

HUNG YEN GARMENT CORPORATION - JOINT STOCK COMPANY
NO. 8 - BACH DANG - PHO HIEN WARD - HUNG YEN CITY



CHARTER OF ORGANIZATION AND OPERATION

HUNG YEN GARMENT CORPORATION - JSC

Hung Yen, May 2026

CONTENTS

INTRODUCTION.....	4
Based on	4
CHAPTER I. DEFINITION OF TERMS IN THE CHARTER 4	
Article 1. Explanation of Terms	4
CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY 5	
Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company.....	5
Article 3. Legal Representative of HUGACO	6
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF HUGACO.....	6
Article 4. Objectives of HUGACO's operations	6
CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS 8	
Article 6. Charter Capital, Shares, Founding Shareholders	8
Article 7. Share Certificates	8
Article 8. Other Securities Certificates	9
Article 9. Share Transfer	9
Article 10. Share Repurchase	9
CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL.....	9
Article 11. Organizational Structure, Governance and Control.....	9
CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS.....	10
Article 12. Rights of Shareholders	10
Article 13. Obligations of Shareholders_Ordinary shareholders have the following obligations:	11
Article 14. General Meeting of Shareholders	12
Article 15. Rights and Obligations of the General Meeting of Shareholders	13
Article 16. Authorization to attend the General Meeting of Shareholders	15
Article 17. Changes to Rights	15
Article 18. Convening Meetings, Meeting Agenda, and Notices of Meeting Invitations to the General Meeting of Shareholders.....	16

Article 19. Conditions for holding a General Meeting of Shareholders	17
Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders	17
Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders	19
Article 22. Authority and Procedure for Obtaining Shareholder Opinions in Writing to Adopt Resolutions of the General Meeting of Shareholders.	20
Article 23. Resolutions and Minutes of the General Meeting of Shareholders	21
Article 24. Request for Annulment of Shareholders' Meeting Resolution	22
CHAPTER VII. BOARD OF DIRECTORS.....	22
Article 25. Nomination and Election of Board Members	22
Article 26. Composition and term of office of members of the Board of Directors	23
Article 27. Powers and obligations of the Board of Directors	24
Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors	25
Article 29. Chairman of the Board of Directors.....	26
Article 30. Meetings of the Board of Directors.....	26
Article 31. Subcommittees of the Board of Directors.....	28
Article 32. Person in Charge of Corporate Governance	28
CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES	29
Article 33. Organizational Structure	29
Article 34. Company Executives.....	29
Article 35. Appointment, Dismissal, Duties and Powers of the General Director	29
CHAPTER IX. SUPERVISORY BOARD.....	30
Article 36. Nomination and Election of Supervisory Board Members (Supervisors)	30
Article 37. Composition of the Supervisory Board.....	31
Article 38. Head of the Supervisory Board	32
Article 39. Rights and Obligations of the Supervisory Board	32
Article 40. Meetings of the Supervisory Board	33
Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board	33
CHAPTER X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES.....	33
Article 42. Responsibility for Honesty and Avoidance of Conflicts of Interest	33

Article 43. Liability for Damages and Compensation	34
CHAPTER XI. RIGHT TO ACCESS COMPANY RECORDS AND FILES.....	34
Article 44. Right to Access Records and Files.....	34
CHAPTER XII. EMPLOYEES AND TRADE UNIONS.....	35
Article 45. Employees and Trade Unions	35
CHAPTER XIII. PROFIT DISTRIBUTION.....	35
Article 46. Profit Distribution	35
CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM.....	36
Article 47. Bank Accounts	36
Article 48. Fiscal Year	36
Article 49. Accounting System	36
CHAPTER XV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES.....	37
Article 50. Annual, Semi-Annual and Quarterly Financial Reports	37
Article 51. Annual Report	37
CHAPTER XVI. COMPANY AUDIT.....	37
Article 52. Audit.....	37
CHAPTER XVII. ENTERPRISE SEAL.....	37
Article 53 Enterprise Seal	37
CHAPTER XVIII. DISSOLUTION OF THE COMPANY	38
Article 54. Dissolution of the Company.....	38
Article 55. Extension of Operation	38
Article 56. Liquidation	38
CHAPTER XIX. INTERNAL DISPUTE RESOLUTION.....	39
Article 57. Internal Dispute Resolution.....	39
CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER	39
Article 58. Company Charter	39
CHAPTER XXI. EFFECTIVE DATE.....	39
Article 59. Effective Date.....	39

INTRODUCTION

Based on

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

Law on Enterprises No. 76/2025 amending and supplementing Law on Enterprises No. 59/2020;

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

Hung Yen Garment Corporation – Joint Stock Company establishes its organizational and operational charter as a Joint Stock Company, operating in accordance with the Law on Enterprises. This Charter and the Resolutions of the General Meeting of Shareholders, the Decisions of the Board of Directors, and other Decisions issued by the Corporation, if duly adopted in accordance with relevant laws, shall be the binding rules and regulations for conducting the Corporation's business operations.

CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Explanation of Terms

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

- a) Charter capital is the total par value of shares sold or registered for purchase upon the establishment of a joint-stock company and as stipulated in Article 6 of this Charter;
- b) Voting capital is the share capital by which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) The Enterprise Law is Law No. 59/2020/QH14 of the Socialist Republic of Vietnam, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) The Securities Law is Law No. 54/2019/QH14 of the Socialist Republic of Vietnam, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) Vietnam is the Socialist Republic of Vietnam;
- f) The establishment date is the date HUGACO was first granted its Business Registration Certificate (Business Registration Certificate and equivalent documents);
- g) The business executives are the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the HUGACO Charter;
- h) Business managers are those who manage the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions including Deputy General Director, Chief Financial Officer, and Chief Accountant;
- i) Related parties are individuals and organizations as stipulated in Clause 46, Article 4 of the Securities Law;
- k) Shareholders are individuals and organizations owning at least one share of a joint-stock company;

- l) Founding shareholders are shareholders owning at least one common share and signing the list of founding shareholders of the joint-stock company;
- m) Major shareholders are shareholders owning 5% or more of the voting shares of HUGACO;
- n) The operating period is the operating time of the Corporation as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Corporation;
- o) The stock exchange is the Vietnam Stock Exchange and its subsidiaries.
- p) "Beneficial owner of HUGACO" means an individual who meets one of the following conditions:
- An individual directly owning 25% (twenty-five percent) or more of the total voting shares;
 - An individual indirectly owning 25% (twenty-five percent) or more of the total voting shares through another organization;
 - An individual who has the right to control the approval of at least one of the following matters: Appointment, dismissal or removal of the majority or all members of the Board of Directors, Chairman of the Board of Directors, legal representative, General Director; amendment or supplementation of the Charter; change of organizational structure; 1. Reorganization and dissolution of HUGACO.
2. In these Charters, references to one or more other regulations or documents, including amendments, supplements, or replacement documents, are prohibited.
3. The headings (Sections, Articles of these Charters) are used for convenience in understanding the content and do not affect the content of these Charters.

CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company Name

- Company name in Vietnamese: Hung Yen Garment Corporation - Joint Stock Company
- Company name in a foreign language: HUNG YEN GARMENT CORPORATION-JOINT STOCK COMPANY
- Company name abbreviation: HUGACO

2. The Corporation is a joint stock company with legal personality in accordance with current Vietnamese law.

3. Registered Head Office of HUGACO:

- Head office address: No. 8 Bach Dang Street, Pho Hien Ward, Hung Yen Province, Vietnam.
- Phone: 0221 3864668 Fax: 0221 3862500
- Email: hugaco@hugaco.vn Website: hugaco.vn

4. HUGACO may establish branches and representative offices in the business area to carry out HUGACO's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

5. Unless operations are terminated before the deadline stipulated in Clause 2, Article 54, or operations are extended as stipulated in Article 55 of this Charter, HUGACO's operating period is indefinite from the date of establishment.

Article 3. Legal Representative of HUGACO

HUGACO has one Legal Representative, who is the General Director of the Corporation.

Powers and obligations of the Legal Representative: The legal representative of the enterprise is an individual who represents the enterprise in exercising the rights and obligations arising from the enterprise's transactions, representing the enterprise as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF HUGACO

Article 4. Objectives of HUGACO's operations

1. HUGACO's business lines

No.	Name of industry/business	Business sector/occupation
1	Production of ready-made textiles (excluding clothing)	1392 (Main)
2	Building a house to live in.	4101
3	Building houses not to live in.	4102
4	Agents, brokers, and auctioneers of goods Details: Buying agents, selling agents, consignment of goods	4610
5	Wholesale of fabrics, clothing, and footwear Details: Wholesale of uniforms and ready-made clothing of all kinds; wholesale of imitation leather fabrics; wholesale of various types of textiles.	4641
6	Other education not otherwise classified Details: Short-term industrial tailoring training	8559
7	Other specialized wholesale trade not classified elsewhere Details: Wholesale trade of garment accessories	4679

8	Real estate business, land use rights belonging to the owner, user or lessee.	6810
9	Printing	1811
10	Printing-related services	1812
11	Manufacture of corrugated paper, corrugated cardboard, and packaging from paper and cardboard.	1702
12	Wholesale of other machinery, equipment and spare parts Details: Wholesale of machinery and equipment for the garment industry	4659
13	Retail sale of fabrics, wool, yarn, sewing thread and other textiles.	4751
14	Road freight transport	4933
15	Other remaining business support service activities not classified elsewhere Details: Import and export of goods traded by the company	8299
16	Retail sale of clothing, footwear, leather and imitation leather goods.	4771
17	Kindergarten education	8511
18	Kindergarten education	8512
19	For businesses operating in regulated sectors, enterprises are only permitted to conduct business when they meet all the conditions stipulated by law.	

- In addition, HUGACO is allowed to invest, contribute capital, lend and conduct business in general industries that are not prohibited by law.

2. HUGACO's operational objectives:

To develop HUGACO into a reliable supplier in the fashion and textile industry, achieve business efficiency and continuously develop production, trade, service and investment

activities to optimize the potential profits of HUGACO for shareholders; To enhance HUGACO's value and continuously improve the living conditions, working environment, and income of its employees, while fulfilling its obligations to contribute to the state budget. To develop a development strategy and production-business plan that is consistent with HUGACO's functions and tasks and the needs of the market.

Article 5. Scope of Business and Activities of HUGACO

HUGACO is permitted to conduct business activities in the registered business lines specified in this Charter, and to notify changes to the registration content to the business registration authority. The Company must meet all business conditions as prescribed by the Investment Law and relevant specialized laws.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. HUGACO's charter capital is VND 195,113,890,000 (in words: One hundred ninety-five billion, one hundred thirteen million, eight hundred ninety thousand dong only.)

The total charter capital of HUGACO is divided into 19,511,389 shares with a par value of VND 10,000/share.

2. HUGACO may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.

3. HUGACO's shares on the date of adoption of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.

4. HUGACO may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

Common shares must be preferentially offered to existing shareholders in proportion to their ownership of common shares in HUGACO, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed by shareholders will be decided by the Board of Directors of HUGACO. The Board of Directors may distribute those shares to shareholders and others under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise.

5. HUGACO may purchase shares issued by HUGACO itself in the manner stipulated in this Charter and current law.

6. HUGACO may issue other types of securities as prescribed by law.

Article 7. Share Certificates

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

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. In the event that a share is lost, damaged, or otherwise destroyed, the shareholder will be reissued the share upon the shareholder's request, provided that proof of share ownership is provided and all related costs are paid to HUGACO. The shareholder's request must include the following:

a) Information about the lost, damaged, or otherwise destroyed share;

- b) A commitment to be responsible for any disputes arising from the reissue of the new share.

Article 8. Other Securities Certificates

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

Article 9. Share Transfer

1. All shares are freely transferable unless otherwise stipulated in this Charter and by law. Shares listed or registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.
2. Unpaid shares are not transferable and do not entitle the holder to related rights such as dividend rights, rights to receive newly issued shares to increase share capital from equity, rights to purchase newly offered shares, and other rights as stipulated by law.

Article 10. Share Repurchase

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and has the right to demand that shareholder pay the remaining amount and be liable for the financial obligations of HUGACO arising from the failure to pay in full, corresponding to the total par value of the registered shares.
2. The aforementioned payment notice must clearly state the new payment deadline (at least 7 days from the date of sending the notice), the payment location, and must clearly state that in case of non-payment as required, the remaining unpaid shares will be repurchased.
3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.
4. Repurchased shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution of these shares under conditions and methods deemed appropriate by the Board of Directors.
5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the total par value of the registered shares for HUGACO's financial obligations arising at the time of repurchase, as decided by the Board of Directors, from the date of repurchase until the date of payment. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.
6. The repurchase notice is sent to the holder of the repurchased shares before the repurchase date. The repurchase remains valid even in the event of errors or negligence in sending the notice.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational Structure, Governance and Control

The organizational structure for management, governance and control of HUGACO includes:

1. General Meeting of Shareholders.
2. Board of Directors, Supervisory Board.
3. General Director.

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders have the following rights:

a) To attend and speak at the General Meeting of Shareholders and exercise their voting rights directly or through an authorized representative or other forms as prescribed by HUGACO's Charter and the law. Each ordinary share has one voting right;

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

c) Priority in purchasing new shares in proportion to each shareholder's ownership of common shares in HUGACO;

d) Freedom to transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other relevant legal provisions;

e) Review, search, and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;

f) Review, search, extract, or copy the HUGACO Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) In the event of the Company's dissolution or bankruptcy, receive a portion of the remaining assets in proportion to their shareholding in HUGACO;

h) Request HUGACO to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;

i) To be treated equally. Each share of the same class grants shareholders equal rights, obligations, and benefits. In the case of HUGACO having preferred shares, the rights and obligations associated with these preferred 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 published by HUGACO in accordance with the law;

l) To have their legitimate rights and interests protected; to request the suspension or annulment of Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

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

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

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

b) To review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of HUGACO;

c) To request the Supervisory Board to examine specific issues related to the management and operation of HUGACO when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder. (c) Name, business registration number or legal document number of the organization, head office address for shareholders who are

organizations; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders and ownership percentage in the total number of shares of HUGACO; issues to be inspected, purpose of inspection;

d) Proposal for inclusion in the General Meeting of Shareholders. The proposal must be in writing and sent to HUGACO no later than (03) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

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

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board as prescribed in Clause 2, Article 25 and Clause 1, Article 36 of this Charter.

a) Ordinary shareholders forming groups to nominate candidates for the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate candidates for the Board of Directors and the Supervisory Board as stipulated in Clause 2 of Article 25 and Clause 1 of Article 36 of these Charters. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares they committed to purchase.

2. Not to withdraw capital contributed in the form of ordinary shares from HUGACO in any form, except in cases where HUGACO or another party repurchases the shares. If a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that shareholder and any related parties in HUGACO shall be jointly and severally liable for HUGACO's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. To comply with HUGACO's Charter and Internal Management Regulations.

4. To abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To maintain the confidentiality of information provided by HUGACO as stipulated in HUGACO's Charter and the law; 5. Only use the information provided to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by HUGACO to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise your voting rights through the following forms:

a) Attend and vote directly at the meeting;

b) Authorize another individual or organization to attend and vote at the meeting;

c) Attend and vote through online conferencing, electronic voting, or other electronic forms;

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

- e) Send voting ballots by (other means) as stipulated in the HUGACO Charter.
- 7. Be personally liable when acting on behalf of HUGACO in any form to commit any of the following acts:
 - a) Violation of the law;
 - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Pay debts not yet due before financial risks to HUGACO.
- 8. Complete other obligations as prescribed by current law.
- 9. Provide complete and accurate information about the beneficial owners of HUGACO as prescribed by law to HUGACO within five (05) working days from the date of becoming or having a change in information about the beneficial owners of HUGACO;
- Major shareholders have the following additional obligations:**
 - 10) Organizations and individuals becoming major shareholders of HUGACO must report to HUGACO, the State Securities Commission and the stock exchange where HUGACO shares are traded/listed within five (05) working days from the date of becoming a major shareholder. Reporting on the ownership of major shareholders shall be carried out in accordance with the Law on Securities;
 - 11) When there is a change in the number of shares owned exceeding one (01)% of the voting shares, the major shareholder must disclose information and report to HUGACO, the State Securities Commission and the Stock Exchange where HUGACO shares are traded/listed within five (05) working days from the date of the change as prescribed by the Law on Securities;

Article 14. General Meeting of Shareholders

- 1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of HUGACO. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not more than six months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. 1. The location of the Annual General Meeting of Shareholders is determined by the place where the chairperson attends the meeting and must be within the territory of Vietnam.
- 2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the company's charter, especially approving the audited annual financial statements. In the event that the audit report of HUGACO's annual financial statements contains material exceptions, adverse audit opinions, or disclaimers, HUGACO must invite a representative of the approved auditing firm that audited HUGACO's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the approved auditing firm is responsible for attending HUGACO's Annual General Meeting of Shareholders.
- 3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a) The Board of Directors deems it necessary for the benefit of HUGACO;

- b) The number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number of members prescribed by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- e. Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within (30) days from the date the number of remaining members of the Board of Directors or members of the Supervisory Board is as stipulated in point b, Clause 3 of this Article or upon receiving the request as stipulated in points c and d, Clause 3 of this Article;
- b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law;
- c) If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, the shareholder or group of shareholders as stipulated in point c, clause 3 of this Article has the right to request a representative of HUGACO to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

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

- d) The procedures for organizing a General Meeting of Shareholders are stipulated in clause 5, Article 140 of the Law on Enterprises.

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
 - a) To approve the development orientation of HUGACO;
 - b) To decide on the types of shares and the total number of shares of each type authorized for sale; to decide on the annual dividend rate for each type of share;
 - c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
 - d) To decide on the investment or sale of assets with a value of 35% or more of the total asset value recorded in HUGACO's most recent audited financial statement;
 - e) To decide on amendments and additions to HUGACO's Charter;
 - f) To approve the annual financial statements;
 - g) To decide on the repurchase of more than 10% of the total number of shares sold of each type;

- h) To review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to HUGACO and HUGACO shareholders;
 - i) Decisions on the reorganization or dissolution of HUGACO;
 - k) Decisions on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - l) Approval of the Internal Governance Regulations; Regulations on the operation of the Board of Directors and the Supervisory Board;
 - m) Approval of the list of approved auditing firms; decision on the approved auditing firm to conduct an audit of HUGACO's operations when deemed necessary;
 - n) Other rights and obligations as prescribed by law.
2. Annual and extraordinary general meetings of shareholders shall discuss and approve the following matters:
- a) HUGACO's annual business plan;
 - b) Annual audited financial statements;
 - c) Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
 - d) Report of the Supervisory Board on HUGACO's business results, the performance of the Board of Directors, and the General Director;
 - e) Self-assessment report on the performance of the Supervisory Board and its members;
 - f) Dividend rate for each share of each class;
 - g) Number of members of the Board of Directors and Supervisory Board;
 - h) Election, dismissal, and removal of members of the Board of Directors and Supervisory Board;
 - i) Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
 - k) Approval of the list of approved auditing firms; decision on which auditing firm is approved to conduct inspections of the company's operations when deemed necessary;
 - l) Amendments and additions to HUGACO's Charter;
 - m) Types and number of new shares to be issued for each share class and the transfer of shares by founding members within the first 3 years from the date of establishment;
 - n) Reorganize and dissolve (liquidate) HUGACO and designate a liquidator;
 - o) Decide to invest in or sell assets with a value of 35% or more of the total asset value recorded in HUGACO's most recent audited financial statement;
 - p) Decide to repurchase more than 10% of the total sold shares of each type;
 - q) HUGACO signs contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of HUGACO's total asset value recorded in its most recent audited financial statement;
 - r) Approve transactions specified in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of some articles of the Securities Law;
 - s) Approval of HUGACO's internal governance regulations, the Board of Directors' operating regulations, and the Supervisory Board's operating regulations;
 - t) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders, or authorized representatives of shareholders who are organizations, may directly attend the meeting or authorize one or more other individuals or organizations to attend, or attend through one of the forms prescribed in Clause 3, Article 144 of the Enterprise Law.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be in writing. The power of attorney document must be prepared in accordance with civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person to attend the General Meeting of Shareholders must submit the power of attorney document when registering to attend the meeting. In case of sub-authorization, the person attending the meeting must also present the original power of attorney document from the shareholder or the authorized representative of the shareholder (if not previously registered with HUGACO).

3. The voting slip of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases, except in the following cases:

- a) The authorizing person has died, is restricted in civil capacity, or has lost civil capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person performing the authorization.

This clause does not apply if HUGACO receives notification of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Changes to Rights

1. Changes or cancellations of special rights associated with a preferred share shall take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders attending and voting at the meeting. 1. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of shareholders holding preferred shares shall only be adopted if approved by at least 75% of the total number of preferred shares of that class present at the meeting, or by at least 75% of the total number of preferred shares of that class in the case of a resolution adopted by written ballot.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights shall only be valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If the required number of delegates is not present, the meeting shall be rescheduled within the following 30 days, and those holding shares of that class (regardless of the number of individuals and shares) present in person or through authorized representatives shall be considered to have met the required number of delegates. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20, and 21 of these Charters.
4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with shares granting preferential rights over some or all matters relating to the distribution of HUGACO's profits or assets shall not be altered when HUGACO issues additional shares of the same class.

Article 18. Convening Meetings, Meeting Agenda, and Notices of Meeting Invitations to the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases stipulated in Clause 3, Article 14 of these Charters.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than (10 days) before the date of sending the notice of meeting invitations. HUGACO must publish information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
 - b) Prepare the agenda and content of the meeting;
 - c) Prepare documents for the meeting;
 - d) Draft resolutions of the General Meeting of Shareholders according to the planned content of the meeting;
 - d) Determining the time and place of the general meeting;
 - e) Notifying and sending notices of the General Meeting of Shareholders to all shareholders entitled to attend;
 - g) Other tasks serving the general meeting.
3. Notices inviting shareholders to the General Meeting of Shareholders shall be sent to all shareholders by means that ensure they reach the shareholders' contact addresses, and simultaneously published on the website of HUGACO and the State Securities Commission, and the stock exchange where HUGACO's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send notices inviting shareholders to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the website of HUGACO. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to all meeting documents so that shareholders can access them, including:
 - a) Meeting agenda and documents to be used in the meeting;
 - b) List and detailed information of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;
 - c) Voting ballot;
 - d) Draft resolution for each item on the agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of these Charters have the right to propose items to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to HUGACO no later than 3 working days before the opening of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed item to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject a proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The proposal is submitted improperly according to Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of this Charter;
- c) The issue of the proposal is outside the scope of the General Meeting of Shareholders' decision-making authority;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as stipulated in Clause 5 of this Article; the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding a General Meeting of Shareholders

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

2. If the first meeting does not meet the conditions for holding as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within (30) days from the date of the first planned meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents from (33%) or more of the total voting shares.

3. If the second meeting does not meet the conditions for holding as stipulated in Clause 2 of this Article, a notice of the third meeting must be sent within (20) days from the date of the second planned meeting. The third General Meeting of Shareholders shall be held regardless of the total number of voting shares of the shareholders attending.

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

1. Before the meeting opens, HUGACO must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting have registered in the following order:

- a) When registering shareholders, HUGACO issues each shareholder or authorized representative with voting rights a voting card, on which is recorded the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by vote in favor, against, and abstention. At the meeting, the votes in favor of the resolution are collected first, followed by the votes against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the closing of the meeting. a) The General Meeting shall elect those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote

- counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;
- b) Shareholders, authorized representatives of shareholders who are organizations, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The Chairman is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of previously voted-on items remains unchanged.
2. The election of the chairman, secretary, and vote counting committee is regulated as follows:
- a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no chairman can be elected, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the chairman from among those present, and the person with the highest number of votes shall preside over the meeting;
- b) Except as stipulated in point a) of this clause, the person who signed the summons for the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the chairman, and the person with the highest number of votes shall preside over the meeting;
- c) The chairman shall appoint one or more people to serve as secretary of the meeting;
- d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.
4. The chairman of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
- a) Arrange seating at the meeting venue;
- b) Ensure the safety of all persons present at the meeting venues;
- c) Facilitate the attendance (or continued attendance) of shareholders at the meeting. The person convening the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.
5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by vote of approval, disapproval, and abstention. The results of the vote count shall be announced by the presiding officer immediately before the closing of the meeting.
6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to participate in voting immediately after registration; in this case, the validity of the items voted on earlier remains unchanged.
7. The convener or presiding officer of the General Meeting of Shareholders has the following rights:
- a) To require all attendees to undergo security checks or other lawful and reasonable security measures;

b) To request the competent authority to maintain order at the meeting; to expel those who do not comply with the presiding officer's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- a) The meeting location does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting location do not ensure that shareholders can participate, discuss, and vote;
- c) Attendees obstruct or disrupt order, posing a risk of the meeting not being conducted fairly and legally.

9. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.

10. In the event that HUGACO applies modern technology to organize the General Meeting of Shareholders through online meetings, HUGACO is responsible for ensuring that shareholders attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of some articles of the Securities Law. The General Meeting of Shareholders may be held in the form of obtaining shareholder opinions in writing.

Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders

1. A resolution on the following matters shall be adopted if it is approved by a number of shareholders representing at least (75%) of the total voting shares of all shareholders attending and voting at the meeting, except as stipulated in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

- a) Types of shares and the total number of shares of each type;
- b) Changes in business lines, professions, and business sectors;
- c) Changes in HUGACO's organizational and management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in HUGACO's most recent audited financial statements;
- e) Reorganization or dissolution of HUGACO;
- f) Amendments and additions to HUGACO's Charter.

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures for convening and passing the resolution violate the provisions of the Enterprise Law and the HUGACO Charter.

In the event that a shareholder or group of shareholders requests a court or arbitration to annul a resolution of the General Meeting of Shareholders as stipulated in Article 24 of this Charter, that resolution shall remain in effect until the court or arbitration decision takes effect, except in cases where interim injunctive measures are applied as prescribed by a competent authority.

Article 22. Authority and Procedure for Obtaining Shareholder Opinions in Writing to Adopt Resolutions of the General Meeting of Shareholders.

The authority and procedure for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the right to obtain shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of HUGACO.

2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion ballots. The requirements and method for sending opinion ballots and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of these Charters.

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

a) Name, address of the head office, enterprise code;

b) Purpose of soliciting opinions;

c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and number of voting rights of the shareholder;

d) Issues requiring opinions to be passed;

e) Voting options including "agree," "disagree," and "no opinion" for each issue being solicited;

f) Deadline for submitting the answered opinion forms to HUGACO;

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

4. Shareholders may send their completed opinion ballots to HUGACO by mail, fax, or email, subject to the following regulations:

a) If sent by mail, the completed opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballots sent to the Company must be enclosed in a sealed envelope, and no one is permitted to open them before the vote count;

b) If sent by fax or email, the opinion ballots sent to HUGACO must be kept confidential until the vote count;

c) Opinion ballots sent to HUGACO after the deadline specified in the ballot content, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Unsent ballots will be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions at HUGACO. The vote counting report must include the following main contents:

- a) Name, head office address, enterprise code;
- b) The purpose and issues requiring consultation for the resolution;
- c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the participating shareholders;
- d) The total number of votes in favor, against, and abstentions for each issue;
- e) The issue that was passed and the corresponding percentage of votes in favor;
- f) The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

The members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly responsible for the honesty and accuracy of the vote counting record; and jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days from the date the vote count concludes. Sending the vote count minutes and resolutions may be replaced by posting them on HUGACO's website within 24 hours of the vote count's conclusion.

7. The completed ballots, vote count minutes, approved resolutions, and related documents accompanying the ballots must be kept at HUGACO's head office.

8. A resolution adopted by written shareholder consultation is considered valid if it is approved by more than 50% of the total voting shares of all shareholders entitled to vote, and it has the same validity as a resolution 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 minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in both Vietnamese and English and contain the following main contents:

- a) Name, registered office address, and enterprise code;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;
- f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of shareholder registration list, shareholder representatives attending the meeting with corresponding share and vote counts;
- g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) The issues that were approved and the corresponding percentage of votes cast in their approval;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the content as stipulated in

Clause 1 of this Article. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

3. Minutes and resolutions of the General Meeting of Shareholders prepared in both Vietnamese and English have equal legal validity. In case of discrepancies in content between the Vietnamese and English versions of the minutes, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendix listing registered shareholders, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at HUGACO's head office.

Article 24. Request for Annulment of Shareholders' Meeting Resolution

Within 90 days from the date of receipt of the Resolution or minutes of the Shareholders' Meeting or the minutes of the vote count of the Shareholders' Meeting, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration (if competent) to review and annul the resolution or part of the content of the Shareholders' Meeting resolution in the following cases:

1. The procedures for convening the meeting and making decisions of the Shareholders' Meeting seriously violate the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 3, Article 21 of this charter.
2. The content of the Resolution violates the law or this charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination and Election of Board Members

1. Once candidates for the Board of Directors have been identified, HUGACO must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on HUGACO's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, diligently, and in the best interests of HUGACO if elected as a member of the Board of Directors. Information related to Board of Directors candidates to be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- e) Interests related to HUGACO and its related parties;
- f) Other information (if any) as stipulated in HUGACO's Charter;

g) HUGACO is responsible for disclosing information about the companies in which the candidate holds the position of Board of Directors member, other management positions, and related interests in the company of the Board of Directors candidate (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to combine their individual voting rights to nominate candidates for election to the Board of Directors as follows:

a) Owning from ten (10)% to less than twenty (20)%, are entitled to nominate a maximum of one (01) candidate.

b) Owning from twenty (20)% to less than thirty (30)%, are entitled to nominate a maximum of two (02) candidates.

c) Shareholders owning from thirty (30)% to less than forty-five (45)% are entitled to nominate a maximum of three (03) candidates.

d) Shareholders owning from forty-five (45)% to less than sixty (60)% are entitled to nominate a maximum of four (04) candidates.

e) Shareholders owning sixty (60)% or more are entitled to nominate a maximum of five (05) candidates.

If the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates will be nominated by the Board of Directors and other shareholders.

3. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the operating regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates 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 meet the following standards and conditions:

a) Members of the Board of Directors must meet the standards and conditions for membership in the Board of Directors as stipulated in Article 155 of the Enterprise Law;

b) The Chairman of the Board of Directors shall not concurrently hold the position of General Director of HUGACO;

c) Members of the Board of Directors of HUGACO may only simultaneously be members of the Board of Directors and Board of Members in a maximum of 05 other companies.

5. Method of electing members of the Board of Directors: The election of members of the Board of Directors shall be carried out in one of two ways: Direct election by ballot at the General Meeting or cumulative voting.

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

1. The number of members of the Board of Directors shall not be less than three (03) members and not more than seven (07) members. The number of members of the Board of Directors for each term shall be decided by the General Meeting of Shareholders.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive

terms. If all members of the Board of Directors complete their terms at the same time, those members will continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

- a) There must be at least 1 non-executive member in the case where the number of Board members is from 3 to 5;
- b) There must be at least 2 non-executive members in the case where the number of Board members is from 6 to 8.

HUGACO minimizes the number of Board members holding executive positions within HUGACO to ensure the independence of the Board of Directors.

4. A Board member loses their status as a Board member in the case of dismissal, removal, or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Enterprise Law, specifically:

- a) Not meeting the standards and conditions as stipulated in Article 155 of the Enterprise Law;
- b) Submitting a resignation letter and having it accepted;
- c) Not participating in the activities of the Board of Directors for 6 consecutive months, except in cases of force majeure;
- d) When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in cases stipulated in Clauses 1 and 2 of this Article.

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

6. Members of the Board of Directors do not necessarily have to be shareholders of HUGACO.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the governing body of HUGACO, having full authority to act on behalf of HUGACO to decide and exercise the rights and obligations of HUGACO, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the HUGACO Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) Deciding on HUGACO's strategy, medium-term development plan, and annual business plan;
- b) Proposing the types of shares and the total number of shares authorized for sale of each type;
- c) Deciding on the sale of unsold shares within the authorized number of shares for each type; deciding on raising additional capital through other forms;
- d) Deciding on the selling price of HUGACO's shares and bonds;
- e) Deciding on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
- f) Deciding on investment plans and investment projects with a value less than thirty-five (35%) of the total asset value recorded in HUGACO's most recent audited financial statement;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Through purchase, sale, loan, and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in HUGACO's most recent audited

financial statements, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Enterprise Law;

i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, and removing the General Director, Deputy General Director, Chief Financial Officer, and Chief Accountant according to the resolution of the Board of Directors, except in cases under the authority of the General Meeting of Shareholders; deciding on the salaries and other benefits of those executives; appointing authorized representatives to exercise ownership rights of shares or capital contributions in other companies, and deciding on the remuneration and other benefits of those representatives;

k) Supervising and directing the General Director and other managers in the daily operation of HUGACO's business;

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

m) Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

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

o) Proposing the annual dividend rate to be paid and deciding on the interim dividend payment; deciding on the deadline and procedures for dividend payment or handling losses incurred during business operations;

p) Proposing the reorganization or dissolution of HUGACO; requesting HUGACO's bankruptcy; q) Decision to issue the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders;

s) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations and HUGACO Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.

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

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

2. Members of the Board of Directors are entitled to remuneration and bonuses for their work as members of the Board of Directors. 2. The Board of Directors shall determine the remuneration for each member based on mutual agreement or equal distribution in case the Board of Directors cannot reach an agreement. The total remuneration of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

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

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks outside the normal scope of a Board member's duties may receive additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased by HUGACO after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and HUGACO Charter.

Article 29. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors may not also hold the position of General Director.

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

- a) To prepare the program and plan of activities of the Board of Directors;
- b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- e) To chair the General Meeting of Shareholders;
- e) Other rights and obligations as stipulated in the Enterprise Law and HUGACO Charter.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within (10 days) from the date of receiving the resignation letter or being dismissed or removed from office.

5. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or performing a specific job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member

has the highest number of votes or the same percentage of votes, the members shall elect by majority vote to choose one of them to convene the meeting of the Board of Directors.

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

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

- a) Upon the proposal of a majority of the members of the Supervisory Board;
- b) Upon the proposal of the General Director or at least 5 other managers;
- c) Upon the proposal of at least 2 members of the Board of Directors;
- d) At the request of the independent auditor.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be responsible for any damages incurred by HUGACO; the person making the proposal has the right to replace the Chairman of the Board of Directors in convening the meeting.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of meeting at least 3 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed, and the decisions to be made. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

The notice of the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the HUGACO Charter and must ensure that it reaches the contact address of each Board member registered with HUGACO.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the members of the Supervisory Board as with the members of the Board of Directors.

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

8. A Board of Directors meeting shall be held when at least 3/4 of the total number of members are present. If the meeting convened according to the provisions of this clause does not have the required number of members present, a second meeting shall be convened within 7 days from the date of the first scheduled meeting. In this case, the meeting proceeds if more than half of the Board of Directors members are present.

9. A Board member is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
- c) Attend and vote through online conferencing, electronic voting, or other electronic forms;
- d) Send ballots to the meeting via mail, fax, or email;

e) Send ballots by other means.

10. In the case of sending ballots to the meeting via mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize another person to attend and vote on their behalf if approved by a majority of the Board of Directors members.

12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the attending members; In the event of a tie vote, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

13. The Chairman of the Board of Directors is responsible for forwarding the minutes of the Board of Directors' meetings to the members, and these minutes shall be considered as authentic evidence of the work performed in those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of forwarding. The minutes shall be prepared in Vietnamese and must be signed by all members of the Board of Directors attending the meeting, or the minutes shall be prepared in multiple copies, each signed by at least one (01) member of the Board of Directors attending the meeting. If the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all members of the Board of Directors attending the meeting have signed and the content is complete as prescribed, then these minutes shall be valid.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors and shall be at least 3 (members of the Board of Directors) including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote to approve them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the company's charter and internal regulations on corporate governance.

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors of HUGACO must appoint at least one person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance is not allowed to simultaneously work for an approved auditing firm that is auditing HUGACO's financial statements.

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

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

- b) Preparing 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) Advising on the procedures of the meetings;
- d) Attending the meetings;
- e) Advising on the procedures for drafting resolutions of the Board of Directors in accordance with the law;
- f) Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors on HUGACO's information disclosure activities;
- h) To act as the point of contact with relevant stakeholders;
- i) To maintain confidentiality of information in accordance with the law and HUGACO Charter;
- k) Other rights and obligations as stipulated by law and HUGACO Charter.

CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organizational Structure

HUGACO's management system must ensure that the management structure is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in HUGACO's daily business operations. HUGACO has a General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be approved by a resolution or decision of the Board of Directors.

Article 34. Company Executives

1. Company executives include the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the HUGACO Charter.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, HUGACO may recruit other executives in a number and with qualifications appropriate to the structure and management regulations of HUGACO as stipulated by the Board of Directors. Executives are responsible for supporting HUGACO in achieving its operational and organizational goals.
3. The General Director receives a salary and bonuses. The salary and bonuses of the General Director are determined by the Board of Directors.
4. Executive salaries are included in HUGACO's business expenses in accordance with the law on corporate income tax, are presented as a separate item in HUGACO's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to be the General Director.
2. The General Director is responsible for managing the daily business operations of HUGACO; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the company's charter, specifically:

- a) Not falling under the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Not being a family member of the enterprise manager, the company's auditor and parent company; the representative of state capital, or the representative of the enterprise's capital in the company and parent company;
- c) Possess professional qualifications and experience in the company's business management.

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

- a) Decide on matters related to HUGACO's daily business operations that are not within the authority of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of HUGACO's business plan and investment plan;
- d) Propose organizational structure plans and internal management regulations for HUGACO;
- e) Appoint, dismiss, and remove management positions in the Company, except for those under the authority of the Board of Directors;
- f) Decide on salaries and other benefits for HUGACO employees, including managers appointed by the General Director;
- g) Recruit employees;
- h) Propose dividend payment plans or handling of business losses;
- i) Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the Board members with voting rights present at the meeting approve and appoint a new General Director to replace him/her.

CHAPTER IX. SUPERVISORY BOARD

Article 36. Nomination and Election of Supervisory Board Members (Supervisors)

1. The nomination and election of Supervisory Board members shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 25 of this Charter, specifically:

Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to combine the voting rights of each person to nominate candidates for election to the Supervisory Board as follows:

- a) Owning from ten (10)% to less than twenty (20)%, have the right to nominate a maximum of one (01) candidate.
- b) Owning from twenty (20)% to less than thirty (30)%, have the right to nominate a maximum of two (02) candidates.
- c) Owning from thirty (30)% to less than forty-five (45)%, have the right to nominate a maximum of three (03) candidates.
- d) Shareholders owning from forty-five (45)% to less than sixty (60)% are entitled to nominate a maximum of four (04) candidates.

- e) Shareholders owning sixty (60)% or more are entitled to nominate a maximum of five (05) candidates.
2. In case the number of candidates for the Supervisory Board through nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervisory Board's operating regulations. The incumbent Supervisory Board's introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.
3. Method of electing members of the Supervisory Board: The election of members of the Supervisory Board shall be carried out in one of two ways: Direct election by ballot at the General Meeting or cumulative voting.

Article 37. Composition of the Supervisory Board

1. The number of members of the Supervisory Board of HUGACO is from 3 to 5 members. The specific number for each term is decided by the General Meeting of Shareholders. The term of a Supervisory Board member shall not exceed 5 years and may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must meet the standards and conditions stipulated in Article 169 of the Enterprise Law:
- a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
 - b) Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business activities of the enterprise;
 - c) Not a family member of a member of the Board of Directors, the General Director, or other managers;
 - d) Not a manager of the company; not necessarily a shareholder or employee of the company.
 - e) Not allowed to work in the accounting or finance department of HUGACO;
 - f) Not allowed to be a member or employee of an independent auditing firm that audited the company's financial statements for the three consecutive years prior to the audit.
 - g) Other standards and conditions as prescribed by relevant laws and the HUGACO Charter.
3. Members of the Supervisory Board shall be dismissed in the following cases:
- a) No longer meeting the standards and conditions for membership in the Supervisory Board as prescribed in Clause 2 of this Article;
 - b) Submitting a resignation letter and having it accepted;
 - c) Other cases as prescribed in the HUGACO Charter.
4. Members of the Supervisory Board shall be removed from office in the following cases:
- a) Failure to complete assigned tasks and duties;
 - b) Failure to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
 - c) Repeated and serious violations of the obligations of a member of the Supervisory Board as prescribed by the Enterprise Law and the HUGACO Charter;
 - d) Other cases as decided by the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be by majority vote. More than half of the members of the Supervisory Board must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

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

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and Obligations of the Supervisory Board

The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

- 1. To propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations approved to audit HUGACO's financial statements; to decide on the auditing organization approved to conduct inspections of HUGACO's operations, and to dismiss approved auditors when deemed necessary.
- 2. To be responsible to shareholders for its supervisory activities.
- 3. To supervise HUGACO's financial situation and the compliance with the law in the activities of the members of the Board of Directors, the General Director, and other managers.
- 4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
- 5. In case of detecting violations of the law or the company's charter by members of the Board of Directors, the General Director, and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take measures to remedy the consequences.
- 6. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
- 7. Report to the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.
- 8. Have the right to access HUGACO's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of HUGACO's managers and employees during working hours.
- 9. Has the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of HUGACO.
- 10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice a year, with at least 2/3 of the Supervisory Board members attending. Minutes of the Supervisory Board meetings must be prepared in detail and clearly. The person recording the minutes and the Supervisory Board members attending the meeting must sign the minutes. Minutes of the Supervisory Board meetings must be kept to determine the responsibility of each Supervisory Board member.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and answer questions that need clarification.

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

Unless otherwise stipulated in the company's charter, the salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be implemented according to 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 decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in HUGACO's annual financial statements.

CHAPTER X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES

Board of Directors members, Supervisory Board members, the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and diligently for the benefit of HUGACO.

Article 42. Responsibility for Honesty and Avoidance of Conflicts of Interest

1. Board of Directors members, Supervisory Board members, the General Director and other managers must disclose relevant interests in accordance with the Law on Enterprises and related legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of HUGACO.
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 Company, its subsidiaries, and other companies in which

the public company holds 50% or more of the charter capital, and those entities or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, HUGACO must disclose information on these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors are not permitted to vote on transactions that benefit that member or their related parties as stipulated in the Enterprise Law.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties are prohibited from using or disclosing insider information to others for the purpose of conducting related transactions.

6. Transactions between HUGACO and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these entities shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to (35%) of the total asset value recorded in the most recent audited financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no related interests;

b) For transactions with a value greater than (35%) or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of (35%) or more of the total asset value recorded in the most recent audited financial statement, the significant contents of this transaction as well as the relationship and interests of the Board of Directors members, Supervisory Board members, General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by voting of shareholders without an interest.

Article 43. Liability for Damages and Compensation

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

2. HUGACO shall compensate those who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which HUGACO is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of HUGACO who have performed or are performing duties under HUGACO's authorization, acting honestly and diligently in the interests of HUGACO in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments incurred (including attorney fees) when resolving these cases within the legal framework. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

CHAPTER XI. RIGHT TO ACCESS COMPANY RECORDS AND FILES

Article 44. Right to Access Records and Files

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

- a) Ordinary shareholders have the right to examine, search, and extract information on the name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; examine, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, search, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of HUGACO.
2. In case an authorized representative of a shareholder or group of shareholders requests to search books and records, they must include a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this 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 search HUGACO's shareholder register, shareholder list, books, and other records of HUGACO for purposes related to their positions, provided that this information is kept confidential.
4. The company must keep this Charter and its amendments, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, 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 shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The company's Charter must be published on HUGACO's website.

CHAPTER XII. EMPLOYEES AND TRADE UNIONS

Article 45. Employees and Trade Unions

1. The General Director must prepare a plan for the Board of Directors to approve matters relating to recruitment, termination of employment, wages, social insurance, benefits, rewards and disciplinary actions for employees and business managers.
2. The General Director must prepare a plan for the Board of Directors to approve matters relating to HUGACO's relationship with trade union organizations in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, HUGACO's regulations and applicable laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. Annual after-tax (accounting) profits shall be distributed as follows:
 - a. Divide profits among affiliated capital contributors according to the provisions of the signed economic contract (if any).
 - b. Offset losses from previous years.
 - c. The remaining profit (after deducting the amounts specified in Clauses 1 and 2 above) shall be distributed in the following order:

- Allocation to the investment and development fund;
 - Allocation to the reward and welfare fund;
 - Allocation for bonuses to the management, executive board, and representatives of the Corporation's capital in other enterprises;
 - Dividend distribution;
 - Allocation to other funds and/or retention for the following year (if any)
2. The General Meeting of Shareholders shall decide on the dividend payment rate and the form of dividend payment annually from HUGACO's retained profits.
 3. HUGACO does not pay interest on dividend payments or payments related to a particular stock.
 4. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.
 5. In the event that dividends or other payments related to a particular stock are paid in cash, HUGACO must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If HUGACO has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, HUGACO is not liable for the amount transferred to that shareholder. Dividend payments for shares listed/registered for trading on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
 6. Based on the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution or decision to determine a specific date for closing the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
 6. Other matters related to profit distribution shall be carried out in accordance with the provisions of the law.

CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.
2. With prior approval from the competent authority, HUGACO may, if necessary, open bank accounts abroad in accordance with the provisions of the law.
3. HUGACO shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where HUGACO has opened accounts.

Article 48. Fiscal Year

HUGACO's fiscal year begins on January 1st of each year and ends on December 31st of each year.

Article 49. Accounting System

1. The accounting system used by HUGACO is the enterprise accounting system issued and approved by the competent authority.

2. HUGACO prepares accounting books in Vietnamese and maintains accounting records in accordance with accounting laws and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain HUGACO's transactions.
3. HUGACO uses the Vietnamese Dong as the currency in its accounting. In cases where HUGACO's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as the accounting currency, is responsible for that choice before the law, and must notify the direct tax authority.

CHAPTER XV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, Semi-Annual and Quarterly Financial Reports

1. HUGACO must prepare annual financial reports, and these annual financial reports must be audited in accordance with the law. HUGACO shall publish its audited annual financial reports in accordance with the law on information disclosure on the securities market and submit them to the competent state agency.
2. Annual financial reports must include all reports, appendices, and explanatory notes as prescribed by law on corporate accounting. Annual financial reports must truthfully and objectively reflect HUGACO's operational situation.
3. HUGACO must prepare and publish reviewed semi-annual financial reports and quarterly financial reports in accordance with the law on information disclosure on the securities market and submit them to the competent state agency.

Article 51. Annual Report

HUGACO must prepare and publish an Annual Report in accordance with the regulations of the law on securities and the securities market.

CHAPTER XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these firms to audit HUGACO's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to HUGACO's annual financial statements.
3. Independent auditors conducting the audit of HUGACO's financial statements are entitled to attend General Meetings of Shareholders and receive notices and other information related to the General Meeting of Shareholders, and to express their opinions at the meeting on matters related to the audit of HUGACO's financial statements.

CHAPTER XVII. ENTERPRISE SEAL

Article 53 Enterprise Seal

1. The seal includes seals made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the seal of HUGACO, its branches, and representative offices (if any).
3. The Board of Directors and the General Director use and manage the seal in accordance with current laws.

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. HUGACO may be dissolved in the following cases:
 - a) Upon expiration of the operating period stated in the company's charter without a decision to extend it;
 - b) By resolution or decision of the General Meeting of Shareholders;
 - c) Revocation of the Business Registration Certificate, except where the Law on Tax Administration provides otherwise;
 - d) Other cases as prescribed by law.
2. The premature dissolution of HUGACO (including any extended period) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 55. Extension of Operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least (7 months) before the end of the operating period so that shareholders can vote on the extension of HUGACO's operation as proposed by the Board of Directors.
2. The operating period shall be extended when the number of shareholders representing 65% or more of the total voting shares of all shareholders present at the General Meeting of Shareholders approves it.

Article 56. Liquidation

1. At least (6 months) before the end of HUGACO's operating period or after the decision to dissolve HUGACO is made, the Board of Directors must establish a Liquidation Committee consisting of 3 members, of which 2 members are appointed by the General Meeting of Shareholders and 1 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. 1. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation will be prioritized for payment by HUGACO before other HUGACO debts.
2. The Liquidation Committee is responsible for reporting its establishment date and commencement date to the Business Registration Authority. From that point onwards, the Liquidation Committee will represent HUGACO in all matters related to the liquidation of HUGACO before the Courts and administrative agencies.
3. The proceeds from the liquidation will be paid in the following order:
 - a) Liquidation costs;
 - b) Debts for wages, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
 - c) Tax debts;

d) Other debts of HUGACO;

d) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be given priority in payment.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In case of disputes or complaints arising related to the operations of HUGACO, the rights and obligations of shareholders as stipulated in the Enterprise Law, the company's charter, other legal regulations, or agreements between:

a) Shareholders and HUGACO;

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

The relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Except in cases involving disputes concerning the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present information related to the dispute within 30 working days from the date the dispute arises. In cases involving disputes concerning the Board of Directors or the Chairman of the Board, either party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If a settlement is not reached within (6 weeks) from the start of the mediation process, or if the mediator's decision is not accepted by the parties, a party may submit the dispute to arbitration or court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of court costs shall be made according to the court's judgment.

CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 58. Company Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where the law provides provisions related to HUGACO's operations not mentioned in this Charter, or where there are new legal provisions different from the provisions in this Charter, those provisions shall apply to govern HUGACO's operations.

CHAPTER XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This Charter (21 chapters, 59 articles) was unanimously approved by the General Meeting of Shareholders of Hung Yen Garment Corporation - Joint Stock Company at previous General Meetings and amended and supplemented at the General Meeting of Shareholders held on April 22, 2026 to conform with current legal regulations of the State and unanimously approved the full effect of this Charter.

2. This Charter is drawn up in two copies in Vietnamese and English, both having equal value and must be kept at HUGACO's head office. In case of discrepancies in content between the Vietnamese and English versions of the Charter, the Vietnamese version shall prevail.

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

4. Copies or extracts of the HUGACO Charter are valid only when signed by the Legal Representative or the Chairman of the Board of Directors, or at least half of the total number of members of the Board of Directors.

Legal Representative



Pham Thi Phuong Hoa

