting, and no later than fifteen (15) days prior to the deadline for returning the opinion forms. The requirements and methods for

sending opinion forms and attached documents shall comply with Clause 4, Article 18 of this Charter.

3. The opinion form must contain the following primary details:

- a) Name, head office address, enterprise code, date of issuance of the Enterprise Registration Certificate, and place of business registration of the Corporation;
- b) Purpose of seeking opinions;
- c) Full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code (or legal identification number) and head office address for institutional shareholders, or full name, contact address, nationality, and legal identification number of the authorized representative of the institutional shareholder; number of shares of each class and the number of voting shares held by the shareholder;
- d) Matter(s) requiring opinions for the adoption of a resolution;
- d) Voting options, including "for", "against", and "abstentions" for each matter being solicited;
- e) Deadline for returning the completed opinion forms to the Corporation;
- g) Full name and signature of the Chairman of the Board of Directors;
- h) The completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder.

4. Shareholders may return their completed opinion forms to the Corporation via mail, fax, or email in accordance with the following regulations:

- a) Via mail: Opinion forms sent to the Corporation must be placed in a sealed envelope, and no person is permitted to open the envelope prior to the counting of votes;
- b) Via fax or email: Opinion forms sent to the Corporation via fax or email must be kept confidential until the time of vote counting;
- c) Opinion forms returned to the Corporation after the deadline specified in the form, or those that have been opened (in case of mail) or disclosed (in case of fax or email) prior to the official counting time, shall be deemed invalid. Opinion forms that are not returned shall be considered as not participating in the vote.

5. The Board of Directors shall organize the vote counting and prepare the minutes of vote counting under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Corporation. The minutes of vote counting must include the following primary details:

- a) Name, head office address, enterprise code, date of issuance of the Enterprise Registration Certificate, and place of business registration;
- b) Purpose and matters requiring opinions for the adoption of the resolution;
- c) Number of shareholders and the total number of voting shares involved in the vote, distinguishing between valid and invalid votes and the method of vote submission, accompanied by an appendix listing the participating shareholders;
- d) Total number of votes for, against, and abstentions for each matter;
- d) Matters approved and the corresponding approval percentage
- e) Full name and signature of the Chairperson of the Board of Directors, the vote counters, and the vote counting supervisors.

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

6. The minutes of vote counting and the resolution must be disclosed on the Corporation's website within twenty-four (24) hours from the conclusion of the vote counting.

7. Completed opinion forms, the minutes of vote counting, the full text of the adopted resolution, and relevant documents sent with the opinion forms must be archived at the Corporation's head office.

8. Resolutions and decisions adopted via the written solicitation of shareholder opinions shall have the same legal validity as resolutions and decisions adopted at a 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 the minutes and may also 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 primary details:

- 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 Chairman and the Secretary;
- d) A summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter in the agenda;
- e) The number of shareholders and the total number of votes of attending shareholders; an appendix listing the registered shareholders and authorized representatives present, with their corresponding number of shares and votes;
- g) The total number of votes for each matter, clearly specifying the voting method, the total number of valid and invalid votes, and the number of votes "for," "against," and "abstentions"; and the corresponding percentage of the total votes of attending shareholders;
- h) Matters that have been approved and the corresponding approval percentage;
- i) Full names and signatures of the Chairman and the Secretary. In the event the Chairman or the Secretary refuses to sign the minutes, such minutes shall be valid if signed by all other attending members of the Board of Directors and containing all information required under this Clause. The minutes must clearly state the refusal of the Chairman or the Secretary to sign

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and the Secretary, or any other persons signing the minutes, shall be jointly and severally liable for the integrity and accuracy of the contents therein.

3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese and the foreign language versions, 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 to attend the meeting, 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 Corporation's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

1. Within ninety (90) days from the date of receipt of a resolution or the minutes of the General Meeting of Shareholders, or the minutes of the vote counting results via written solicitation of opinions, shareholders or groups of shareholders as specified in Clause 2, Article 12 of this Charter have the right to request a Court or Arbitration to consider and annul the resolution or a part thereof in the following cases:

a) The sequence and procedures for convening the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Corporation's Charter, except for the case specified in Clause 8, Article 21 of this Charter;

b) The sequence and procedures for adopting the resolution or the content of the resolution violate the law or this Corporation's Charter.

2. In the event a resolution of the General Meeting of Shareholders is annulled by a decision of a Court or Arbitration, the convener of the annulled meeting may consider reorganizing the General Meeting of Shareholders within fifteen (15) days in accordance with the sequence and procedures stipulated in the Law on Enterprises and this Charter.

Chapter VII: 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 Corporation shall disclose information related to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Corporation's website to enable shareholders to research the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the integrity and accuracy of their disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Corporation if elected. The disclosed information relating to a candidate for the Board of Directors shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other management positions (including Board positions in other companies);
- e) Interests related to the Corporation and its related parties;
- f) Other information (if any) as prescribed in the Corporation's Charter;
- g) When the Corporation is a public company, it shall be responsible for disclosing information regarding the companies in which the candidate currently holds a Board position, other management positions, and any interests of the candidate related to the Corporation (if any).

2. Introduction and Nomination to the Board of Directors

Shareholders have the right to aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate; from 20% to less than 50% is entitled to nominate a maximum of two (02) candidates; from 50% to less than 65% is entitled to nominate a maximum of three (03) candidates; and from 65% or more is entitled to nominate the full required number of candidates.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy remains 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 Corporation's Charter, the Internal Corporate Governance Regulations, and the Operational Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly 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 Corporation's Charter.

Article 26. Number, 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), who shall be elected, dismissed, or removed by the General Meeting of Shareholders.

2. The term of office of the Board of Directors shall be five (05) years. The term of office of a member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms. An individual shall not be elected as an Independent Member of the Board of Directors of the Corporation for more than two (02) consecutive terms. In the event a member is elected as a supplement or replacement for a member who is dismissed or removed during a term, the term of office of such member shall be the remaining duration of the Board of Directors' term. A member of the Board of Directors is not required to hold shares of the Corporation.

3. The Board of Directors of the term that has just expired shall continue its activities until a new Board of Directors is elected and takes over the work.

4. Composition of the Board of Directors:

a) For the Corporation prior to being listed: The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors;

b) For the Corporation when listed: The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors;

c) The composition of the Board of Directors shall ensure a balance among members with expertise and experience in law, finance, and the Corporation's business sectors, and shall take gender factors into consideration.

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

a) No longer satisfying the criteria for a member of the Board of Directors as prescribed by the Law on Enterprises or being prohibited by law from acting as a member of the Board of Directors;

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

c) Losing or having restricted civil act capacity;

d) Being absent and not participating in meetings of the Board of Directors for six (06) consecutive months without the Board of Directors' permission, and the Board of Directors has resolved that such person's position is vacant, except in cases of force majeure;

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

e) No longer being the authorized representative of an institutional shareholder by decision of such institution;

g) Being the authorized representative of an institutional shareholder, but such institution is no longer a shareholder of the Corporation;

h) Pursuant to a resolution of the General Meeting of Shareholders;

i) Providing false personal information when submitting candidacy for the Board of Directors to the Corporation;

k) Other cases as prescribed by law.

6. The Board of Directors may appoint a new member to fill any unexpected vacancy on the Board of Directors, and such appointment must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment shall be deemed effective as of the date of the Board of Directors' appointment. The term of office of the newly appointed member shall commence on the effective date of the appointment and end upon the expiration of the Board of Directors' term. If the appointment is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors made prior to the General Meeting of Shareholders, with the participation of the replacement member, shall remain valid.

7. The appointment of members of the Board of Directors must be disclosed in accordance with the regulations on securities and the securities market.

Article 27. Rights and Obligations of the Board of Directors

1. The business operations and affairs of the Corporation shall be subject to the supervision or direction of the Board of Directors. The Board of Directors is the management body of the Corporation and has full authority to make decisions in the name of the Corporation, and to exercise the rights and perform the obligations of the Corporation, except for matters falling within the authority of the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising and directing the General Director and other managers and executives in the daily business operations of the Corporation

3. The rights and obligations of the Board of Directors shall be prescribed by law, this Charter, the internal regulations of the Corporation, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

a) Define operational objectives based on the strategic goals approved by the General Meeting of Shareholders;

b) Decide on the strategy, medium-term development plans, and annual business plans of the Corporation;

c) Elect, dismiss, or remove the Chairperson of the Board of Directors; appoint, dismiss, remove, sign contracts with, terminate contracts with, reward, discipline, retire, and determine the salary, remuneration, bonuses, and other benefits for the General Director and other management and executive positions, in accordance with the Management Regulations of the Corporation and upon the General Director's proposal; designate authorized representatives to exercise ownership rights over shares or capital contributions in other companies, and determine their remuneration and other benefits. However, the removal of managers or executives of the Corporation must not infringe upon their contractual rights (if any);

d) Decide on capital contributions to or the purchase of shares in other enterprises with a total value of less than 35% of the total asset value recorded in the Corporation's most recent audited financial statements, upon the General Director's proposal;

d) Determine the organizational structure and internal management regulations of the Corporation. Decide on establishing subsidiaries, branches, and representative offices. Propose reorganization, dissolution, or bankruptcy of the Corporation, and submit the Internal Corporate Governance Regulations for approval by the General Meeting of Shareholders within its authority. Approve decisions on reorganization, dissolution, or transformation, and finalize the Internal Corporate Governance Regulations after obtaining the General Meeting of Shareholders' approval.

e) Resolve complaints filed by the Corporation against managers or executives and designate representatives of the Corporation to handle legal proceedings against such individuals;

g) Recommend the classes of shares and the total number of shares to be issued for each class; decide on the offering of new shares within the limit of authorized shares for each class; decide on raising additional capital in other forms; decide on the schedule for mobilizing the Corporation's charter capital; decide on the buyback of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

h) Recommend the issuance of bonds, convertible bonds, and warrants; decide on the offering price of bonds, shares, and convertible securities in cases where authorized by the General Meeting of Shareholders;

i) Propose annual dividend rates and determine interim dividends; organize dividend payments; decide on the timeline and procedures for dividend payment or the settlement of losses incurred during business operations;

k) Decide on investment plans and investment projects within the authority and limits prescribed by this Charter and the Law on Enterprises;

l) Decide on market development, marketing, and technology solutions;

m) Approve contracts and transactions between the Corporation and related parties as prescribed in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% of the total asset value recorded in the most recent audited financial statements of the Corporation, except for those falling within the authority of the General Meeting of Shareholders. The representative of the Corporation signing such contracts must notify members of the Board of Directors and the Supervisory Board of the related parties and provide the draft contract or key terms of the transaction. The Board of Directors shall

decide on the approval within fifteen (15) days from receipt of the notification; interested members shall have no voting rights;

n) Approve contracts for purchase, sale, borrowing, lending, and other contracts with a value equal to or exceeding 35% of the total asset value recorded in the most recent audited financial statements of the Corporation. This provision shall not apply to contracts and transactions specified in Point (r), Clause 2, Article 15 of this Charter, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

o) Decide on the investment in or sale of assets of the Corporation with a value of less than 35% of the total asset value recorded in the most recent audited financial statements;

p) Decide on contracts or transactions involving borrowing, lending, or the sale of assets with a value equal to or less than 10% of the total asset value recorded in the most recent financial statements between the Corporation and shareholders holding 51% or more of the total voting shares or their related persons;

q) Approve the agenda and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or solicit written opinions for the adoption of resolutions;

r) Submit audited annual financial statements to the General Meeting of Shareholders;

s) Report the Board's appointment of the General Director to the General Meeting of Shareholders;

t) Be provided with information and documents regarding the financial status and business operations of the Corporation and its subordinate units (if any);

u) Other rights and obligations as prescribed.

4. The following matters must be approved by the Board of Directors:

a) Establishment of branches or representative offices; establishment of subsidiaries (if any);

b) Within the scope of Clause 2, Article 153 of the Law on Enterprises—and except for cases requiring approval by the General Meeting of Shareholders under Point (d), Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises—the Board of Directors shall from time to time decide on the execution, amendment, and termination of the Corporation's contracts;

c) Appointment and removal of persons authorized by the Corporation to act as commercial representatives and legal counsel of the Corporation;

d) Borrowing and the execution of mortgages, security interests, guarantees, and indemnities of the Corporation;

d) Investments not included in the business plan and budget, or those exceeding planned values by more than ten percent (10%);

e) The purchase or sale of shares or capital contributions in other companies as specified in Point (d), Clause 3 of this Article;

g) Valuation of non-cash assets contributed to the Corporation related to the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;

h) The buyback or redemption of no more than ten percent (10%) of each class of shares, including the purchase or redemption price;

i) Business matters or transactions that the Board of Directors determines require its approval within its scope of authority and responsibility;

k) Decision on the price for share buybacks, redemptions, or the selling price of shares.

5. The Board of Directors shall report its performance to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020.

6. The Board of Directors may delegate authority to subordinate officers and managers to act on behalf of the Corporation, unless otherwise prescribed by law.

7. The Board of Directors shall adopt decisions by voting at meetings, soliciting written opinions, or other forms as prescribed in the Operational Regulations of the Board of Directors. Each member shall have one (01) vote.

8. In performing its functions and duties, the Board of Directors shall comply with the law, this Charter, and resolutions of the General Meeting of Shareholders. In the event a decision adopted by the Board of Directors is contrary to the law or this Charter, causing damage to the Corporation, the members who approved such decision shall be jointly and severally liable and must personally compensate the Corporation; members who opposed the decision shall be exempt from liability. In such cases, shareholders have the right to request the Court to suspend or annul the aforementioned resolution or decision.

Article 28. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors

1. The Corporation is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to professional remuneration and bonuses. Such remuneration shall be calculated based on the number of working days required to fulfill their duties and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on a consensus basis. The total package of salaries, remuneration, and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the Annual General Meeting

3. The remuneration of each member of the Board of Directors shall be recorded as an operating expense of the Corporation in accordance with corporate income tax laws, presented as a separate item in the Corporation's annual financial statements, and must be reported to the General Meeting of Shareholders at the Annual General Meeting.

4. Members of the Board of Directors holding executive positions, serving on sub-committees of the Board, or performing tasks beyond the ordinary scope of duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee, 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, accommodation, meals, and other reasonable expenses incurred in the performance of their duties as Board members, including expenses arising from attending General Meetings of Shareholders, meetings of the Board of Directors, or its sub-committees.

6. The Corporation may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from a member's breach of the law or the Corporation's Charter.

Article 29. Chairman of the Board of Directors

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

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

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

- a) Formulate the operational programs and plans of the Board of Directors;
- b) Prepare the agenda, contents, and documents for meetings; convene and preside over meetings of the Board of Directors as the Chairperson;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of the Board of Directors' resolutions and decisions;
- d) Chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Corporation's Charter.

4. In the event the Chairman 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 or the date of dismissal or removal.

5. In the event 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 cases where no authorized representative is designated, or the Chairperson is deceased, missing, held in temporary detention, serving a prison sentence, subject to administrative sanctions at mandatory detoxification or educational establishments, absconding 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, the remaining members shall elect one person among them to hold the position of Chairperson on the principle of majority vote until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. Meeting to elect the Chairman.

The Chairman shall be elected during the first meeting of the Board of Directors' term within seven (07) working days from the conclusion of the Board's election. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest voting ratio. In the event more than one member holds the same highest and equal votes or voting ratio, the members shall elect a person among them to convene the meeting on a majority principle.

2. Regular Meetings

The Board of Directors shall meet at least once per quarter

3. Extraordinary Meetings

The Chairman must convene an extraordinary meeting of the Board of Directors when deemed necessary for the interests of the Corporation, and such meeting shall not be delayed without justifiable reason, upon the written request of any of the following parties stating the purpose of the meeting and the matters to be discussed:

a) Upon request of the Supervisory Board or the Independent Member(s) of the Board of Directors;

b) Upon request of the General Director or at least five (05) other executives;

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

d) Other cases as prescribed by the Corporation's Charter.

The request must be made in writing, clearly stating the objectives, the matters to be discussed, and the decisions within the authority of the Board of Directors.

4. The Board of Directors meetings specified in Clause 3 of this Article must be conducted by the Chairman within seven (07) days following the proposal. In the event the Chairman refuses to convene the meeting as requested, the Chairman shall be liable for any damages caused to the Corporation; the requesters mentioned in Clause 3 of this Article may themselves convene the meeting of the Board of Directors.

5. Upon request of an approved auditing firm performing the audit of the Corporation's financial statements in accordance with the law, the Chairman must convene a Board meeting to discuss the audit report and the Corporation's status.

6. Venue.

Meetings of the Board of Directors shall be conducted at the Corporation's head office or at another location in Vietnam as decided by the Chairman and with the consensus of the Board of Directors.

7. Notice and Agenda.

a) Notice of a Board meeting must be sent to the members and the Inspectors at least five (05) working days prior to the meeting date, and may also be sent to the General Director if he/she is not a Board member. Members may refuse the meeting notice in writing, and such refusal may be changed or revoked in writing by that member. The notice must be made in writing in Vietnamese, specifying the full agenda, time, and venue, accompanied by necessary documents regarding matters to be discussed and voted upon, along with voting forms;

b) The notice shall be sent by invitation letter, telephone, fax, email, or other means, provided that it reaches the registered contact address of each member and Inspector.

8. Quorum.

a) A Board meeting convened under the first notice shall be conducted when at least three-quarters (3/4) of the total members are present in person or through an authorized representative (if the majority of the members so agree);

b) If the quorum is not met under Point (a), a second meeting must be convened within seven (07) days from the initial date. In this case, the meeting shall proceed if more than half (1/2) of the members are present;

c) If the quorum is still not met, a third meeting shall be reorganized on the next working day at the same time and venue; in this instance, the meeting shall always be deemed valid regardless of the number of attending members.

9. Voting.

a) Except as provided in Point (b) of this Clause, each member or authorized representative present in person at the meeting shall have one (01) vote;

b) A member shall not vote on contracts, transactions, or proposals in which such member or their related persons have an interest that conflicts or may conflict with the interests of the Corporation. Such member shall not be counted toward the quorum for resolutions they are not entitled to vote on;

c) Pursuant to Point (d) of this Clause, if an issue arises regarding a member's level of interest or voting rights that is not resolved by voluntary waiver, the matter shall be referred to the Chairperson of the meeting. The Chairperson's ruling shall be final and binding, except where the nature or scope of the member's interest has not been fully disclosed;

d) A member who benefits from a contract as specified in Points (a) and (b), Clause 6, Article 44 of this Charter shall be deemed to have a significant interest in that contract;

d) Inspectors and the General Director (if not a Board member) have the right to attend and discuss at meetings but are not entitled to vote..

10. Disclosure of Interests.

A member who directly or indirectly benefits from a contract or transaction already signed or intended to be signed with the Corporation, and is aware of such interest, must disclose this interest at the first Board meeting where the matter is discussed. If the member was unaware of the interest at the time of signing, the disclosure must be made at the first Board meeting organized after they become aware of the interest.

11. Majority Voting.

Board decisions shall be adopted if approved by a majority (over 50%) of the attending members. In the event of a tie, the final decision shall belong to the side with the opinion of the Chairman.

12. Absentee Voting.

Members not attending in person may vote via written ballot, electronic voting, or other electronic forms. Written ballots must be placed in a sealed envelope and delivered to the Chairman at least one hour before the opening. Ballots shall only be opened in the presence of all attendees.

13. Online Meetings or Other Forms.

Board meetings may be held via teleconference among members when they are at different locations, provided that each participant can:

a) Hear every other participating member speaking in the meeting;

b) Address all other participants simultaneously. Discussions may take place via telephone or other communication means. Members participating this way are deemed "present." The venue shall be where the largest group of members is gathered, or if no such group exists, where the Chairperson of the meeting is located.

Decisions adopted in a duly held online meeting shall be effective upon conclusion but must be confirmed by signatures in the minutes of all attending members.

14. Written Resolutions.

A resolution by way of written solicitation of opinions shall be adopted based on the approval of the majority of members entitled to vote. Such resolution shall have the same effect and validity as one adopted at a meeting convened and held in the usual manner.

15. Meeting Minutes.

The Chairman is responsible for sending the minutes to members. These minutes shall serve as authentic evidence of the proceedings unless an objection is raised within ten (10) days of sending. Minutes shall be prepared in Vietnamese and may be prepared in English, containing primary details as per Article 158 of the Law on Enterprises, and must be signed by all attending members and the secretary. Meetings may be recorded and stored in other electronic forms.

16. Invited Observers.

The Corporate Governance Officer (Secretary), General Director, Inspectors, other executives (if not Board members), and third-party experts may attend Board meetings upon invitation but are not entitled to vote unless they hold voting rights as a Board member.

Article 31. Sub-committees of the Board of Directors

1. The Board of Directors may establish subordinate sub-committees to be in charge of development policy, personnel, remuneration, and internal control. Each sub-committee shall consist of at least three (03) members, including members of the Board of Directors and external members as decided by the Board of Directors. Independent members and/or non-executive members of the Board of Directors must constitute a majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operations of these sub-committees must comply with the regulations set forth by the Board of Directors. Resolutions of a sub-committee shall only take effect if the majority of members attending and voting at the sub-committee meeting are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors or its subordinate sub-committees must comply with current legal regulations, the Corporation's Charter, and the Internal Corporate Governance Regulations.

Article 32. Person in charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) person to serve as the Person in charge of Corporate Governance to support the effective implementation of the Corporation's governance activities. The Person in charge of Corporate Governance shall concurrently serve as the Corporation Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises. The term of office for the Person in charge of Corporate Governance shall be determined by the Board of Directors, with a maximum term of five (05) years.

2. The Person in charge of Corporate Governance must satisfy the following criteria:

- a) Possess knowledge of the law;
- b) Must not concurrently work for the independent auditing firm currently auditing the Corporation's financial statements;
- c) Have a profound understanding of the business operations and internal governance of the Corporation; possess synthesis skills and proficiency in 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 dismiss the Person in charge of Corporate Governance when necessary, provided that such dismissal is not in violation of current labor laws.

4. The Person in charge of Corporate Governance has the following rights and obligations:

- a) Advise the Board of Directors on the organization of the General Meeting of Shareholders in compliance with regulations and handle related matters between the Corporation and its shareholders;

- b) Prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c) Advise on meeting procedures;
- d) Attend meetings;
- e) Advise on procedures for formulating resolutions of the Board of Directors in accordance with the law;
- g) Provide financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and the Inspectors;
- h) Supervise and report to the Board of Directors and the Supervisory Board on the Corporation's information disclosure activities;
- h) Act as the focal point of contact with stakeholders;
- i) Ensure the confidentiality of information in accordance with the law and the Corporation's Charter;
- k) Be entitled to remuneration (allowances) as prescribed by the Corporation's Internal Management Regulations and/or decisions of the Board of Directors;
- l) Other rights and obligations as prescribed by law and the Corporation's Charter.

Chapter VIII: THE GENERAL DIRECTOR AND OTHER EXECUTIVES OF THE CORPORATION

Article 33. Organization of the Management Apparatus

The Corporation shall establish and promulgate a management system to ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Corporation. The Corporation shall have a General Director, a number of Deputy General Directors, a Chief Accountant, and other executive positions appointed or dismissed by the Board of Directors in accordance with the Corporation's Management Regulations. The appointment and dismissal of the aforementioned positions must be implemented through duly adopted resolutions of the Board of Directors. The General Director and Deputy General Directors of the Corporation may concurrently serve as members of the Board of Directors.

Article 34. Executives of the Corporation

1. Upon the proposal of the General Director and the approval of the Board of Directors, the Corporation is entitled to recruit and employ other executives in such number and with such qualifications as are consistent with the corporate structure and management mechanisms prescribed by the Board of Directors. The Corporation's executives must exercise the necessary due diligence to ensure that the Corporation's operations and organization achieve the established objectives.

2. The salary, remuneration, benefits, and other policies and regimes for the General Director of the Corporation shall be decided by the Board of Directors.

3. The salary, remuneration, benefits, and other terms in the labor contracts for other executives shall be decided by the Board of Directors based on the proposal of the General Director.

4. The salaries of the General Director and other executives of the Corporation shall be recorded as operating expenses of the Corporation in accordance with corporate

income tax laws, presented as a separate item in the Corporation's annual financial statements, and must be reported at the Annual General Meeting of Shareholders.

Article 35. Appointment, Dismissal, Duties, and Powers of the General Director

1. Appointment.

The Board of Directors shall appoint a member of the Board or another individual as the Corporation's General Director and shall enter into a contract specifying the salary, remuneration, benefits, and other related terms. Information regarding the salary, remuneration, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders and disclosed in the Corporation's Annual Report.

2. Term of Office.

The term of office of the General Director shall be five (05) years, unless otherwise stipulated by the Board of Directors, and the incumbent may be re-appointed. The appointment may be terminated in accordance with the provisions of the Labor Contract (if any).

3. Qualifications.

a) The General Director must satisfy the criteria set forth in Article 64 of the Law on Enterprises and must not be prohibited by law from holding this position, including: minors, persons lacking civil act capacity, persons sentenced to imprisonment or currently serving a prison sentence, personnel of the armed forces, state officials and civil servants, and persons adjudicated to have caused the bankruptcy of a company they previously led;

b) Other qualifications as prescribed by law.

4. Powers and Duties.

a) Execute resolutions and decisions of the Board of Directors and the General Meeting of Shareholders; organize the implementation of the business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

b) Decide on all matters relating to the daily business operations of the Corporation within the authority of the General Director and which do not fall under the authority of the Board of Directors. On behalf of the Corporation, execute contracts, financial and commercial transactions within the delegated authority, or those approved by the Board of Directors or the General Meeting of Shareholders in accordance with this Charter; organize and manage daily production and business activities following best management practices;

c) Propose to the Board of Directors the appointment, dismissal, removal, execution or termination of contracts, commendation, discipline, retirement, and determination of salaries for Deputy General Directors, the Chief Accountant, and other executives as per the Corporation's Management Regulations; and designate or remove representatives managing the Corporation's capital in other enterprises;

d) Decide on the appointment, dismissal, removal, commendation, discipline, salary ranking, and retirement of personnel whose positions do not require approval by the Board of Directors (for positions requiring Board approval, decisions shall only be made after reporting to and obtaining approval from the Board of Directors);

d) Consult with the Board of Directors to decide on the Corporation's headcount. Recruit, execute labor contracts, assign, determine salaries and allowances (if any), commend, discipline, retire, or terminate employees in accordance with labor laws and the Corporation's regulations;

e) Propose to the Board of Directors the establishment, reorganization, or dissolution of subsidiaries, branches, and representative offices; capital contributions or share purchases in other enterprises; propose internal management regulations; and propose the reorganization, partial or full division, merger, consolidation, dissolution, or bankruptcy of the Corporation to the Board for submission to the General Meeting of Shareholders;

g) Recommend plans for dividend payment or the settlement of business losses; propose measures to enhance the Corporation's operations and management;

h) Formulate draft development strategies, short-term and medium-term plans, annual business plans, investment projects, and internal management regulations for submission to the Board of Directors;

i) Prepare long-term, annual, and quarterly budgets (hereinafter referred to as the "Budgets") to serve management activities in accordance with the business plan. The Annual Budget (including the projected balance sheet, profit and loss statement, and cash flow statement) for each fiscal year must be submitted for Board approval and include information required by the Corporation's regulations;

k) No later than October 31 each year, the General Director must submit a detailed business plan for the following fiscal year to the Board of Directors for approval, ensuring it meets business requirements and aligns with the five (05) year financial plan;

l) Perform other obligations as prescribed by law, this Charter, internal regulations, Board resolutions, and the labor contract;

m) Reserve the right to refuse to implement decisions of the Chairman or Board members if such decisions are deemed contrary to the law, this Charter, or resolutions of the General Meeting of Shareholders, while being responsible for immediately notifying the Supervisory Board in writing;

n) Decide on measures beyond their authority in emergencies (such as natural disasters, fires, or force majeure events), take responsibility for such decisions, and report immediately to the Board of Directors;

o) Perform the duties of the Legal Representative of the Corporation as prescribed in Article 13 of the Law on Enterprises.

5. Reporting to the Board of Directors and Shareholders.

The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers, and must report to these bodies upon request.

6. Dismissal.

The Board of Directors may dismiss the General Director upon approval by a majority (over 50%) of the attending Board members with voting rights and appoint a replacement. A dismissed General Director has the right to challenge the dismissal at the next General Meeting of Shareholders

7. Resignation or Disqualification.

a) To resign, the General Director must submit a resignation letter to the Board of Directors. The Board shall consider and decide within thirty (30) days of receipt;

b) The General Director is disqualified upon death, mental incapacity, loss of citizenship rights, or unauthorized absence from the office for three (03) consecutive days or more. In such cases, the Board must appoint a temporary replacement for no more than thirty (30) days and proceed with the appointment of a new General Director..

8. Delegation and Authorization.

a) The General Director may delegate or authorize Deputy General Directors or other persons to handle specific corporate matters on their behalf and shall be legally responsible for such delegation or authorization.

b) The authorized person shall be legally accountable to the General Director and the law for their actions.

c) Authorizations involving the use of the Corporation's seal must be made in writing and for a specified term.

Chapter IX: THE SUPERVISORY BOARD

Article 36. Nomination and Candidacy for Members of the Supervisory Board (Inspectors)

1. Where candidates for the Supervisory Board have been identified in advance, information related to such candidates shall be included in the meeting documents of the General Meeting of Shareholders and published on the Corporation's website at least ten (10) days prior to the opening of the meeting to allow shareholders to review the candidates' profiles before voting. Candidates for the Supervisory Board must provide a written commitment regarding the integrity, accuracy, and reasonableness of their disclosed personal information and commit to performing their duties faithfully if elected as a Member of the Supervisory Board (Inspector). Disclosed information related to candidates for the Supervisory Board shall include, at a minimum:

- a) Full name, date of birth;
- b) Educational background;
- c) Professional qualifications;
- d) Work experience;
- d) Other companies in which the candidate currently holds positions as an Inspector or other management and executive roles;
- e) An assessment report on the candidate's contributions to the Corporation, in cases where the candidate is a current Inspector of the Corporation;
- g) Interests related to the Corporation (if any);
- h) Full name of the shareholder or group of shareholders nominating the 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. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate; from 20% to less than 50% may nominate up to two (02) candidates; and from 50% or more may nominate up to three (03) candidates.

3. In the event the number of candidates for the Supervisory Board through nomination and candidacy remains insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations under the mechanism prescribed in the Corporation's Internal Corporate Governance Regulations. The procedures and mechanism for the incumbent Supervisory Board to nominate candidates must be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination process.

Article 37. Quantity, Composition, and Term of Office of Supervisory Board Members (Inspectors)

1. The number of members of the Supervisory Board (Inspectors) of the Corporation shall be three (03), elected and dismissed by the General Meeting of Shareholders. The term of office of the Supervisory Board shall be five (05) years; Inspectors may be re-elected for an unlimited number of terms.

2. Inspectors must satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and this Charter, and shall not fall into the following categories:

a) Working in the accounting or finance departments of the Corporation;
b) Being a partner or employee of the independent auditing firm that has audited the Corporation's financial statements for the three (03) consecutive preceding years.

3. An Inspector shall be dismissed or removed in the following cases:

a) The Inspector is prohibited by law from serving as an Inspector or no longer meets the criteria and conditions prescribed in Article 169 of the Law on Enterprises;

b) The Inspector submits a resignation letter to the Corporation's head office and such resignation is accepted;

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

d) The Inspector fails to perform their obligations or is absent from meetings of the Supervisory Board for six (06) consecutive months without the Board's permission, and the Board has determined the position to be vacant, except in cases of force majeure;

d) The Inspector is removed by a resolution of the General Meeting of Shareholders for failing to fulfill their duties or for repeated violations of an Inspector's obligations as prescribed by the Law on Enterprises and this Charter;

e) The Inspector is no longer an authorized representative of an institutional shareholder by decision of such institution;

g) The Inspector is an authorized representative of an institutional shareholder, but such institution is no longer a shareholder of the Corporation;

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

4. An Inspector may be replaced when a casual vacancy arises. Such replacement must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the replacement shall be deemed effective as of the date of the Supervisory Board's appointment. The term of office of the new Inspector shall run from the effective date of replacement until the expiration of the Supervisory Board's term. Should the new Inspector not be approved by the General Meeting of Shareholders, all decisions of the Supervisory Board involving the participation of the replacement Inspector prior to the General Meeting of Shareholders shall remain valid.

5. In the event the Supervisory Board seriously violates its obligations, posing a risk of damage to the Corporation, the Board of Directors shall convene the General Meeting of Shareholders to consider the removal of the incumbent Supervisory Board and elect a new one.

6. In the event the term of office expires before a new Supervisory Board is elected, the incumbent Supervisory Board shall continue to exercise its rights and duties until a new Supervisory Board is elected and assumes office.

Article 38. Head of the Supervisory Board

1. The Inspectors shall elect one (01) among them to serve as the Head of the Supervisory Board; the election, dismissal, or removal shall be conducted on a majority principle. The Head of the Supervisory Board must hold at least a bachelor's degree in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a specialized field relevant to the Corporation's business operations.

2. The Head of the Supervisory Board has the following rights and obligations:

- a) To convene and chair meetings of the Supervisory Board;
- b) To request the Board of Directors, the General Director, and other managers and executives to provide relevant information for reporting to the members of the Supervisory Board;
- c) To prepare and sign the Supervisory Board's reports after consulting with the Board of Directors for submission 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 shall have the powers and obligations as prescribed in Article 170 of the Law on Enterprises and this Charter, primarily including:

a) Supervising the financial status of the Corporation, the legality of the activities of the Board of Directors members, the General Director, and other managers, and the coordination of activities between the Supervisory Board, the Board of Directors, the General Director, and shareholders;

b) Being accountable to the General Meeting of Shareholders for its supervisory activities and performance of assigned duties;

c) Inspecting the reasonableness, legality, integrity, and level of diligence in the management and operation of business activities, as well as in the organization of accounting, statistics, and financial reporting;

d) Appraising the completeness, legality, and integrity of the annual and semi-annual business and financial statements of the Corporation, as well as the Board of Directors' management evaluation reports, and presenting appraisal reports at the Annual General Meeting of Shareholders. Reviewing contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and providing recommendations thereon;

d) Reviewing, inspecting, and evaluating the effectiveness and efficiency of the Corporation's internal control, internal audit, risk management, and early warning systems;

e) Examining the accounting books and other documents of the Corporation, as well as management and operational activities whenever deemed necessary or by resolution of the General Meeting of Shareholders, or upon request of shareholders/groups of shareholders as stipulated in Clause 2, Article 12 of this Charter;

g) Upon request of shareholders/groups of shareholders as per Clause 2, Article 12, the Supervisory Board shall conduct an inspection within seven (07) working days and report within fifteen (15) days after the conclusion of the inspection to the Board of Directors and the requesting shareholders;

h) Recommending to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure, management, and operation of the Corporation;

i) Upon discovering violations of the law or this Charter by any member of the Board of Directors or executive, immediately notifying the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide remedial measures;

k) Proposing and recommending to the General Meeting of Shareholders the approval of independent auditing firms, audit fees, and matters related to the withdrawal or dismissal of such firms. Discussing the nature and scope of audits with independent auditors before commencement;

l) Reviewing the Management Letter of the independent auditors and responses from the Executive Board; reviewing reports on internal control systems before Board approval;

m) Formulating the Operational Regulations of the Supervisory Board for approval by the General Meeting of Shareholders;

n) Reporting at the General Meeting of Shareholders in compliance with Article 290 of Decree No. 155/2020/NĐ-CP;

o) Exercising the right to use independent consultants or the Corporation's internal audit department to perform assigned duties;

p) Consulting with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

q) Attending Board of Directors meetings upon invitation to provide opinions, without voting rights;

r) Performing other rights and obligations as prescribed by the Law on Enterprises, this Charter, and resolutions of the General Meeting of Shareholders.

2. The Supervisory Board's Right to be Provided with Information:

a) Meeting notices, opinion solicitation forms for Board members, and accompanying documents must be sent to the Inspectors at the same time and in the same manner as they are sent to Board members;

b) Board members, the General Director, and other executives must provide full, accurate, and timely information and documents regarding management, operations, and business at the request of an Inspector or the Supervisory Board;

c) The Corporate Governance Officer (Secretary) must ensure that copies of all financial and other information provided to Board members, along with minutes and resolutions of the Board and the General Meeting of Shareholders, are provided to the Inspectors simultaneously;

d) Reports of the General Director submitted to the Board or other documents issued by the Corporation must be sent to the Inspectors at the same time and in the same manner as they are sent to Board members;

d) Inspectors have the right to access the Corporation's records and documents stored at the head office, branches, and other locations during working hours;

e) Reports and documents prepared by the Board of Directors regarding business results and financial statements must be sent to the Supervisory Board for appraisal at least thirty (30) days prior to the opening of the Annual General Meeting of Shareholders

3. Obligations of the Inspectors:

- a) Comply with the law, this Charter, resolutions of the General Meeting of Shareholders, and professional ethics;
- b) Exercise assigned rights and duties honestly and diligently to ensure the maximum legitimate interests of the Corporation and its shareholders;
- c) Remain loyal to the interests of the Corporation; refrain from using corporate information, know-how, or business opportunities or abusing their position and assets for personal gain or the interests of other entities;
- d) Other obligations as prescribed by law and this Charter;
- d) Be personally or jointly liable for damages caused to the Corporation or others due to violations of obligations.

Any income or benefits gained from such violations must be returned to the Corporation;

e) In the event an Inspector is found to have violated their obligations, the Board of Directors must notify the Supervisory Board in writing, requesting the cessation of the violation and remedial actions.

Article 40. Meetings of the Supervisory Board

1. After consulting with the Board of Directors, the Supervisory Board may issue regulations regarding its meetings and operational procedures. The Supervisory Board must meet at least two (02) times per year, and a meeting shall be conducted when at least two-thirds (2/3) of its members are present. Minutes of the Supervisory Board meetings shall be prepared in a detailed and clear manner. The Secretary (if any) and the attending Inspectors must sign the meeting minutes. All minutes of the Supervisory Board meetings must be archived to determine the responsibility of each Inspector

2. The Supervisory Board is entitled to request members of the Board of Directors, the General Director, and representatives of the approved independent auditing firm to attend and address matters of concern raised by the Inspectors

Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members

The salaries, remuneration, bonuses, and other benefits of the members of the Supervisory Board shall be implemented in accordance with the following regulations:

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 determine the total pool for 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 expenses related to meals, accommodation, travel, and the use of independent advisory 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 operating expenses of the Corporation in accordance with corporate income tax laws and other relevant legal regulations, and must be presented as a separate item in the Corporation's annual financial statements.

Chapter X:**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 form a group satisfying the prescribed conditions to nominate candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of such group meeting no later than the opening of the General Meeting of Shareholders. The Corporation 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, the shareholders or groups of shareholders stipulated in Clause 3, Article 12 are entitled to nominate one or more candidates for the Board of Directors and the Supervisory Board in accordance with Clause 2, Article 25 and Clause 2, Article 36 of this Charter, respectively. In the event the number of candidates nominated by a shareholder or group of shareholders is lower than the number 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 via the **cumulative voting method**. Accordingly, each shareholder shall have 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. Shareholders have the right to cast all or part of their total votes for one or more candidates.

4. The elected members of the Board of Directors or the Supervisory Board shall be determined based on the number of votes received, in descending order, starting from the candidate with the highest number of votes until the required number of members specified in the Corporation's Charter is reached. In the event two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors or the Supervisory Board, a re-election shall be held among the candidates with equal votes, or a selection shall be made based on the criteria specified in the Election Regulations.

5. If the first round of voting does not result in the required number of members for the Board of Directors or the Supervisory Board, a second round shall be conducted among the remaining nominees from the first round. If the second round still fails to reach the required number, the General Meeting of Shareholders shall decide whether to continue the election; if the General Meeting of Shareholders cannot reach a decision, the Chairperson of the Meeting shall make the final decision.

Chapter XI:**RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS,
MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR,
AND OTHER EXECUTIVES****Article 43. Duty of Care of members of the Board of Directors, the Supervisory Board, the General Director, and Executives**

Members of the Board of Directors, Inspectors, the General Director, and other entrusted executives are responsible for performing their duties, including those in their capacity as members of Board sub-committees, in a truthful manner and in a way that they believe to be in the best interests of the Corporation, and with the degree of care that a prudent person would reasonably exercise in a comparable position and under similar circumstances.

Article 44. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Inspectors, the General Director, and other executives must disclose their related interests in accordance with Article 164 of the Law on Enterprises and other legal regulations

2. Members of the Board of Directors, Inspectors, the General Director, and other executives are prohibited from using business opportunities that could benefit the Corporation for personal gain; and from using information obtained by virtue of their positions for personal profit or to serve the interests of any other organization or individual.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Corporation, its subsidiaries, or other companies in which the Corporation controls over 50% 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 Corporation must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring interest to themselves or their related persons as prescribed by the Law on Enterprises and this Charter.

5. Unless otherwise decided by the General Meeting of Shareholders, the Corporation is not permitted to grant loans, guarantees, or credit to members of the Board of Directors, Inspectors, the General Director, other executives, and their related persons, or any legal entity in which these individuals have financial interests; except where the public company and organizations related to such members are companies within the same Group or operating under a group of companies, including parent-subsidary structures, economic groups, and where specialized laws provide otherwise.

6. Contracts or transactions between the Corporation and one or more members of the Board of Directors, Inspectors, the General Director, other executives, or their related individuals or organizations, or companies, partners, associations, or organizations in which such members or their related persons are members or have financial interests, shall not be invalidated in the following cases:

a) For contracts with a value of less than 20% of the Corporation's total asset value recorded in the most recent financial statements, where the material contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors. Concurrently, the Board of Directors has authorized the execution of such contract or transaction in a truthful manner by a majority vote of the Board members who have no related interests; or

b) For contracts with a value exceeding 20% of the Corporation's total asset value recorded in the most recent financial statements, where the material contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Inspectors, the General Director, and executives, have been disclosed to shareholders who have no related interests and possess voting rights on the matter, and such shareholders have voted in favor of the contract or transaction;

c) Such contract or transaction is deemed fair and reasonable in all aspects concerning the Corporation's shareholders by an independent advisory organization at the time the transaction or contract is adopted or ratified by the Board of Directors or the General Meeting of Shareholders..

7. Members of the Board of Directors, Inspectors, the General Director, other executives, and their related individuals and organizations must not use the Corporation's non-public information or disclose such information to others for the purpose of executing related transactions.

Article 45. Liability for Damages and Indemnification

1. Liability for Damages.

Members of the Board of Directors, Inspectors, the General Director, and other executives who violate their obligations, the duties of loyalty and care, or fail to fulfill their duties with due diligence and professional competence, shall be held liable for any damages resulting from such violations.

2. Indemnification.

The Corporation shall indemnify any person who was, is, or is threatened to be made a party in any complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits initiated by the Corporation) if such person is or was a member of the Board of Directors, an executive, an employee, or an authorized representative of the Corporation, or is or was acting at the request of the Corporation in such capacities; provided that such person acted in good faith, with prudence and diligence, in the best interests of or not in conflict with the interests of the Corporation, in compliance with the law, and provided there is no evidence that such person breached their responsibilities.

When performing functions, duties, or executing tasks authorized by the Corporation, members of the Board of Directors, Inspectors, other executives, employees, or authorized representatives of the Corporation shall be indemnified by the Corporation when becoming a party in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Corporation) in the following cases:

a) Having acted in good faith, with prudence and diligence, for the benefit of and not in conflict with the interests of the Corporation;

b) Having complied with the law, and where there is no evidence of failure to perform their responsibilities.

3. Indemnification costs shall include all incurred expenses (including legal fees), judgment costs, fines, and amounts actually and reasonably paid in the settlement of such cases to the extent permitted by law. The Corporation may purchase insurance for such persons to cover the aforementioned indemnification liabilities.

Chapter XII:

OPERATIONAL MANAGEMENT AND COORDINATION BETWEEN THE PARENT COMPANY – THE CORPORATION AND THE PARENT – SUBSIDIARY AND VIETNAM NATIONAL COAL-MINERAL INDUSTRIES HOLDING CORPORATION LIMITED

Article 46. Principles of Management and Operation of the Parent Company within the Parent-Subsidiary

1. The management and operation of the parent-subsidiary shall be implemented through one or more of the following methods

a) Management and operation via the Parent Company
b) Management and operation through forms of investment; alliances; agreements; cooperation in utilizing shared services throughout the parent-subsidiary group; implementation of general regulations, standards, and norms across the entire group that are not contrary to the provisions of law; and the mutual utilization of products and services based on market principles;

c) Other methods as prescribed by law and in accordance with the Charters of the respective enterprises.

2. The Parent Company shall perform functions of direct production and business activities and financial investment in subsidiaries and associates; or solely engage in financial investment in subsidiaries and associates;

3. The organization of management and operational activities of the Parent Company shall be carried out in accordance with the Charter of the Parent Company – the Corporation, as adopted by the General Meeting of Shareholders.

Article 47. Operational Management of the Parent-Subsidiary via the Parent Company

1. The Parent Company shall represent the parent-subsidiary in conducting general activities of the group in relations with third parties, both domestic and foreign, or other activities as agreed upon with subsidiaries and associates in accordance with the law

2. The Parent Company shall exercise the rights and obligations of a controlling shareholder in its subsidiaries, or through coordination agreements with associates, to orient the following activities of the parent-subsidiary:

a) Utilize the management and executive apparatus at the Parent Company; propose solutions for coordinating and orienting the activities prescribed in Clause 3 of this Article for approval by the Corporation's Board of Directors; and implement such coordination and orientation through authorized representatives at subsidiaries and associates;

b) Coordinate and orient the activities of the parent-subsidiary group through the execution of economic contracts and business cooperation contracts with subsidiaries and associates;

c) Formulate uniform regulations within the parent-subsidary group.

3. The scope of coordination and orientation by the Parent Company includes:

a) Formulating and organizing the implementation of the development strategy and general business coordination plans of the parent-subsidary group; orienting the business strategies of subsidiaries in alignment with the group's general strategy and plans; establishing and implementing management regulations, standards, and norms to be applied uniformly across the group;

b) Managing and directing authorized representatives to ensure the Parent Company's controlling rights in subsidiaries and the rights of a capital-contributing shareholder in associates;

c) Orienting the medium-term and long-term production and business plans of subsidiaries;

d) Orienting operational objectives, investments, and production and business targets; assigning specialization and cooperation; accessing, expanding, and sharing markets and exports; utilizing brands and information services; researching and applying science and technology; training; and other activities of subsidiaries in accordance with the general policies of the group;

d) Developing and implementing the Parent Company's brand management regulations; orienting common elements in the specific names of subsidiaries and associates;

e) Orienting organizational and personnel matters for subsidiaries;

g) Orienting the contents of the Charters and controlling the charter capital structure of subsidiaries;

h) Appointing authorized representatives to participate in the management and operation of subsidiaries and associates. Issuing and implementing regulations on the appointment, replacement, supervision, and evaluation of authorized representatives; stipulating matters that must be approved by the Parent Company before the authorized representative decides or participates in decisions at subsidiaries and associates;

i) Acting as the focal point to consolidate the resources of subsidiaries and associates to conduct bidding in accordance with investment and construction project management regulations and the Law on Bidding, and implementing joint projects as agreed upon and executed by subsidiaries and associates;

k) Performing and providing services in technology research and transfer, marketing, trade promotion, and other services to subsidiaries and associates;

l) Conducting financial supervision and risk control of subsidiaries; providing financial support to subsidiaries upon request, in accordance with the law;

m) Coordinating administrative work and transactions with partners for subsidiaries upon request; performing public utility tasks and works assigned or ordered by the State to the Corporation;

n) Establishing and connecting an integrated information network across the entire parent-subsidary group;

o) Preparing consolidated financial statements for the Parent Company and its subsidiaries;

p) Consulting with subsidiaries and associates in the implementation of general activities;

q) Organizing the supervision of orientation, regulation, and coordination among departments within the Parent Company;

r) Engaging in other activities consistent with the characteristics of the parent-subsidiary group, relevant legal regulations, the Parent Company's Charter, and the Charters of enterprises within the group.

Article 48. General Coordination Relations within the Parent-Subsidiary Group

The Parent Company, subsidiaries, and associates participating in the parent-subsidiary group shall implement general coordination relations through the following methods:

1. Formulating general operational regulations based on the agreement between the Parent Company and the enterprises participating in the parent-subsidiary group
2. Based on the powers and responsibilities prescribed by law, the Parent Company shall act as the focal point to implement part or all of the following general coordination activities among the enterprises within the parent-subsidiary group:
 - a) Coordinating in the planning and execution of joint business coordination plans;
 - b) Orienting the allocation of business sectors and production and business lines among enterprises within the parent-subsidiary group;
 - c) Organizing finance, accounting, and statistics work;
 - d) Managing materials and supplies, and product consumption (sales);
 - d) Managing and utilizing land and mineral resources;
 - e) Managing labor, salaries, healthcare, training, and human resource development;
 - g) Applying science and technology; ensuring occupational safety, disaster prevention, and environmental protection;
 - h) Orienting the naming of enterprises within the parent-subsidiary group; authorizing the use of the Parent Company's brand in accordance with the law;
 - i) Conducting administrative and foreign affairs for the parent-subsidiary group;
 - k) Managing emulation and commendation, culture, sports, and social activities;
 - l) Other contents as agreed upon by the enterprises within the parent-subsidiary group in accordance with the law.

Article 49. Relationship between the Parent Company and its Subsidiaries

1. Relationship between the Parent Company and subsidiaries where the Parent Company owns 100% of the charter capital:

a) Such subsidiaries shall be assigned to execute production and business contracts based on economic contracts; they are entitled to receive information and benefit from services and interests arising from the general activities of the parent-subsidiary group in accordance with the general operational regulations and/or agreements with other subsidiaries as prescribed by law;

b) Such subsidiaries are obligated to implement general agreements with the Parent Company; fulfill economic contract commitments with the Parent Company and other enterprises within the parent-subsidiary group; implement lawful decisions within the Parent Company's authority regarding the enterprise; and are responsible for participating in business coordination plans with the Parent Company and other group enterprises.

2. Relationship between the Parent Company and subsidiaries where the Parent Company holds controlling shares or contributed capital:

a) The Parent Company shall exercise the rights and perform the obligations of a shareholder, capital-contributing member, or joint-venture partner of the subsidiary in accordance with the law and the Charter of such enterprise.

b) The subsidiary shall have the following rights and obligations:

- The right to participate in business coordination plans based on economic contracts or business cooperation contracts with the Parent Company and other enterprises within the parent-subsidiary group; to be assigned by the Parent Company to execute production and business contracts based on economic contracts; to be provided with information and to enjoy services and benefits from the general activities of the parent-subsidiary group as prescribed by this Charter, agreements within the group, and relevant legal regulations;

- The obligation to implement general agreements of the parent-subsidiary group; fulfill economic contract commitments with the Parent Company and other group enterprises; and implement lawful decisions of the Parent Company acting in its capacity as the controlling entity of the enterprise.

Article 50. Relationship between the Parent Company and Associates

1. The Parent Company shall exercise its rights and perform its obligations toward associates in accordance with the law, the Charters of such associates, and relevant affiliation agreements.

2. The Parent Company shall maintain relationships with associates through contractual agreements regarding branding, markets, technology, research, training, human resource development, and other arrangements.

Article 51. Relationship between the Parent Company and its Dependent Units

The dependent units of the Parent Company shall implement the Parent Company's decentralized systems for business operations, accounting, organization, and personnel in accordance with the Charter or the Regulations on Organization and Operation of Dependent Accounting Units, as formulated by the General Director and approved by the Corporation's Board of Directors. The Parent Company shall be liable for the financial obligations arising from its dependent units' commitments.

Article 52. Relationship between the Parent Company – the Corporation and Vietnam National Coal-Mineral Industries Holding Corporation Limited

1. The Parent Company – the Corporation, as a subsidiary of Vietnam National Coal-Mineral Industries Holding Corporation Limited (hereinafter referred to as TKV), is entitled to participate in business coordination plans based on economic contracts with other member enterprises within TKV; to be assigned by TKV to execute production and business contracts based on economic contracts with TKV; to be provided with information and to enjoy services and benefits from TKV's general activities as agreed upon with TKV and its member enterprises, and in accordance with relevant legal regulations

2. The Parent Company – the Corporation is obligated to implement TKV's general agreements in which the Parent Company – the Corporation participates; fulfill economic contracts with TKV and its member enterprises; implement lawful decisions of TKV in its capacity as the Parent Company exercising controlling rights over the Parent Company – the Corporation as prescribed; and comply with TKV's internal management regulations

3. TKV, in its capacity as a capital-contributing shareholder, shall perform its roles, functions, duties, rights, and responsibilities in managing the State capital invested in the Parent Company – the Corporation in accordance with the law, TKV's Charter, and its internal management regulations.

Chapter XIII: RIGHT TO ACCESS BOOKS AND RECORDS OF THE CORPORATION

Article 53. Right to Access Books and Records

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

a) Ordinary shareholders have the right to examine, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request correction of their own inaccurate information; and to examine, look up, extract, or photocopy the Corporation'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 05% or more of the total ordinary shares has the right to examine, look up, and extract the minute books, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions required to be approved by the Board of Directors, and other documents, except for those related to the Corporation's trade secrets and business secrets.

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

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

4. The Corporation must maintain this Charter and any amendments or supplements thereto, the Enterprise 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 its head office or another location, provided that the shareholders and the Business Registration Authority are notified of the storage location of these documents.

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

**Chapter XIV:
EMPLOYEES, THE TRADE UNION, AND POLITICAL-SOCIAL
ORGANIZATIONS WITHIN THE CORPORATION**

Article 54. Employees, the Trade Union, and Political-Social Organizations

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

2. The organization of the Communist Party of Vietnam within the Corporation shall operate 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 within the Corporation shall operate in accordance with the Constitution and the laws of the Socialist Republic of Vietnam and the charters of those respective organizations.

4. The Corporation is obligated to respect and must not obstruct or create difficulties for the establishment of political and political-social organizations at the Corporation; must not obstruct or create difficulties for employees participating in the activities of these organizations; and shall create favorable conditions for these organizations to operate in accordance with their functions, duties, and charters.

**Chapter XV:
PROFIT DISTRIBUTION**

Article 55. Profit Distribution

1. The pre-tax profit of the Corporation, 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 prescribed, paying corporate income tax, and fulfilling other financial obligations in accordance with the law, the remainder shall be utilized as follows:

- a) Payment of dividends;
- b) Contribution to funds in accordance with current legal regulations.

2. The dividend rate, the form of annual dividend payment from the Corporation's retained earnings, and the ratio of contributions to funds shall be decided by the General Meeting of Shareholders upon the proposal of the Board of Directors.

Article 56. Dividends

1. Subject to the resolution of the General Meeting of Shareholders and legal regulations, dividends shall be declared and paid from the retained earnings of the Corporation but must not exceed the level proposed 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 such payment is deemed consistent with the Corporation's profitability.

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

4. The Board of Directors may propose to 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 shall be the body responsible for implementing such a resolution. The Corporation 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 payments related to a class of shares are paid in cash, the Corporation must make payment in Vietnamese Dong or via banks based on the bank account details provided by the shareholders. In the event the Corporation has transferred the funds in accordance with the bank details provided by a shareholder, but that shareholder does not receive the money, the Corporation shall not be held liable for the amount transferred to the beneficiary shareholder. The payment of dividends for shares listed/registered for trading at the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository (VSD).

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution to determine a specific record date for the list of shareholders. 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 implemented in accordance with the law.

Chapter XVI:

BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 57. Bank Accounts

1. The Corporation shall open accounts at Vietnamese banks or foreign banks authorized to operate in Vietnam

2. Subject to prior approval from the competent authorities, where necessary, the Corporation may open bank accounts abroad in accordance with legal regulations

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

Article 58. Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December each year. The first fiscal year shall begin from the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December of that same year, provided that this period exceeds ninety (90) days. If the period is less than ninety (90) days, it shall be consolidated into the following fiscal year.

Article 59. Accounting System

1. The accounting system used by the Corporation shall be the Vietnamese Accounting Standards (VAS) and the corporate accounting regime in accordance with the laws of Vietnam.

2. The Corporation shall maintain its accounting books in Vietnamese. The Corporation shall keep accounting records categorized by the types of business activities in which it engages. These records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Corporation's transactions.

3. The Corporation shall use Vietnamese Dong (or a freely convertible foreign currency in cases approved by the competent State authorities) as the currency unit for accounting purposes.

Chapter XVII:

ANNUAL REPORTS, DISCLOSURE RESPONSIBILITIES, AND PUBLIC NOTICES

Article 60. Annual, Semi-annual, and Quarterly Financial Statements

1. The Corporation must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission. These statements must be audited as prescribed in Article 63 of this Charter. Within ninety (90) days from the end of each fiscal year, the Corporation must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authorities, the State Securities Commission, the Stock Exchange (for listed companies), the business registration authority, and Vietnam National Coal-Mineral Industries Holding Corporation Limited.

2. The annual financial statements must include a business performance report reflecting truthfully and objectively the profit and loss status of the Corporation during the fiscal year; a balance sheet reflecting truthfully and objectively the Corporation's operations as of the reporting date; a cash flow statement; and notes to the financial statements. In its capacity as a parent company, the Corporation must, in addition to the annual financial statements, prepare consolidated balance sheets for the operations of the Corporation and its subsidiaries at the end of each fiscal year.

3. The Corporation must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements (for listed companies/large-scale public companies) in accordance with the regulations of the State Securities Commission and the Stock Exchange (for listed companies), and submit them to the relevant tax authorities and the Business Registration Authority in accordance with the Law on Enterprises and to Vietnam National Coal-Mineral Industries Holding Corporation Limited

4. Audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements (for listed companies and large-scale public companies) must be published on the Corporation's website.

5. Interested organizations and individuals are entitled to examine or photocopy the audited annual financial statements, semi-annual reports, and quarterly reports during the Corporation's working hours at the Corporation's head office, provided that a reasonable photocopying fee is paid.

Article 61. Annual Reports

The Corporation must prepare and disclose Annual Reports in accordance with the laws on securities and the securities market.

Article 62. Public Disclosure of Information

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

**Chapter XVIII:
AUDITING OF THE CORPORATION****Article 63. Auditing**

1. At the Annual General Meeting of Shareholders, an auditing firm approved in accordance with legal regulations shall be appointed, or a list of auditing firms approved in accordance with legal regulations shall be adopted, with the Board of Directors authorized to select one of these entities to conduct the auditing activities of the Corporation for the following fiscal year, subject to the terms and conditions agreed upon with the Board of Directors. The Corporation must prepare and submit its annual financial statements to the independent auditing firm following the end of the fiscal year.

2. The auditing firm approved in accordance with legal regulations shall examine, verify, and report on the annual financial statements reflecting the income and expenditures of the Corporation, prepare an Audit Report, and submit that report to the Board of Directors of the Corporation in accordance with the law.

3. A copy of the Audit Report must be attached to each copy of the Corporation's annual accounting reports.

4. The auditors performing the audit of the Corporation shall be permitted to attend all General Meetings of Shareholders and shall be entitled to receive all notices and other information related to the General Meeting of Shareholders that any shareholder is entitled to receive, and to express their opinions at the General Meeting on matters related to the audit.

**Chapter XIX:
CORPORATE SEAL****Article 64. Corporate Seal**

1. The seal includes a physical seal made at a seal engraving facility 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 types, quantity, form, and content of the seals of the Corporation and its branches or representative offices (if any).

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

Chapter XX:**DISSOLUTION OF THE CORPORATION****Article 65. Dissolution of the Corporation**

1. The Corporation may be dissolved in the following cases:
 - a) By a resolution or decision of the General Meeting of Shareholders;
 - b) Upon the revocation of its Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;
 - c) Other cases as prescribed by law.
2. The early dissolution of the Corporation (including any extended periods) 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 authorities (if mandatory) in accordance with regulations

Article 66. Liquidation

1. At least six (06) months before the expiration of the Corporation's operational term or following a decision to dissolve the Corporation, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an auditing firm approved in accordance with legal regulations. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from among the Corporation's employees or independent experts. All costs related to the liquidation shall be prioritized for payment by the Corporation before other debts.
2. The Liquidation Committee is responsible for reporting to the business registration authority the date of its establishment and the date it actually commences operations. From that time, the Liquidation Committee shall represent the Corporation in all matters related to the liquidation before courts and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order of priority
 - a) Liquidation costs;
 - b) Salaries and insurance costs for employees;
 - c) Taxes and other tax-like payables that the Corporation must pay to the State;
 - d) Loans (if any);
 - d) Other debts of the Corporation.
- e) The remaining balance after all debts from points (a) to (d) above have been settled shall be distributed to the shareholders. Preferred shares shall be prioritized for payment first.

Chapter XXI:**INTERNAL DISPUTE RESOLUTION****Article 67. Internal Dispute Resolution**

1. In the event of a dispute or complaint related to the Corporation's operations or to the rights of shareholders arising from this Charter or from any rights or obligations prescribed by the Law on Enterprises, other laws, or administrative regulations, between

- a) A shareholder and the Corporation; or
- b) A shareholder and the Board of Directors, the Supervisory Board, the General Director, or other executives.

The parties concerned shall attempt to resolve such a dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present the facts related to the dispute within fifteen (15) working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board of Directors, any party may request that the Supervisory Board or a specialized functional authority appoint an independent expert to serve as an arbitrator in the dispute resolution process.

2. If a conciliation decision is not reached within six (06) weeks from the commencement of the conciliation 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. Each party shall bear its own costs related to the negotiation and conciliation procedures. Court fees shall be borne by the party as determined by the court's ruling

Chapter XXII: IMPLEMENTATION PROVISIONS

Article 68. Amendments and Supplements to the Charter

1. Any amendments or supplements to this Charter must be considered and decided upon by the General Meeting of Shareholders

2. In the event that legal regulations related to the Corporation's operations are not addressed in this Charter, or in the event that new legal regulations differ from the provisions of this Charter, such legal regulations shall automatically apply and govern the Corporation's activities

Article 69. Effectiveness

1. This Charter, consisting of 22 chapters and 69 articles, was unanimously approved by the General Meeting of Shareholders of VIMICO - Vinacomin on April 2026, in Hanoi, which concurrently approved the full text of this Charter.

2. This Charter is made in ten (10) copies of equal validity, of which:

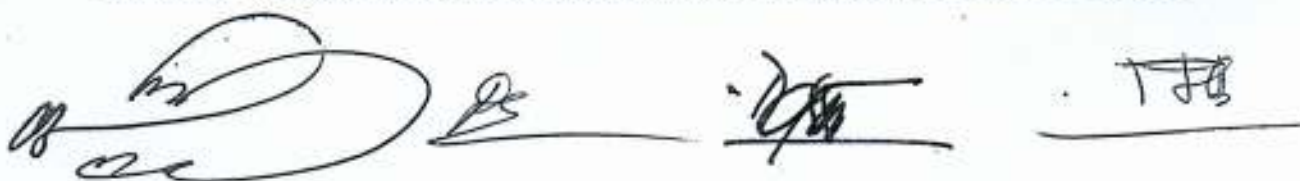
- Five (05) copies shall be registered with the government authorities in accordance with the regulations of the provincial or municipal People's Committee

- Five (05) copies shall be archived at the Corporation's Office

3. This Charter is the unique and official Charter of the Corporation

4. Copies or extracts of the Corporation's Charter must bear the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total number of Board members to be valid.

Full names and signatures of the Members of the Corporation's Board of Directors



Nguyen Van Hai Dang Duc Hung Ngo Quoc Trung Nguyen Van Thai

**Legal Representative of the Enterprise
Member of the Board of Directors – General Director**



Trinh Van Tue

