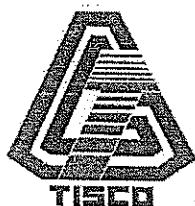


THAI NGUYEN IRON AND STEEL JOINT STOCK CORPORATION



**CHARTER
ON ORGANIZATION AND OPERATION
OF THAI NGUYEN IRON AND STEEL JOINT STOCK
CORPORATION**

**(Amended and supplemented pursuant to Resolution No. 66/NQ-GTTN dated
May 22, 2026 of the 2026 Annual General Meeting of Shareholders
of Thai Nguyen Iron and Steel Joint Stock Corporation)**

PREAMBLE

This Charter was adopted pursuant to a valid resolution of the 2026 Annual General Meeting of Shareholders of Thai Nguyen Iron and Steel Joint Stock Corporation held on May 22, 2026.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

- a) 'Company' means Thai Nguyen Iron and Steel Joint Stock Corporation;
- b) 'Charter capital' means the total par value of shares sold and as prescribed in Article 10 of this Charter;
- c) 'Law on Enterprises' means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) 'Law on Securities' means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- đ) 'Date of establishment' means the date the Company was first issued the Certificate of Enterprise Registration (Business Registration Certificate);
- e) 'Company Executive' means the General Director, Deputy General Director, Chief Accountant, and other managers as prescribed by the Company's Charter;
- g) 'Enterprise Manager' means a person managing the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding management titles as prescribed in the Company's Charter;
- h) 'Related person' means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
- i) 'Duration of operation' means the duration of the Company's operation as prescribed in Article 2 of this Charter;
- k) 'Vietnam' means the Socialist Republic of Vietnam;
- l) 'Law' means all legal normative documents prescribed in Article 1 of the Law on Promulgation of Legal Normative Documents No. 80/2015/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on June 22, 2015, and documents issued by competent state agencies;
- m) 'VSDC' means the Vietnam Securities Depository and Clearing Corporation.

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

3. Headings (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, and duration of operation of the Company

1. Name of the Company

- Vietnamese name: Công ty Cổ phần Gang thép Thái Nguyên

- English name: THAI NGUYEN IRON AND STEEL JOINT STOCK CORPORATION

- Abbreviated name: TISCO

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

3. The Company's registered headquarters is:

- Address: Group Cam Gia 13, Gia Sang Ward, Thai Nguyen Province

- Telephone: 0208.3832.236

- Fax: 02083.832.056

- Website: TISCO.COM.VN

4. Headquarters of the Company's branches, affiliated units, and representative offices (list attached in Appendix No. 01).

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

6. Unless terminated in accordance with Article 70 of this Charter, the Company's duration of operation shall commence from the date of establishment and shall be indefinite.

Article 3. Legal representative of the Company

1. The General Director is the legal representative of the Company.

2. Rights and obligations of the Company's legal representative:

a) The legal representative of the enterprise is the individual who represents the Company in exercising rights and performing obligations arising from the Company's transactions, represents the Company as a plaintiff, defendant, or person with related interests and obligations before Arbitration or Courts, and exercises other rights and performs other obligations as prescribed by law.

b) The legal representative represents the Company in external communications and decides on important matters such as organizing and managing business operations, personnel organization, management and use of the enterprise's accounts and seals, and other powers as prescribed in the Company's Charter.

c) The Company's legal representative has the following responsibilities:

- Exercise assigned rights and perform assigned obligations honestly, carefully, and in the best manner to ensure the lawful interests of the enterprise;

- Be loyal to the interests of the enterprise; not use information, know-how, or business opportunities of the enterprise, and not abuse their position, title, or use the enterprise's assets for personal gain or to serve the interests of other organizations or individuals;

- Notify the enterprise promptly, fully, and accurately about the fact that such representative and their related persons own or have controlling shares or capital contributions in other enterprises.

- The legal representative of the enterprise shall be personally liable for damages caused to the enterprise due to violations of the obligations prescribed in Point c of this Article.

III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

Article 4. Operational objectives of the Company

1. The Company conducts business in sectors consistent with its Business Registration Certificate and the provisions of law to mobilize and utilize capital effectively for the development of production and business, with the objectives of maximizing profits, creating stable employment

for employees, increasing dividends for shareholders, contributing to the state budget, and developing the Company;

2. The Company may have other objectives during its operation in accordance with the provisions of law.

Article 5. Scope of business and operations

1. Business lines of the Company:

No.	Industry name	Industry code
1	Manufacture of iron, steel, and cast iron.	2410 (main)
2	Wholesale of other construction materials and installation equipment.	4673
3	Wholesale of other machinery, equipment, and spare parts (electrical materials).	4659
4	Construction of other civil engineering works.	4299
5	Other manufacturing not elsewhere classified (Manufacture of metal products; coke and coked products, alloy products, ferroalloys, refractory materials, construction materials, calcium carbide, electrode paste, acetylene, oxygen and other industrial gases, food and beverage processing).	3290
6	Agents, brokers, and auctioneers of goods.	4610
7	Warehousing and storage of goods.	5210
8	Treatment and disposal of hazardous waste.	3822
9	Construction of railway.	4211
10	Construction of road infrastructure (Construction of highways and other types of roads; Construction of overhead power lines)	4212
11	Installation of electrical systems.	4321
12	Iron ore mining.	0710
13	Wholesale of metals and metal ores.	4672
14	Mining of other non-ferrous metal ores.	0729
15	Other mining not elsewhere classified.	0899
16	Other specialized wholesale not elsewhere classified (Non-ore raw materials (Waste rock, refractory clay and coked products, alloy products, ferroalloys, refractory materials, construction materials, calcium carbide, electrode paste, acetylene, oxygen and other industrial gases, metal goods, industrial spare parts, chemicals (excluding state-prohibited chemicals), mechanical tools, scrap iron and steel, blast furnace slag, steelmaking furnace slag).	4679
17	Building a house to live in.	4101
18	Building houses not to live in.	4102
19	Production and distribution of steam, hot water, air conditioning, and ice production (operation of industrial water transmission).	3530
20	Technical testing and analysis (Testing and calibration of electrical equipment).	7120

No.	Industry name	Industry code
21	Freight transport by road.	4933
22	Freight transport by railway.	4912
23	Wholesale of solid, liquid, and gaseous fuels and related products.	4671
24	Hotels and similar accommodation services	5510
25	Other sports activities.	9319
26	Real estate business, land use rights owned, used, or leased.	6810
27	Activities of amusement parks and theme parks.	9321
28	Architectural activities and related technical consultancy (Consultancy for construction of mining and metallurgical works; Survey, design, manufacture of equipment, spare parts, and industrial works for metallurgy, mining, and metallurgical services; Mineral exploration).	7110
29	Other recreational activities	9329
30	Electricity generation from renewable energy sources	3512
31	Transmission, and distribution of electricity.	3513
32	Restaurants and mobile catering services.	5610
33	Printing.	1811
34	Advertising.	7310
35	Activities of sports facilities.	9311
36	Repair and maintenance of automobiles and other motor vehicles.	9531
37	Manufacture of metal structures.	2511
38	Mechanical processing; metal treatment and coating.	2592
39	Manufacture of other metal products not elsewhere classified.	2599
40	Manufacture of refractory products.	2391
41	Manufacture of construction materials from clay.	2392
42	Manufacture of cement, lime, and plaster.	2394
43	Manufacture of other non-metallic mineral products not elsewhere classified.	2399
44	Processing and preserving of aquatic products and products from aquatic products.	1020
45	Processing and preserving of fruits and vegetables.	1030
46	Manufacture of prepared dishes and meals.	1075
47	Manufacture of starch and starch products.	1062
48	Manufacture of other ceramic products.	2393
49	Processing and preserving of meat and meat products.	1010
50	Other business support service activities not elsewhere classified (Goods consignment).	8299
51	Motorcycle and scooter repair and maintenance.	9532
52	Operation of hospitals and health centers	8610
53	Mining and agglomeration of hard coal	0510
54	Mining and collection of lignite.	0520
55	Manufacture of coke.	1910
56	Forging, pressing, stamping, and roll-forming of metal; powder metallurgy.	2591

No.	Industry name	Industry code
57	Repair and maintenance of machinery and equipment	3312
58	Repair and maintenance of electrical equipment	3314
59	Repair and maintenance of transport vehicles (excluding cars, motorcycles, and other motor vehicles).	3315
60	Repair and maintenance of other equipment	3319
61	Installation of industrial machinery and equipment (metallurgical equipment).	3320
62	Provision of catering services under occasional contracts with customers.	5621
63	Rental of sports and recreational equipment.	7721
64	Water collection, treatment, and supply.	3600
65	Other tourism-related activities	7920
66	Retail sale of hardware, paints, glass, and other building materials and installation equipment (retail sale of iron and steel).	4752
67	Basic chemical production	2011
68	Extraction of stone, sand, gravel, and clay (Stone quarrying)	0810
69	Prepare the ground	4312
70	Install water supply and drainage systems, heating and air conditioning systems.	4322
71	Install other building systems	4329
72	Construction of power plants	4221
73	Construction of water supply and drainage systems	4222
74	Construction of other public works (Construction of other public works not classified elsewhere)	4229
75	Construction of mining facilities	4292
76	Construction of processing and manufacturing facilities.	4293

2. The Company is permitted to plan and conduct all business activities in accordance with its Certificate of Enterprise Registration and this Charter, in compliance with the provisions of current law, and to implement appropriate measures to achieve the Company's objectives.

3. The Company may conduct business in other sectors not prohibited by law and approved by the General Meeting of Shareholders.

Article 6. Principles of operation of the Company

The Company operates on the basis of the following principles:

1. Voluntariness, equality, democracy, respect for and compliance with the law;
2. Conduct business honestly, skillfully, diligently, and with a sense of responsibility;
3. Ensure financial resources in business commitments with customers;
4. The highest decision-making body of the Company is the General Meeting of Shareholders;

5. The General Meeting of Shareholders elects the Board of Directors and the Supervisory Board of the Company;

6. Ensure strict internal organizational regulations to avoid conflicts of interest between the Company and its employees, between the Board of Directors and shareholders, and among shareholders. Organize and implement internal supervision and inspection to ensure the Company's operations are consistent with and comply with the provisions of law;

7. The Company's operations are managed by the General Director. Assisting the General Director are the Deputy General Directors and the Company's executive apparatus.

Article 7. Rights of the Company

1. Business autonomy; Proactively select business lines, areas, forms of business, and investment; Proactively expand the scale and business lines; Be encouraged, incentivized, and facilitated by the State to participate in the production and supply of public products and services.

2. Have the right to issue securities of all types to mobilize capital. Select forms, methods of mobilizing, allocating, and using capital.

3. Proactively seek markets, customers, and enter into contracts.

4. Import and export business.

5. Recruit, hire, and use labor according to production and business requirements.

6. Proactively apply modern science and technology to improve business efficiency and competitiveness.

7. Autonomously decide on business affairs and internal relations.

8. Possess, use, and dispose of the enterprise's assets.

9. Refuse any requests for the provision of resources not prescribed by law.

10. File complaints and denunciations in accordance with the law on complaints and denunciations.

11. Participate in legal proceedings directly or through an authorized representative in accordance with the law.

12. Other rights as prescribed by law.

Article 8. Obligations of the Company

1. Meet all business conditions when conducting conditional business lines in accordance with the provisions of law and this Charter.

2. Organize accounting work, prepare and submit financial statements truthfully, accurately, and on time in accordance with the law on accounting and statistics.

3. Declare taxes, pay taxes, and fulfill other financial obligations in accordance with the law.

4. Ensure the rights and interests of employees in accordance with the law on labor; implement social insurance, health insurance, and other insurance schemes for employees in accordance with the law on insurance.

5. Ensure and be responsible for the quality of goods and services according to registered or announced standards.

6. Implement statistical reporting regimes in accordance with the law on statistics; periodically report full information about the enterprise and its financial situation to competent State agencies according to prescribed forms; promptly amend and supplement information when inaccuracies or incompleteness are discovered in previously declared or reported information.

7. Comply with the provisions of law regarding national defense, security, social order and safety, protection of resources and the environment, and protection of historical and cultural relics and scenic spots.

8. Other obligations as prescribed by law.

Article 9. Communist Party of Vietnam, Trade Union, and other socio-political organizations within the Company

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

2. The Trade Union and other socio-political organizations within the Company operate in accordance with the Constitution and laws of Vietnam and the regulations of those organizations, provided that they do not contravene the provisions of law.

3. The Company respects and creates conditions for employees to participate in the aforementioned organizations in accordance with the Constitution and the law.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 10. Charter capital, shares, founding shareholders

1. The Company's charter capital is 1,840 billion VND (One thousand eight hundred and forty billion VND).

The total charter capital of the Company is divided into 184 million shares with a par value of 10,000 VND/share.

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

3. The Company's shares as of the date of adoption of this Charter are common shares. The rights and obligations attached to each class of shares are stipulated in Article 19 and Article 20 of this Charter.

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

5. Common shares must be offered for sale to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to purchase shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to subjects under conditions and in a manner that the Board of Directors deems appropriate, but such shares may not be sold on terms more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

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

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 11. Share certificate

1. Shareholders of the Company are issued share certificates corresponding to the number and class of shares they own.

2. Share certificates must bear the Company's seal and the signature of the Company's legal representative in accordance with the provisions of the Law on Enterprises. Share certificates must clearly state the quantity and class of shares held, the full name of the holder, and other information as prescribed by the Law on Enterprises.

3. Within 7 days from the date of submitting a complete application for transfer of share ownership in accordance with the Company's regulations, or within 7 days (or another period as specified in the issuance terms) from the date of full payment for the shares as prescribed in the Company's share issuance plan, the shareholder is issued a share certificate. The shareholder is not required to pay the Company for the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be issued a replacement certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

a) Information regarding the share certificate that has been lost, damaged, or destroyed in any other form;

b) Commitment to be responsible for any disputes arising from the issuance of the new share certificate.

Article 12. Other securities certificates

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) are issued with the seal and specimen signature of the Company's legal representative.

Article 13. Shareholder register

The Company's shareholder register is deposited at the VSDC, and the VSDC maintains and updates information on shareholders whose shares are registered with the VSDC.

Article 14. Inheritance of shares

1. The Company respects the right to inherit shares, and the inheritance of shares is carried out in accordance with the Civil Code and relevant laws.

2. In the event that a shareholder who is an individual dies, the Company recognizes the following persons as having the right to own part or all of the shares of the deceased shareholder:

a) Heirs under a will or statutory heirs;

b) In case there are multiple persons who have the right to inherit the shares of the deceased shareholder, they must appoint a single representative for ownership through a notarized authorization procedure and comply with the provisions of this Charter; the Company shall not resolve disputes between heirs.

3. Upon obtaining legal ownership or inheritance rights, the heir registers as the owner of the inherited shares to become a new shareholder and enjoys all rights and obligations of a shareholder.

4. Shares of members of the Board of Directors and the Supervisory Board are also inherited in accordance with the law and the Company's Charter, but the person inheriting the shares does not automatically inherit the right to be a member of the Board of Directors or the Supervisory Board of the Company.

Article 15. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange are transferred in accordance with the laws on securities and the stock market.

2. Shares that have not been fully paid for may not be transferred and do not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 16. Forfeiture of shares

1. In case a shareholder does not pay the full amount due for the shares as registered on time, the Board of Directors shall notify and have the right to require that shareholder to pay the remaining amount plus interest on that amount and any costs incurred by the Company due to the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and must state that in case of failure to pay as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit unpaid shares in case the requirements in the aforementioned notice are not met.

4. Forfeited shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution, or settlement to the person who previously owned the forfeited shares or other subjects under conditions and in a manner that the Board of Directors deems appropriate.

5. The shareholder holding the forfeited shares must relinquish their status as a shareholder with respect to those shares, but must still pay all related amounts plus interest at the base interest rate of the State Bank at each time as determined by the Board of Directors from the date of forfeiture until the date of payment. In case the shareholder does not pay the aforementioned related amounts, that amount will be collected by the Company's shares equivalent to the value of the amount the shareholder must pay. The Board of Directors has full authority to decide on the enforcement of payment of the full value of the shares at the time of forfeiture.

6. The forfeiture notice is sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture remains effective even in case of errors or negligence in sending the notice.

Article 17. Share repurchases

1. Share repurchase at the request of shareholders:

a) A shareholder has the right to request the Company to repurchase their shares when:

- The shareholder voted against the decision on the reorganization of the Company; or
- The shareholder voted against the decision on changing the rights and obligations of shareholders as stipulated in this Charter.

b) Procedure for requesting the Company to repurchase shares:

- A request for the Company to repurchase shares must be made in writing, clearly stating: Name and address of the shareholder, quantity of each class of shares, intended selling price, and reasons for requesting the Company to repurchase;

- The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders adopts the decision on the reorganization of the Company or the change in the rights and obligations of shareholders as stipulated in Point a, Clause 1 of this Article.

c) Obligations of the Company upon receiving a request for share redemption:

- Within 90 days from the date of receiving the share redemption request as specified in this Article, the Company must redeem the shares at the request of the shareholder at the market price or a price determined by agreement between that shareholder and the Board of Directors;

- In case an agreement on the price cannot be reached, the parties may request a professional valuation organization to determine the price. The Company shall introduce at least three professional valuation organizations for the shareholder to choose from, and such choice shall be final. In case the parties cannot agree on the price provided by the valuation organization, the shareholder may sell their shares to another person.

2. Redeem shares according to the Company's decision.

The Company has the right to redeem no more than 30% of the total common shares sold, subject to the following provisions:

a) The Board of Directors has the right to decide on the redemption of no more than 10% of the total issued shares within 12 months. In other cases, the redemption of shares shall be decided by the General Meeting of Shareholders;

b) The Board of Directors shall decide the share redemption price. For common shares, the redemption price shall not be higher than the market price at the time of redemption, except for the case specified in Point c, Clause 2 of this Article;

c) The Company may redeem shares of each shareholder in proportion to the percentage of shares they hold in the Company. In this case, the Company's decision to redeem shares must be notified to all shareholders within 30 days from the date such decision is adopted. The notice must contain the following contents:

- Name and headquarters of the Company;
- Total number of shares to be redeemed;
- Redemption price or the principle for determining the redemption price;
- Time limit and payment procedures;
- Time limit and procedures for shareholders to register to sell their shares to the Company.

Shareholders must send their share sale registration to the Company within 30 days from the date of the notice.

d) The Company shall only be entitled to pay for redeemed shares to shareholders in accordance with the provisions of the Law on Enterprises.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 18. Organizational, governance, and control structure

The Company's governance structure consists of:

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. The Supervisory Board.
4. The General Director and the executive apparatus.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 19. Rights of shareholders

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the debts and other property obligations of the Company to the extent of the capital contributed to the Company. Holders of common shares have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly at the General Meeting of Shareholders or through an authorized representative or other forms as prescribed by the Company. Each common share has one vote;

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

c) To freely transfer fully paid shares in accordance with this Charter and applicable law;

d) To be given priority in purchasing newly offered shares in proportion to the percentage of common shares they own;

d) To review, search, and extract information regarding their name and contact address in the list of shareholders with voting rights; to request the correction of inaccurate information;

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

g) In case of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid its creditors and shareholders holding other types of shares in accordance with the law;

h) To request the Company to redeem their shares in cases specified by this Charter and relevant laws;

i) To be treated equally. Each share of the same type grants the shareholder equal rights, obligations, and benefits. In case the Company has preferred shares, the rights and obligations attached to such 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 disclosed by the Company in accordance with the law;

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

m) Shareholders may authorize a representative to exercise their rights and obligations as a shareholder in accordance with the following provisions:

An institutional shareholder owning less than 10% of the total common shares has the right to authorize one authorized representative; if owning from 10% to less than 51% of the total common shares, it has the right to authorize a maximum of three authorized representatives; if owning from 51% to 60% of the total common shares, it has the right to authorize a maximum of five people to attend the General Meeting of Shareholders. If owning from 61% of the total common shares, it has the right to authorize a maximum of six authorized representatives.

- The appointment of an authorized representative must be in writing, notified to the Company, and shall only be effective for the Company from the date the Company receives the notice.

- Procedures and conditions for authorization shall be in accordance with Article 14 of the Law on Enterprises.

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

2. A shareholder or group of shareholders owning 05% or more of the total common shares has the following rights:

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

b) To review, search, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions that must be approved by the Board of Directors, and other documents, excluding documents related to the Company's trade secrets and business secrets;

c) To request the Supervisory Board to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, and legal identification document number of the individual for individual shareholders; name, enterprise identification number or legal identification document number of the organization, and headquarters address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each type of shares held by the shareholder, and the issue proposed to be included in the agenda;

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

3. A shareholder or group of shareholders owning 10% or more of the total common shares has the right to nominate candidates for the Board of Directors and the Supervisory Board in accordance with the provisions of Clause 1 and Clause 2, Article 32 and Clause 2, Article 44 of this Charter;

a) Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting about the group formation 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 one or more candidates for the Board of Directors and the Supervisory Board as decided by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 20. Obligations of shareholders

Shareholders have the following obligations:

1. To comply with the Company's Charter and the Company's regulations; to abide by the decisions of the General Meeting of Shareholders and the Board of Directors.

2. To participate in meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:

a) Directly attending and voting at the meeting or authorizing another individual or organization to attend and vote at the meeting;

b) Attending and voting through online conferences, electronic voting, or other electronic forms, if available;

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

d) Other forms consistent with the Company's regulations.

3. To pay for the shares registered for purchase in accordance with regulations.

4. To provide an accurate address when registering for share purchase.

5. Not to withdraw capital contributed by common shares from the Company in any form, except in cases where the shares are redeemed by the Company or another person. In case a shareholder withdraws part or all of their contributed share capital contrary to the provisions of this Clause, that shareholder and related persons in the Company must be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the shares withdrawn and any damages incurred;

6. To keep confidential the information provided by the Company in accordance with the Company's Charter and the law; to use the provided information only for exercising and protecting their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.

7. Be personally liable when acting in the name of the Company in any form to perform one of the following acts:

a) Violating the law;

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

c) Paying off debts that are not yet due in the face of potential financial risks to the Company.

d) Other acts causing damage to the Company.

8. Complete other obligations as prescribed by current law.

Article 21. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders is held once (01) per year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the fiscal year. In necessary cases, the Company's Board of Directors may extend the meeting of the General Meeting of Shareholders, but for no more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors organizes the convening of the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter. In the event that the Company's annual financial statement audit report contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing organization that audited the

Company's financial statements to attend the Annual General Meeting of Shareholders, and the aforementioned representative of the approved auditing organization is responsible for attending the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases: a) The Board of Directors deems it necessary for the interests of the Company; b) The annual balance sheet, six (06) month or quarterly reports, or the audit report of the fiscal year reflects that the equity has lost half (1/2) of its value compared to the beginning of the period; c) When the number of members of the Board of Directors or the Supervisory Board is less than the number of members prescribed by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in the Charter; d) A shareholder or group of shareholders as prescribed in Clause 2, Article 19 of this Charter requests the convening of a General Meeting of Shareholders in writing. The request to convene a General Meeting of Shareholders must clearly state the reason and purpose of the meeting and have sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies, each of which must have the signature of at least one relevant shareholder; đ) At the request of the Supervisory Board; e) Other cases as prescribed by law, if any.

4. Convening an extraordinary General Meeting of Shareholders a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors is as prescribed in Point c, Clause 3 of this Article or from the date of receiving the request as prescribed in Point d and Point đ, Clause 3 of this Article; b) In the event that the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next thirty (30) days, the Supervisory Board must replace the Board of Directors to convene the meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises; c) In the event that the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, then within the next thirty (30) days, the shareholder or group of shareholders requesting as prescribed in Point d, Clause 3 of this Article has the right to replace the Board of Directors and the Supervisory Board to convene the meeting of the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the order and 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 shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

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

- a) Approve the development orientation of the Company;
- b) Decide on the types of shares and the total number of shares of each type authorized to be offered; decide on the annual dividend rate for each type of share;

c) Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;

d) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement;

đ) Decide on amendments and supplements to the Company's Charter;

e) Approve the annual financial statements;

g) Decide on the repurchase of more than 10% of the total sold shares of each type;

h) Consider and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;

i) Decide on the reorganization or dissolution of the Company;

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

l) Approve Internal Governance Regulations; Operating Regulations of the Board of Directors and the Supervisory Board;

m) Approve the list of approved auditing companies; decide on the approved auditing company to perform the inspection of the Company's operations, and dismiss the approved auditor when deemed necessary;

n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following matters:

a) The Company's annual business plan;

b) The audited annual financial statements;

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

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

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

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

g) The number of members of the Board of Directors and the Supervisory Board;

h) Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;

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

k) Approve the list of approved auditing companies; decide on the approved auditing company to perform the inspection of the Company's operations when deemed necessary;

l) Supplementing and amending the company's charter.

m) The types of shares and the number of new shares to be issued for each type of share.

n) Dividing, separating, merging, consolidating, or transforming a company.

o) Reorganize and dissolve (liquidate) the company and appoint a liquidator.

p) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement.

q) Decide on the repurchase of more than 10% of the total sold shares of each type.

r) The company enters into 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 the total value of the company's assets as recorded in the most recent financial statement.

s) Approve transactions as prescribed in Clause 4, Article 293 of Decree 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

t) Approve the Internal Regulations on Corporate Governance, Operating Regulations of the Board of Directors, and Operating Regulations of the Supervisory Board;

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

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

Article 23. Authorized representatives

1. Shareholders who are individuals or organizations have the right to directly attend the General Meeting of Shareholders (GMS) or authorize others. The authorized person must present a valid power of attorney when registering to attend the meeting.

2. The power of attorney must comply with the provisions of law or the Company's template, clearly stating the information of the authorizing party/authorized party, the number of shares, the content, scope, and term of authorization, along with the signatures of both parties. In the case of re-authorization, the attendee must present the original power of attorney (if not previously registered with the Company).

The person authorized to attend the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting. In the case of re-authorization, the meeting attendee must present the original power of attorney of the shareholder or the authorized representative of the corporate shareholder (if not previously registered with the Company).

a) In the case where the individual shareholder is the authorizing party, the power of attorney must have the signature of that shareholder and the person authorized to attend the meeting; An individual shareholder may only authorize one individual.

b) In the case where the authorized representative of a corporate shareholder is the authorizing party, the power of attorney must have the signature of the authorized representative, the legal representative of the shareholder, and the person authorized to attend the meeting. In the case where more than one authorized representative is appointed, the specific number of shares and voting rights of each representative must be determined.

c) In other cases, the power of attorney must have the signature of the legal representative of the shareholder and the person authorized to attend the meeting.

3. Except for the case prescribed in Clause 3 of this Article, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:

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

b) The authorizing party has revoked the authorization designation;

c) The authorizing party has revoked the authority of the person performing the authorization.

This provision does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 24. Changes in rights

1. The modification or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by preferred shareholders of the same class attending the meeting who own at least 75% of the total preferred shares of that class, or if approved by preferred shareholders of the same class owning at least 75% of the total preferred shares of that class in the event the resolution is passed via written ballot.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the aforementioned changes to rights is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In the event that there is an insufficient number of delegates as stated above, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of persons and number of shares) present in person or via authorized representative shall be considered a sufficient number of delegates. At the aforementioned meetings of preferred shareholders, those holding shares of that class present in person or via representative 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 performed similarly to the provisions in Article 26 and Article 28 of this Charter.

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

Article 25. Convening the General Meeting of Shareholders, meeting agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases prescribed in Point b or Point c of Clause 4, Article 21 of this Charter.

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

a) Prepare a list of shareholders eligible to attend and vote at the meeting at least ten (10) days before the date of sending the invitation to the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date; the

meeting agenda and documents as prescribed in accordance with the law and the Company's regulations;

b) Prepare the agenda and content of the meeting and documents for the meeting as prescribed in accordance with the law and the Company's regulations;

c) Determine the time and location for the meeting;

d) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

đ) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously announced on the information media of the Stock Exchange and the State Securities Commission on the Company's website. The notice of the General Meeting of Shareholders must be sent at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or transmitted, postage paid, or deposited in a mailbox). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders or posted on the Company's website. If only posted on the Company's website, the meeting invitation must clearly state the location and method for downloading documents, and the Company must send meeting documents to shareholders if requested.

4. A shareholder or group of shareholders mentioned in Clause 2, Article 19 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the quantity and class of shares held by that person, and the content proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse proposals related to Clause 4 of this Article in the following cases:

a) The proposal is sent late or is insufficient or incorrect in content;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of common shares as prescribed in Clause 2, Article 19 of this Charter;

c) The proposed matter does not fall within the scope of authority of the General Meeting of Shareholders to discuss and vote on;

6. The person convening the General Meeting of Shareholders must prepare a draft Resolution for each matter in the meeting agenda.

Article 26. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents at least 65% of the total voting shares.

2. In the event that there is an insufficient number of delegates within thirty (30) minutes from the scheduled opening time of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date

of the first General Meeting of Shareholders. The reconvened General Meeting of Shareholders shall only be conducted when the members in attendance are shareholders and authorized representatives representing at least 51% of the total voting shares.

3. In the event that the second meeting is not conducted due to an insufficient number of delegates within thirty (30) minutes from the scheduled opening time, the third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting; in this case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives in attendance and shall be considered valid and have the authority to decide all matters intended for approval at the first General Meeting of Shareholders.

Article 27. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must perform shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting have registered, in the following order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder are recorded. When conducting voting at the meeting, the number of cards in favor of the Resolution shall be collected first, the number of cards not in favor (opposed) to the Resolution shall be collected later, and finally, the total number of votes in favor or not in favor (opposed) shall be counted to decide. The total number of votes in favor, not in favor, no opinion (blank ballot), or invalid for each matter shall be announced by the Chairperson immediately after voting on that matter. The meeting shall elect persons responsible for vote counting or supervising vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson.

b) Shareholders or authorized representatives arriving late to the General Meeting of Shareholders have the right to register immediately and subsequently have the right to participate and vote at the meeting. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of voting rounds conducted before the late-arriving shareholders attended shall not be affected.

2. The Chairperson of the Board of Directors shall act as the chairperson or authorize the Vice Chairperson of the Board of Directors to act as the chairperson for meetings of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson and Vice Chairperson are absent or temporarily unable to work, the remaining members shall elect one among them to act as the chairperson of the meeting by majority rule. In the event that a chairperson cannot be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders can elect a chairperson for the meeting from among those present, and the person with the highest number of votes shall act as the chairperson of the meeting.

In other cases, the person who signed the convocation of the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson for the

meeting, and the person with the highest number of votes shall be appointed as the chairperson of the meeting.

The Chairperson shall appoint one or more persons to act as meeting secretary;

The General Meeting of Shareholders shall elect one or more persons to the vote counting committee as proposed by the meeting chairperson.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders right at the opening session. The agenda must clearly and specifically define the time for each matter in the meeting agenda;

The Chairperson is the person with the authority to decide on the order, procedures, and events arising outside the agenda of the General Meeting of Shareholders.

4. The Chairperson has the right to postpone the General Meeting of Shareholders when there is a sufficient number of registered attendees as prescribed to another time or change the meeting location in the following cases:

- a) The meeting location does not have enough convenient seating for all attendees;
- b) The information facilities at the meeting location do not ensure that shareholders attending can participate, discuss, and vote;
- c) There is an attendee who acts to obstruct or disrupt order, with the risk of preventing the meeting from being conducted in a fair and legal manner.

The maximum postponement time shall not exceed three days from the date the meeting was intended to open.

5. The Chairperson of the meeting may conduct necessary activities to preside over the General Meeting of Shareholders in a valid and orderly manner or to ensure the meeting reflects the wishes of the majority of delegates in attendance.

6. The convener of the General Meeting of Shareholders has the right to require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo security checks or other lawful and reasonable security measures. In the event that any shareholder or authorized representative refuses to comply with the aforementioned security checks or measures, the convener of the General Meeting of Shareholders, after careful consideration, may refuse entry to or expel such shareholder or representative from the meeting.

7. The convener of the General Meeting of Shareholders, after careful consideration, may implement appropriate measures to:

- a) Arrange seating at the venue of the General Meeting of Shareholders;
- 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 convener of the General Meeting of Shareholders has full authority to change the measures specified in Clause 8 and Clause 9 of this Article and to apply all necessary measures. Such measures may include issuing admission tickets or using other forms of selection.

8. In the event that the aforementioned measures are applied at the General Meeting of Shareholders, the convener of the General Meeting of Shareholders, when determining the meeting venue, may:

a) Announce that the meeting will be conducted at the venue stated in the notice and that the Chairperson of the meeting will be present there ('Main Meeting Venue');

b) Arrange and organize for shareholders or authorized representatives who cannot attend the meeting according to this Article, or those who wish to participate at a location other than the main meeting venue, to attend the meeting simultaneously;

The notice of the meeting does not need to detail the organizational measures taken under this Article.

Article 28. Conditions for the adoption of resolutions of the General Meeting of Shareholders.

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 75% or more of the total voting shares of all shareholders attending the meeting, except for cases specified in Clause 3 of this Article, Clause 1 of Article 24, and Clause 9 of Article 29 of this Charter:

- a) Types of shares and the total number of shares of each type authorized for offering;
- b) Changes in business lines and sectors;
- c) Changes in the management organizational structure;
- d) Reorganization or dissolution of the enterprise;
- d) Investment projects or the sale of Company assets or assets of its branches valued at 35% or more of the total value of the Company's assets as recorded in the most recent financial statement.

2. Resolutions on other matters shall be adopted when approved by shareholders owning over 65% of the total voting shares of all shareholders attending the meeting, except for cases specified in Clause 1 and Clause 3 of this Article, Clause 1 of Article 24, and Clause 9 of Article 29 of this Charter.

3. Voting for members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises.

4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the order and procedures for adopting such resolutions were not carried out in accordance with regulations.

Article 29. Authority and procedures for collecting written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders

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

1. The Board of Directors has the right to collect written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders at any time if it deems it necessary for the interests of the Company, except in the following cases:

- a) Amending and supplementing the contents of the Company's Charter;
- b) Determining the Company's development orientation;
- c) Types of shares and the total number of shares of each type;
- d) Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;

d) Decisions on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement, unless the Company's Charter stipulates a different ratio or value;

e) Approval of annual financial statements;

g) Reorganization or dissolution of the Company.

2. The Board of Directors must prepare the written ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution. The written ballot, accompanied by the draft resolution and explanatory documents, must be sent by a secure method to the registered address of each shareholder. The Board of Directors must ensure that documents are sent and disclosed to shareholders for a reasonable period of time for review and voting, and must send them at least fifteen (15) days before the deadline for receiving the written ballots. The requirements and methods for sending ballots and accompanying documents shall be carried out in accordance with Clause 3, Article 25 of this Charter.

3. The written ballot must contain the following primary information:

a) Name, address of the head office, and enterprise identification number;

b) Purpose of the opinion collection;

c) Full name, permanent address, nationality, number of Citizen Identity Card, People's Identity Card, Passport, or other lawful personal identification of the individual shareholder; name, permanent address, nationality, number of the establishment decision or enterprise identification number of the institutional shareholder or the authorized representative of the institutional shareholder; number of shares of each type and number of voting rights of the shareholder;

d) Matters requiring opinion for adoption;

đ) Voting options including 'approve', 'disapprove', and 'no opinion' for each matter requiring opinion;

e) Deadline for returning the completed written ballot to the Company;

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

4. The completed written ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder.

5. The written ballot may be sent to the Company in the following forms:

a) In case of sending by mail: The completed written ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The written ballot sent to the Company must be enclosed in a sealed envelope, and no one is permitted to open it before the vote counting.

b) In case of sending by fax or email: The written ballot sent to the Company via fax or email must be kept confidential until the time of vote counting.

Written ballots received by the Company after the deadline specified in the ballot, or those that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Written ballots that are not returned shall be considered as abstentions.

6. The Board of Directors shall count the votes and prepare a vote-counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold a management

position in the Company. The vote-counting minutes must contain the following primary information:

- a) Name, address of the head office, number and date of issuance of the Enterprise Registration Certificate, and place of business registration;
- b) Purpose and matters requiring opinion for resolution adoption;
- c) Number of shareholders with the total number of voting rights who participated in the voting, distinguishing between valid and invalid votes, accompanied by an appendix listing the shareholders who participated in the voting;
- d) Total number of 'approve', 'disapprove', and 'no opinion' votes for each matter;
- e) Matters that have been adopted and the corresponding voting ratios;
- g) Full name and signature of the Chairperson of the Board of Directors, the vote-counting supervisor, and the vote counters.

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

7. The vote-counting minutes must be published on the Company's website within twenty-four (24) hours from the date the vote counting is completed.

8. The completed written ballots, the vote-counting minutes, the full text of the adopted Resolution, and related documents sent with the written ballots must be kept at the Company's head office.

9. A resolution is adopted via written opinion collection if it is approved by shareholders owning 65% or more of the total voting rights of shareholders with voting rights, except for cases specified in Clause 1, Article 24 of this Charter, and shall have the same validity as a resolution adopted at a meeting.

Article 30. 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 Vietnamese, may also be prepared in a foreign language, and must contain the primary information as prescribed in Clause 1, Article 150 of the Law on Enterprises. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the content of the Vietnamese and foreign language minutes, the content of the Vietnamese minutes shall prevail.

2. The Minutes of the General Meeting of Shareholders must be completed and adopted before the end of the meeting. The Chairperson and the secretary of the meeting shall be jointly and severally liable for the truthfulness and accuracy of the content of the Minutes.

3. The Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours from the date the meeting concludes.

4. The resolution, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with their signatures, the power of attorney for meeting attendance, all documents attached to the minutes (if any), and documents related to the

meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's headquarters.

Article 31. Request for cancellation of a resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 19 of this Charter have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting shareholders' opinions in writing and making decisions by the General Meeting of Shareholders were not carried out in accordance with the Law on Enterprises and the Company's Charter, except for the case stipulated in Clause 4, Article 28 of this Charter.

2. The content of the resolution violates the law or the Company's Charter.

VII. BOARD OF DIRECTORS

Article 32. Candidacy and nomination of members of the Board of Directors

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

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management titles (including the title of member of the Board of Directors of other companies);
- dd) Benefits related to the Company and the Company's related parties;
- e) Full name of the shareholder or group of shareholders nominating such candidate (if any);
- f) The Company is responsible for disclosing information about the companies where the candidate is currently holding the position of member of the Board of Directors, other management titles, and benefits related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Board of Directors.

The nomination of candidates shall be carried out as follows:

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

- Shareholders or groups of shareholders holding from 20% to less than 30% of the total voting shares may nominate a maximum of two (02) candidates;
- Shareholders or groups of shareholders holding from 30% to less than 40% of the total voting shares may nominate a maximum of three (03) candidates;
- Shareholders or groups of shareholders holding from 40% to less than 50% of the total voting shares may nominate a maximum of four (04) candidates;
- Shareholders or groups of shareholders holding from 50% to less than 60% of the total voting shares may nominate a maximum of five (05) candidates;
- Shareholders or groups of shareholders holding from 60% to less than 70% of the total voting shares may nominate a maximum of six (06) candidates;
- Shareholders or groups of shareholders holding from 70% to less than 80% of the total voting shares may nominate a maximum of seven (07) candidates;
- Shareholders or groups of shareholders holding from 80% to less than 90% of the total voting shares may nominate a maximum of eight (08) candidates;

3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize the nomination according to the mechanism stipulated by the Company in the Internal Regulations on corporate governance. The procedure for the incumbent Board of Directors to introduce candidates for the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of the law.

Article 33. Composition and term of office of members of the Board of Directors

1. The number of members of the Company's Board of Directors is seven (07) people. The term of office of a member of the Board of Directors is five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms. In which, the number of non-executive members of the Board of Directors must account for at least 1/3 of the total number of members of the Board of Directors.

2. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in cases where they are dismissed, removed, or replaced by the General Meeting of Shareholders according to the following provisions:

2.1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Not meeting the qualifications to be a member of the Board of Directors as prescribed in Article 155 of the Law on Enterprises;
- b) Submitting a resignation letter which is accepted;
- c) Suffering from mental disorder and other members of the Board of Directors have professional evidence proving that the person no longer has the capacity for civil acts;

2.2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a) Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

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

c) Violating the provisions of the law and the Company Charter regarding the purchase, sale, and transfer of shares;

d) Violating the provisions of the law and the Company Charter during the performance of assigned duties;

e) The corporate shareholder represented by that member of the Board of Directors loses its legal entity status;

2.3. When deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors in cases other than those specified in Clauses 2.1 and 2.2 of this Article.

3. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

4. A member of the Board of Directors may not be a shareholder of the Company.

5. In case the number of members of the Board of Directors is reduced by more than 1/3 compared to the number stipulated in the Company Charter, the Board of Directors must convene a meeting of the General Meeting of Shareholders within a period not exceeding 60 days to elect additional members of the Board of Directors. In other cases, the nearest meeting of the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or removed.

Article 34. Powers and obligations of the Board of Directors

1. The business operations and affairs of the Company must be under the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company, except for those powers belonging to the General Meeting of Shareholders.

2. The Board of Directors has the following powers and obligations:

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

b) Propose the classes of shares and the total number of shares authorized to be offered for each class;

c) Decide on the sale of unsold shares within the scope of shares authorized to be offered for each class; decide on raising additional capital in other forms;

d) Decide on the selling price of shares and bonds of the Company;

đ) Decide on the share buyback in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within its authority and limits as prescribed by law;

g) Decide on solutions for market development, marketing, and technology;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the latest financial statements of the Company, except for contracts and transactions falling under the decision-making

authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, enter into contracts with, or terminate contracts with the General Director and other key managers as prescribed by the Company's Charter; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of such persons;

k) Supervise and direct the General Director and other managers in the daily business operations of the Company;

l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares of other enterprises; decide on joint venture and association contracts and approve amendments to the Charter of subsidiaries and associated companies.

m) Approve the program and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

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

o) Propose the dividend payout ratio; decide on the time limit and procedures for paying dividends or handling losses arising during business operations;

p) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on corporate governance after they have been approved by the General Meeting of Shareholders; decide on the issuance of regulations on information disclosure;

r) Resolve complaints and denunciations related to officers under the appointment authority of the Board of Directors;

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

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with the provisions of 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 Law on Securities.

Article 35. Chairman of the Board of Directors and Vice Chairman of the Board of Directors

1. The Board of Directors must select from among its members to elect a Chairman and a Vice Chairman.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company, unless otherwise provided by law.

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

- a) Develop the program and plan of activities of the Board of Directors;
- b) Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the approval of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation process of the resolutions and decisions of the Board of Directors;
- đ) Chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises.

4. Should the Chairperson of the Board of Directors be absent or otherwise incapacitated from fulfilling their designated duties, a written authorization must be executed in favor of the Vice Chairperson. This delegate shall exercise the rights and discharge the obligations of the Chairperson in strict accordance with the principles stipulated within the Company's Charter. In the event of the Chairperson's demise, disappearance, or should they be held in remand, serve a custodial sentence, or be subject to administrative handling measures at compulsory rehabilitation or educational establishments; or should they abscond from their place of residence, be judicially declared to have restricted or lost civil act capacity, suffer from cognitive or behavioral control impairments, or be prohibited by a Court of Law from holding office or practicing specific professions, the Vice Chairperson shall inherently assume the rights and obligations of the Chairperson, pursuant to the provisions of the Company's Charter. In instances where both the Chairperson and the Vice Chairperson are absent and no authorized representative has been designated, the remaining members of the Board shall elect an interim Chairperson from among themselves. Such an election shall be conducted based on the principle of majority concurrence among the remaining members, and the individual so elected shall hold office until a formal resolution is subsequently adopted by the Board of Directors.

5. The Vice Chairman of the Board of Directors performs tasks as assigned by the Board of Directors and has the following duties and powers:

- a) Advise the Board of Directors on the legal procedures of meetings;
- b) Advise the Chairman of the Board of Directors on issues regarding the organization and operation of the Board of Directors in accordance with the law;
- c) Assist the Chairman of the Board of Directors in resolving complaints and disputes related to the operational issues of the Board of Directors in accordance with the law;
- d) Organize meetings of the Board of Directors and the General Meeting of Shareholders as assigned by the Chairman of the Board of Directors or the Board of Directors;

6. The Chairman of the Board of Directors or the Vice Chairman may be removed by a decision of the Board of Directors. In case the Chairman and/or Vice Chairman resigns, is dismissed, is removed, and/or is unable to perform assigned duties, the Board of Directors must elect a replacement within ten (10) days.

Article 36. Duties and powers of members of the Board of Directors

1. Members are responsible for performing the tasks assigned by the Chairman of the Board of Directors (or authorized by the Chairman of the Board of Directors) and may not authorize others to perform them;

2. Attend meetings of the Board of Directors, discuss and vote on issues within the meeting agenda, and be personally responsible before the law, the General Meeting of Shareholders, and the Board of Directors for their actions;

3. Be permitted to appoint another member of the Board of Directors to attend meetings of the Board of Directors on their behalf in necessary cases. The appointment of a substitute must be made in writing, signed by the appointer, and sent to the Company's head office before the meeting of the Board of Directors commences;

4. Request the General Director, Deputy General Directors, and other executives to provide information and documents regarding the financial situation and business operations of the Company and its units;

5. Be absolutely loyal to the Company's business objectives as stated in this Charter. Keep confidential the data, norms, technological techniques, and financial issues of the Company;

6. Research and evaluate the situation and performance results, and contribute to the development direction and business performance results of the Company in each period;

7. Implement the Company's Charter, decisions of the General Meeting of Shareholders, and decisions of the Board of Directors related to each member as assigned by the Board of Directors;

8. Must not abuse their position to enjoy personal benefits or take actions that harm the Company's interests; must not misappropriate business opportunities belonging to the Company;

9. Must not act beyond the authority of the Company or the Board of Directors as stipulated by the Charter. Decisions or actions exceeding authority that cause damage to the Company shall be subject to compensation liability in accordance with the law;

10. Other rights and duties of members of the Board of Directors are as prescribed by the Law on Enterprises;

11. Remuneration, salary, and other benefits of the Board of Directors:

a) The Company pays remuneration and salary to members of the Board of Directors based on business results and efficiency. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting;

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

c) Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other expenses they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors or the General Meeting of Shareholders.

d) Remuneration of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax and must be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at annual meetings.

Article 37. Meetings of the Board of Directors

1. The Chairman and Vice Chairman shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In case there is more than one (01) member with the same highest number of votes, the members shall elect one of them to convene the meeting of the Board of Directors based on the principle of majority.

2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, and prepare the agenda, time, and location of the meeting at least five (05) days before the expected meeting date. The Chairman may convene a meeting whenever deemed necessary, but at least once (01) per quarter.

3. The Chairman of the Board of Directors shall convene extraordinary meetings when deemed necessary for the benefit of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay unless there is a justifiable reason, when one of the following subjects requests in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the Board of Directors:

- a) The General Director or at least five (05) other managers;
- b) At least two (02) members of the Board of Directors;
- c) The Supervisory Board;
- d) Other cases as prescribed by law.

4. The meetings of the Board of Directors mentioned in Clause 3 of this Article must be conducted within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article. In case the Chairman of the Board of Directors does not agree to convene a meeting as requested, the Chairman shall be responsible for the damages caused to the Company; the persons requesting the meeting mentioned in Clause 3 of this Article may themselves convene the meeting of the Board of Directors.

5. In case there is a request from an independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company.

6. Meetings of the Board of Directors are conducted at the registered address of the Company or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the agreement of the Board of Directors.

7. The meeting notice of the Board of Directors must be sent to members of the Board of Directors at least five (05) days before the meeting is held. The meeting notice of the Board must be made in writing in Vietnamese and must fully inform the agenda, time, and location of the meeting, accompanied by necessary documents regarding the issues to be discussed and voted on at the Board meeting and voting ballots for Board members who cannot attend the meeting.

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

The meeting invitation notice is sent by post, fax, email, or other means, but must ensure it reaches the address of each member of the Board of Directors and the Company's Supervisors.

8. The first meeting of the Board of Directors shall only be conducted when at least 3/4 of the total number of members of the Board of Directors are present in person or through a representative (authorized person).

In case the number of members attending the meeting is insufficient as prescribed, the second meeting must be convened within 07 days from the intended date of the first meeting. The reconvened meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend.

9. Meetings of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:

- a) Hear each other member of the Board of Directors participating in the meeting speak;
- b) Speak to all other attending members simultaneously.

Discussion among members can be conducted directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered 'present' at that meeting. The location of the meeting held in accordance with this provision is the location where the largest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions passed in a meeting via telephone that is organized and conducted legally shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

10. Members of the Board of Directors may send their ballots to the meeting via mail, fax, or email. In case of sending ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least one (01) hour before the opening. The ballots shall only be opened in the presence of all attendees.

11. Voting.

a) Except for the provisions in Point b, Clause 11 of this Article, each member of the Board of Directors or an authorized representative present in person at the meeting of the Board of Directors has one (01) vote;

b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest, and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the quorum required to hold a meeting of the Board of Directors regarding decisions on which that member does not have the right to vote;

c) Pursuant to the provisions in Point d of this Clause, when an issue arises in a meeting of the Board of Directors related to the interests of a member of the Board of Directors or related to the voting rights of a member, and such issues are not resolved by the voluntary waiver of voting rights by the relevant member of the Board of Directors, those arising issues shall be referred to the

Chairperson of the meeting for a decision. The ruling of the Chairperson regarding this matter shall be final, unless the nature or scope of the interest of the relevant member of the Board of Directors has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract as prescribed in Point a and Point b, Clause 4, Article 51 of this Charter is considered to have a significant interest in that contract.

e) A Supervisor has the right to attend meetings of the Board of Directors and has the right to discuss but not to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they have an interest therein has the responsibility to disclose the nature and content of such interest at the meeting where the Board of Directors first considers the matter of signing this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the related transaction or contract.

13. The Board of Directors adopts decisions and resolutions based on the affirmative vote of the majority of the members of the Board of Directors present (over 50%). In case the number of affirmative and negative votes is equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

14. Resolutions in the form of written opinions or via email are passed based on the affirmative vote of the majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed by members of the Board of Directors at a meeting convened and organized in the customary manner.

15. The Chairperson of the Board of Directors or a person authorized by the Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted in those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of dispatch. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and must be signed by all members of the Board of Directors attending the meeting, or the minutes may be prepared in multiple copies, each signed by at least one (01) member of the Board of Directors participating in the meeting.

Article 38. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policy, human resources, remuneration, and internal audit. The number of members of a subcommittee shall be decided by the Board of Directors, but there must be at least three (03) people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the 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 are only effective when the majority of members attending and voting to pass them at the subcommittee meeting are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of a subcommittee under the Board of Directors, or of a person acting as a member of a subcommittee of the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter.

VIII. GENERAL DIRECTOR, OTHER EXECUTIVES, AND PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 39. Organizational structure of management

The management system of the Company must ensure that the executive apparatus is responsible to the Board of Directors and is under the leadership of the Board of Directors. The Company has one (01) General Director, a maximum of no more than 5 Deputy General Directors, one Chief Accountant, and other titles as appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned titles must be carried out by a legally passed Resolution of the Board of Directors.

Article 40. Other Executives

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives when necessary, with the number and expertise suitable to the structure and management practices of the Company as prescribed by the Board of Directors from time to time. Corporate executives must exercise the necessary diligence so that the activities and organization of the Company achieve the set goals.

2. The salary, remuneration, benefits, and other terms in the labor contract for the General Director shall be decided by the Board of Directors, and contracts with other executives shall be decided by the Board of Directors after consulting the General Director.

Article 41. Appointment, dismissal, duties, and powers of the General Director

1. The Board of Directors appoints a member of the Board of Directors or hires another person as the General Director; signs a contract specifying the salary, remuneration, benefits, and other related terms. Information regarding the salary, allowances, and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and stated in the Company's Annual Report.

2. The term of office of the General Director is five (05) years and they may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Charter.

3. The General Director has the following powers and responsibilities:

a) Implement Resolutions of the Board of Directors and the General Meeting of Shareholders, and the business and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;

b) Decide on all matters related to the daily business operations that do not fall under the authority of the Board of Directors, including representing the Company in signing financial and

commercial contracts, and organizing and managing the daily production and business activities of the Company according to best management practices;

c) Borrowing and executing mortgages, pledges, and guarantees with a value of less than 5% of the total asset value recorded in the Company's most recent separate financial statements;

d) Recommend the number and other executives that the Company needs to recruit for the Board of Directors to appoint or remove in order to carry out good management activities as proposed by the Board of Directors, and advise the Board of Directors to decide on the salary, remuneration, benefits, and other terms of the labor contracts of such executives;

d) Consult the Board of Directors to decide on the number of employees, salaries, allowances, benefits, and the appointment, dismissal, and other terms related to their labor contracts;

e) On November 01 of each year, the General Director must submit to the Board of Directors for approval a detailed production, business, and social welfare plan for the next financial year, based on meeting the requirements of the annual financial plan as well as the five (05)-year financial plan of the Company;

f) Propose plans for dividend payment or handling of business losses;

g) Recruit employees;

h) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

i) Propose measures to improve the Company's operations and management;

p) Prepare long-term, annual, and quarterly budgets of the Company (hereinafter referred to as the budget) to serve the long-term, annual, and quarterly management of the Company according to the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include the information prescribed in the Company's regulations;

k) Perform all other activities in accordance with the provisions of this Charter, the Company's regulations, Resolutions of the Board of Directors, the General Director's employment contract, and the law.

4. The General Director is responsible to the Board of Directors, the General Meeting of Shareholders, and the law for the performance of assigned duties and powers, and must report to these bodies when requested.

5. The Board of Directors may remove the General Director when a majority of the members of the Board of Directors present at the meeting and having voting rights approve, and appoint a new General Director as a replacement.

Article 42. Authorization by the General Director

1. The General Director shall authorize in writing the Deputy General Director of the Company to act on their behalf to resolve or execute certain tasks of the Company and shall be legally responsible for their authorization; In case the Deputy General Director is absent, the General Director may authorize in writing a Head of a Department of the Company or a Director of a relevant member unit to perform such tasks.

2. The General Director shall authorize in writing the Directors of member units to act on their behalf to manage, operate, resolve, or execute tasks at the member units in accordance with the

Company's decentralized management regulations and shall be legally responsible for their authorization; In case the Director of a member unit is absent, the General Director may authorize in writing the Deputy Director of the unit.

3. A person authorized by the General Director may only perform tasks within the scope of authorization and may not authorize another person. The authorized person shall be directly responsible to the General Director and to the law for the authorized tasks.

4. All authorizations and mandates related to the Company's seal must be made in writing and have a specific term.

Article 43. Corporate Governance Officer

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer cum Company Secretary with a term and conditions as decided by the Board of Directors. The Board of Directors may remove the Corporate Governance Officer when necessary, provided that it does not contravene current labor laws. The Board of Directors may also appoint one or more Assistants to the Corporate Governance Officer from time to time.

2. The Corporate Governance Officer may not simultaneously work for an approved auditing organization that is auditing the Company's financial statements.

3. The rights and obligations of the Corporate Governance Officer include:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders.

b) Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board.

c) Advise on meeting procedures.

d) Attend meetings.

d) Advise on procedures for drafting Resolutions of the Board of Directors in accordance with the law.

e) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Supervisory Board.

f) Supervise and report to the Board of Directors on the Company's information disclosure activities.

g) Act as the point of contact with related parties;

h) The Corporate Governance Officer is responsible for maintaining the confidentiality of information in accordance with the provisions of the law and the Company Charter.

4. Other rights and obligations as prescribed by law.

IX. SUPERVISORY BOARD

Article 44. Candidacy and nomination of members of the Supervisory Board

1. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Supervisory Board in the same manner as for members of the Board of Directors. The candidacy and nomination of Supervisors shall be carried out similarly to the provisions in Clause 1 and Clause 2 of Article 32 of this Charter.

2. In case the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or

organize nominations according to the mechanism prescribed in the Company Charter and the Internal Regulations on corporate governance. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 45. Members of the Supervisory Board

1. The number of members of the Supervisory Board of the Company is five (5) members. The term of office of members of the Supervisory Board of the Company is five (5) years and they may be re-elected for an unlimited number of terms.

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

- a) Working in the accounting or finance department of the company;
- b) Being a member or employee of an independent auditing firm that has audited the company's financial statements in the three (03) preceding years.

3. Members of the Supervisory Board of the Company shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Supervisory Board of the Company as prescribed by the Law on Enterprises;
- b) Failing to perform their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Submitting a resignation letter that is accepted;
- d) Other cases as prescribed by law, if any.

4. Members of the Supervisory Board of the Company shall be removed in the following cases:

- a) Failing to complete assigned tasks or duties;
- b) Seriously or repeatedly violating the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company Charter;
- c) Pursuant to a decision of the General Meeting of Shareholders;
- d) Other cases as prescribed by law, if any.

Article 46. Rights and obligations of the Supervisory Board

1. The Supervisory Board has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

a) Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial Statements; decide on the approved auditing organization to inspect the Company's operations, and remove the approved auditor when deemed necessary.

b) Be responsible to shareholders for their supervisory activities.

c) Supervise the financial situation of the Company and the compliance with the law in the operations of members of the Board of Directors, the Director (General Director), and other managers.

d) Ensure coordination with the Board of Directors, the Director (General Director), and shareholders.

d) In case of discovering acts of violation of the law or the Company Charter by a member of the Board of Directors, the General Director, or 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 have solutions to remedy the consequences.

e) Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

g) Report at the General Meeting of Shareholders in accordance with the provisions of Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

h) Have the right to access records and documents of the Company kept at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

i) Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

k) Other rights and obligations as prescribed by law.

2. Members of the Board of Directors, the General Director, and other executives must provide all information and documents related to the Company's operations at the request of the Supervisory Board. The Company Secretary must ensure that all copies of financial information and other information provided to members of the Board of Directors and copies of minutes of Board of Directors meetings are provided to members of the Supervisory Board at the same time they are provided to the Board of Directors.

3. The Supervisory Board may issue regulations on meetings of the Supervisory Board and the operating methods of the Supervisory Board.

4. Remuneration, salaries, and other benefits of members of the Supervisory Board shall be paid according to the following provisions:

a. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

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

c) The salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the laws on corporate income tax and other relevant laws, and must be recorded as a separate item in the Company's annual financial statements.

Article 47. Meeting regime of the Supervisory Board

1. The Supervisory Board shall meet periodically at least once per quarter at the request of the Head of the Supervisory Board and may be convened for extraordinary meetings to address urgent matters.

2. An extraordinary meeting of the Supervisory Board shall be convened at the request of:

- a) The Chairman of the Board of Directors;
- b) At least 2/3 of the members of the Board of Directors;
- c) The Head of the Supervisory Board or at least 2 members of the Supervisory Board;
- d) The General Director or at least five other executives.

3. Within 07 working days from the date of receiving a written request for an extraordinary meeting of the Supervisory Board from one of the subjects specified in Clause 2 of this Article, the Head of the Supervisory Board must convene and conduct the meeting. In the event that the Head of the Supervisory Board fails to convene the meeting after two consecutive requests, the members of the Supervisory Board shall conduct a meeting to decide on the removal or dismissal of the Head of the Supervisory Board and elect another member of the Supervisory Board as the Head.

4. Notice of the Supervisory Board meeting program:

The notice of the Supervisory Board meeting must be sent to the members of the Supervisory Board at least 03 working days before the meeting date. The meeting notice must be in writing, clearly stating the meeting program, time, and location, and must be accompanied by the necessary documents regarding the issues to be discussed and voted upon at the Supervisory Board meeting.

5. A Supervisory Board meeting is eligible to be conducted when at least 2/3 of its members are in attendance. The minutes of the Supervisory Board meeting must be recorded in detail and clearly. The minute-taker and the members of the Supervisory Board attending the meeting must sign the meeting minutes. The minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each member of the Supervisory Board.

6. Voting:

a) Each member attending the Supervisory Board meeting has one vote at the meeting. If a member of the Supervisory Board does not attend the meeting, they may authorize another member of the Supervisory Board in writing to exercise their voting rights on their behalf;

b) A member of the Supervisory Board who has interests related to the issues brought before the Supervisory Board for decision shall not be permitted to vote on such issues and shall not be counted in the number of delegates required to be present at the meeting, and shall not receive authorization from other members of the Supervisory Board to vote on such issues;

c) If any doubt arises at the meeting regarding the interests of a member of the Supervisory Board or regarding the voting rights of a member of the Supervisory Board, and such doubt is not voluntarily resolved by the member of the Supervisory Board by agreeing to waive their voting right, such doubt shall be referred to the Chairperson of the meeting. The ruling of the Chairperson shall be final and conclusive, except in cases where the nature and extent of the interests of the relevant member of the Supervisory Board are not yet known;

7. The Supervisory Board has the right to pass decisions by conducting meetings, by written documents signed by all members of the Supervisory Board, or by soliciting opinions via mail or Fax.

8. Passing decisions of the Supervisory Board by soliciting opinions:

a) With the written consent of the majority of the members of the Supervisory Board who have the right to vote on the issue being consulted;

b) The number of members of the Supervisory Board with the right to vote in writing must meet the condition regarding the required number of members to conduct a Supervisory Board meeting. The minutes of the Supervisory Board meeting must be fully recorded in the minute book and approved by all attending members with the full signature of each member of the Supervisory Board.

Article 48. Head of the Supervisory Board

1. The members of the Supervisory Board shall elect one (01) person among them as the Head of the Supervisory Board by majority vote. The Head of the Supervisory Board must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business operations.

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

a) Prepare the program, activity plan, and assign tasks to members of the Supervisory Board;

b) Prepare the program and content of documents for meetings, and convene and chair the meetings of the Supervisory Board;

c) Prepare and sign the report of the Supervisory Board after consulting with the Board of Directors to report to the General Meeting of Shareholders;

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

3. In the event that the Head of the Supervisory Board is absent, they shall authorize another member to act on their behalf; if they are unable to perform their assigned duties, the Supervisory Board may designate a member of the Supervisory Board to perform the duties of the Head of the Board.

Article 49. Rights, obligations, and responsibilities of members of the Supervisory Board

1. Members of the Supervisory Board have the rights as prescribed by the Law on Enterprises, relevant laws, and this Charter. This includes the right to access information and documents related to the company's operational status. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing information in a timely and complete manner at the request of members of the Supervisory Board.

2. Members of the Supervisory Board have the responsibility to:

a) Comply strictly with the law, the Company Charter, decisions of the General Meeting of Shareholders, and professional ethics in performing their assigned duties.

b) Perform their assigned rights and duties honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company and its shareholders.

c) Be loyal to the interests of the Company and its shareholders. Absolutely maintain the confidentiality of the Company's figures, quotas, technological techniques, and financial matters.

Do not use the Company's information, know-how, business opportunities, or abuse their position, office, and the Company's assets for personal gain or to serve the interests of other organizations or individuals.

3. In case of violating the obligations prescribed in Clauses 1 and 2 of this Article, causing damage to the Company or others, the members of the Supervisory Board must bear personal or joint responsibility to compensate for such damage.

All income and other benefits that a member of the Supervisory Board directly or indirectly obtains due to a violation of the obligations prescribed in this Article shall belong to the Company.

4. In the event that a member of the Supervisory Board is found to have violated their obligations in performing their assigned rights and duties, the Board of Directors must notify the Supervisory Board in writing; request the person committing the violation to terminate the violation and take measures to remedy the consequences.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER MANAGERS

Article 50. Duty of care

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the responsibility to perform their duties, including duties as members of sub-committees of the Board of Directors, honestly for the best interests of the Company.

Article 51. Duty of loyalty and avoidance of conflicts of interest

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

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

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

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

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

6. Transactions between the Company 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 subjects shall not be void in the following cases:

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

b) For transactions with a value equal to or greater than 35%, or transactions resulting in a total transaction value within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of such transactions as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives must be disclosed to shareholders and approved by the General Meeting of Shareholders by voting of shareholders who have no related interests.

c) Contracts and transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the most recent financial statements between the company and a shareholder owning 51% or more of the total voting shares, or a related person of such shareholder, must be disclosed to shareholders and approved by the General Meeting of Shareholders by voting of shareholders who have no related interests.

Article 52. Liability for damages and indemnification

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

2. The Company shall indemnify persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if such person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, another Executive, an employee, or an authorized representative of the Company, or if that person has been or is acting at the request of the Company in the capacity of a member of the Board of Directors, an Executive, an employee, or an authorized representative of the Company, provided that such person has acted honestly, prudently, and diligently in the best interests of or not against the best interests of the Company, on the basis of compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.

3. Indemnification costs include incurred expenses (including legal fees), judgment costs, fines, and amounts payable that are actually incurred or considered reasonable when settling these matters within the framework permitted by law. The Company may purchase insurance for such persons to avoid the aforementioned indemnification liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 53. Right to inspect books and records

1. Common shareholders have the right to inspect books and records, specifically as follows:

a) Common shareholders have the right to examine, inspect, and extract information regarding names and contact addresses in the list of voting shareholders; request the correction of inaccurate information; examine, inspect, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total common shares have the right to examine, inspect, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, except for documents related to trade secrets or business secrets of the Company.

The rights of shareholders at points a and b of Clause 1 above shall be exercised during working hours and at the Company's headquarters.

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

3. The Company must store this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and any other documents as prescribed by law at the headquarters or another location, provided that shareholders and the business registration authority are notified of the storage location of these documents.

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

XII. EMPLOYEES AND TRADE UNION

Article 54. Employees and trade union

1. The General Director must prepare plans for the Board of Directors to approve matters related to recruitment, labor, dismissal, salary, social insurance, welfare, rewards, and discipline for Enterprise Managers and employees, as well as the Company's relationship with the trade union organization, recognized in accordance with best management standards, practices, and policies, the practices and policies prescribed in this Charter, the Company's regulations, and current legal provisions.

2. The Board of Directors and the General Director of the Company shall create all conditions for employees in the Company to be informed, to participate in giving opinions, to decide, and to supervise matters related to the rights, interests, obligations, and responsibilities of employees. Create conditions for the Company's political and socio-political organizations to operate in accordance with the law in exercising democratic rights for employees. Establish harmonious and stable labor relations, contributing to preventing and limiting labor disputes during the production and business process.

3. The Board of Directors, the General Director, managers, and employees in the Company have the obligation to properly implement labor contracts, collective labor agreements, and comply with the Company's internal rules, regulations, and current legal provisions related to the rights and obligations of managers and employees.

4. Employees have the right to participate in supervising the implementation of regimes and policies related to their legitimate and lawful rights and obligations in accordance with the law and the Company's democratic regulations.

Employees have the right to join political, socio-political, and professional social organizations in accordance with the law.

5. The Company's Trade Union is organized and operates in accordance with the law, is the organization representing and protecting the legitimate rights and interests of employees and the collective of employees, and has the responsibility to organize for employees to exercise their rights to be informed, to participate, to inspect, to supervise, and to decide on matters directly related to employees. The Chairman of the Company's Trade Union or a person authorized by the Executive Committee of the Company's Trade Union shall be invited to attend the General Meeting of Shareholders and may participate in giving opinions on matters related to the legitimate and lawful rights and interests of the collective of employees in the Company.

6. Annually, the Board of Directors, the General Director, and managers are responsible for presiding over and coordinating with the Trade Union Executive Committee to organize the Employee Conference in the Company. The main content of the Employee Conference is to discuss solutions for implementing the production and business plan targets approved by the General Meeting of Shareholders; evaluate the implementation of collective labor agreements, the Company's internal rules and regulations, and other issues related to the legitimate and lawful rights and interests of employees.

XIII. PROFIT DISTRIBUTION

Article 55. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payment rate and the annual form of dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that executes this decision.

4. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on bank details provided by shareholders. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be liable for the amount the Company transferred to the beneficiary shareholder. Payment of dividends for shares listed on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a Resolution determining a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, or receive notices or other documents.

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

Article 56. Handling in case of business losses

The handling of business losses shall be implemented in accordance with the provisions of the Charter and current law.

**XIV. DEPENDENT MEMBER UNITS AND SUBSIDIARIES, ASSOCIATED COMPANIES
OF THE COMPANY**

Article 57. Dependent units

The Company has dependent accounting member units at the time of approval of the Charter, as recorded in Appendix 01 attached to this Charter.

Article 58. Relationship between the Company and dependent accounting units

The Company's dependent accounting units shall implement the decentralization of production and business activities, accounting, and personnel organization of the Company in accordance with the provisions of the Regulations on management and organization of operations of dependent accounting units developed by the General Director and submitted to the Board of Directors for approval. The Company is responsible for financial obligations arising from the commitments of the dependent accounting units.

A dependent accounting unit of the Company has the right to business autonomy according to the Company's decentralization, and is bound by obligations and benefits towards the Company. A dependent accounting unit of the Company shall have a seal as prescribed; it is authorized to sign economic contracts under the authorization of the General Director of the Company, and is proactive in carrying out business and financial activities according to the Company's decentralization. The powers and duties of the dependent accounting unit are specifically stipulated in the Organization and Operation Regulations of such unit.

Article 59. Rights and obligations of the Company towards its subsidiaries

1. The Company exercises the rights, obligations, and responsibilities of a shareholder or member, or a controlling capital contributor in a subsidiary in accordance with the provisions of the law and the charter of such Company;

2. The Company directly manages shares and controlling capital contributions in subsidiaries through representatives managing the Company's capital portion at the subsidiaries (hereinafter referred to as representatives directly managing the controlling capital contribution);

3. The Company has the following primary rights and obligations:

a) Appoint, dismiss, reward, discipline, and approve allowances and benefits for the Company's capital management representatives;

b) Require representatives managing the Company's capital contribution to report periodically or extraordinarily in writing on the financial situation, business results, and other contents of the subsidiary;

c) Assign tasks and require representatives managing the Company's capital contribution to seek written opinions on important issues before voting at the subsidiaries; report on the use of shares and controlling capital contributions to serve the Company's development orientation and objectives;

d) Collect dividends and bear risks from its capital contributions in the subsidiaries;

e) Be responsible for the efficiency of use, preservation, and development of the capital contributed to the subsidiaries;

Article 60. Rights and obligations of the Company towards its affiliates

1. An affiliate is established, organized, and operates in accordance with the provisions of the law corresponding to its legal form.

2. The Company appoints representatives to manage its capital contributions to exercise the rights and obligations of a shareholder, capital-contributing member, or joint-venture party in accordance with the Charter of the affiliate or to perform duties, powers, and responsibilities under the joint-venture contract.

Article 61. Naming, use of names, and trademarks of the Company (TISCO)

The names of subsidiaries may be consistent with the Company's name, reflecting the industry characteristics and culture of the Company. The trading name must display the Company's trademark in accordance with uniform regulations issued by the Company's Board of Directors. This regulation also applies to transaction documents, envelopes, signboards, and decorations at conferences.

The granting of permission for subsidiaries or affiliates to use the TISCO trademark of the Company must be approved by the Company's Board of Directors and based on a specific contract between the two parties.

XV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 62. Bank accounts

1. The Company opens accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

2. Subject to the prior approval of the competent authority, in necessary cases, the Company may open bank accounts abroad in accordance with the provisions of the law.

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

Article 63. Fiscal year

The Company's fiscal year begins on the first day of January and ends on the 31st day of December of each year.

Article 64. Accounting system

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by the competent authority.

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

3. The Company uses Vietnamese Dong as the accounting currency. In cases where the Company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for such choice before the law, and notify the direct tax management authority.

XVI. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 65. Annual financial statements, semi-annual financial statements, and quarterly financial statements

1. The Company must prepare annual financial statements in accordance with the law as well as the regulations of the State Securities Commission, and the reports must be audited in accordance with Article 67 of this Charter. Within 90 days from the end of each fiscal year, the annual financial statements approved by the General Meeting of Shareholders must be submitted to the competent tax authority, the State Securities Commission, and the business registration authority.

2. The annual financial statements must include full reports, appendices, and notes in accordance with the law on enterprise accounting. The annual financial statements must reflect the Company's operational situation in a truthful and objective manner.

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

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

5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, semi-annual financial statements, and quarterly financial statements during the Company's working hours at the Company's headquarters and must pay a reasonable fee for copying.

Article 66. Annual report

The Company must prepare and disclose an Annual Report in accordance with the provisions of the law on securities and the securities market.

XVII. COMPANY AUDIT

Article 67. Audit

1. The annual General Meeting of Shareholders appoints an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to decide on the selection of one of these units to conduct the Company's audit activities for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors. The Company must prepare and send the annual financial statements to the independent auditing firm after the end of the fiscal year.

2. The independent auditing firm examines, confirms, and reports on the annual financial statements reflecting the Company's revenues and expenditures, prepares an audit report, and submits such report to the Board of Directors within two (02) months from the end of the fiscal year.

3. A copy of the audit report is sent attached to the Company's annual financial statements.

4. The independent auditor performing the audit of the Company's financial statements is permitted to attend General Meetings of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

Article 68. Document retention regime

1. The Company must retain the following documents:

- Company Charter; Internal Regulations on corporate governance; Shareholder register;
- Certificate of enterprise registration; Certificate of change in enterprise registration; other documents issued by competent authorities;
- Documents and papers confirming the ownership of the Company's assets;
- Minutes of meetings of the General Meeting of Shareholders, the Board of Directors, and decisions that have been passed;
- Reports of the Supervisory Board, conclusions of inspection authorities, and conclusions of independent auditing organizations;
- Accounting books, accounting vouchers, and annual financial statements;
- Other documents as prescribed by law.

2. The Company must retain the documents specified in Clause 1 of this Article at its headquarters. The retention period shall be in accordance with the provisions of the law.

XVIII. COMPANY SEAL

Article 69. Seal

1. The Board of Directors decides to adopt the official seal of the Company, and the seal shall be engraved in accordance with the provisions of the law.

2. The Board of Directors, the Head of the Supervisory Board, the General Director, the Deputy General Directors of the Company, the Chief Accountant of the Company, and the heads and deputy heads of the Company's departments are permitted to use and manage the Company's seal in accordance with the provisions of current law and the Company's regulations.

XIX. TERMINATION OF OPERATION AND LIQUIDATION

Article 70. Termination of operation

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

- a) Dissolution by decision of the General Meeting of Shareholders;
- b) The Company has its Certificate of Enterprise Registration revoked, except in cases where the Law on Tax Administration provides otherwise;
- c) Other cases as prescribed by law.

2. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This decision on dissolution must be notified to or approved by the competent state authority (if mandatory) in accordance with regulations.

Article 71. Reorganization and bankruptcy of the Company

1. Based on the requirements and actual operations of the Company, the General Meeting of Shareholders decides on reorganization in the forms of division, separation, merger, or conversion of the Company in accordance with the provisions of the law.

2. When signs of bankruptcy appear, if the Company has applied necessary financial measures but still faces difficulties and cannot overcome the state of insolvency regarding due debts, the Company is considered to be in a state of bankruptcy and must be handled in accordance with the provisions of the Law on Bankruptcy of Enterprises.

Article 72. Liquidation

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registration authority the date of its establishment and the date of commencement of operations, along with the dissolution decision. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company's assets before the Court and administrative agencies.

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

- a) Liquidation costs;
- b) Debts for salaries, severance allowances, social insurance, and other benefits of employees under the collective labor agreement and signed labor contracts;
- c) Taxes;
- d) Other debts of the Company;
- e) The remainder after paying all the above debts shall be distributed to shareholders in proportion to the number of shares held. Preferred shares (if any) shall be paid first.

XX. INTERNAL DISPUTE RESOLUTION

Article 73. Internal dispute resolution

1. In case of disputes or complaints related to the Company's operations or to the rights and obligations of shareholders as prescribed in the Company Charter, the Law on Enterprises, other laws, or agreements between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other Executives

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within fifteen (15) working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the

Chairman of the Board of Directors, any party may request or appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or the Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be made in accordance with the Court's judgment.

XXI. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 74. Amendments and supplements to the Charter

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

2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter, or in case the provisions of this Charter are contrary to the provisions of current law, those legal provisions shall automatically apply and govern the Company's operations.


XXII. EFFECTIVE DATE

Article 75. Effective date

1. This Charter consists of 22 Chapters and 75 Articles and was approved by the 2026 Annual General Meeting of Shareholders of Thai Nguyen Iron and Steel Joint Stock Corporation on May 22, 2026, at the Iron and Steel Workers' Cultural House, Gia Sang Ward, Thai Nguyen Province, and the full text of this Charter is hereby accepted. This Charter takes effect and replaces the Charter approved by the General Meeting of Shareholders of Thai Nguyen Iron and Steel Joint Stock Corporation on April 15, 2021.

2. The Charter is made in four (04) copies, having equal validity, and must be kept at the Company's headquarters.

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

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

Thai Nguyen, May 22, 2026
**THAI NGUYEN IRON AND STEEL
JOINT STOCK CORPORATION
GENERAL DIRECTOR**



Nguyen Minh Hanh

APPENDIX 1
LIST OF DEPENDENT ACCOUNTING UNITS UNDER THAI NGUYEN IRON AND
STEEL JOINT STOCK CORPORATION

(As of the date of issuance of the Charter on May 18, 2026)

No.	Unit name	Headquarters
1	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Tien Bo Iron Mine	Linh Son Ward, Thai Nguyen Province
2	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Tuyen Quang Iron Mine and Steel Rolling Mill	An Tuong Ward, Tuyen Quang Province
3	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Phu Tho Quac-dit Mine	Thanh Son Commune, Phu Tho Province
4	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Phan Me Coal Mine	Phu Luong Commune, Thai Nguyen Province
5	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Iron Smelting Plant	Gia Sang Ward, Thai Nguyen Province
6	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Coking Plant	Gia Sang Ward, Thai Nguyen Province
7	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Luu Xa Steel Smelting Plant	Gia Sang Ward, Thai Nguyen Province
8	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Luu Xa Steel Rolling Plant	Gia Sang Ward, Thai Nguyen Province
9	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Thai Nguyen Steel Rolling Plant	Gia Sang Ward, Thai Nguyen Province
10	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Railway Transport Enterprise	Gia Sang Ward, Thai Nguyen Province
11	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Energy Enterprise	Tich Luong Ward, Thai Nguyen Province
12	Thai Nguyen Iron and Steel Joint Stock Corporation Branch in Quang Ninh	Viet Hung Ward, Quang Ninh Province
13	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - Metallurgical Design Consulting Enterprise	Gia Sang Ward, Thai Nguyen Province
14	Thai Nguyen Iron and Steel Joint Stock Corporation Branch - General Services Center	Gia Sang Ward, Thai Nguyen Province