

**SAO MAI VIET INVESTMENT AND
DEVELOPMENT
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 46/2026/CBTT- UNI

"Re: Notice of Meeting and Documents for
the 2026 Annual General Meeting of
Shareholders"

Ho Chi Minh City, June 04, 2026

**INFORMATION DISCLOSURE ON THE ELECTRONIC INFORMATION
PORTAL OF THE STATE SECURITIES COMMISSION AND THE
STOCK EXCHANGE**

To:

- **STATE SECURITIES COMMISSION**
- **HANOI STOCK EXCHANGE**
- **VIETNAM SECURITIES DEPOSITORY AND CLEARING
CORPORATION**

Enterprise name: **SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY**

Securities code: **UNI**

Address: A3.4A12 The Goldview Apartment, 346 Ben Van Don, Vinh Hoi Ward, Ho Chi
Minh City.

Phone: 0786781977

Website: www.saomaiviet.net

Company Representative: **Ms. VU THI NHU MAI** Position: General Director

Type of information disclosure: ☐periodic ☐extraordinary ☒24 hours ☐upon request

Content of information disclosure: Notice of meeting and meeting documents for the 2026 Annual General Meeting of Shareholders.

This information has been disclosed on Sao Mai Viet's website on June 04, 2026, at the link www.saomaiviet.net.

I commit that the contents disclosed above are true and I take full legal responsibility for the disclosed.

Recipients:

- As above;
- Archive at office.

GENERAL DIRECTOR



VU THI NHU MAI

**SAO MAI VIET INVESTMENT AND
DEVELOPMENT
JOINT STOCK COMPANY**
No.: 47/2026/TB-HĐQT-UNI

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

"Re: Organizing the 2026 Annual
General Meeting of Shareholders"

Ho Chi Minh City, June 04, 2026

NOTICE OF MEETING

2026 Annual General Meeting of Shareholders

**To: Valued Shareholders of Sao Mai Viet Investment and Development Joint
Stock Company**

Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and the Charter of Sao Mai Viet Investment and Development Joint Stock Company, the Board of Directors (BOD) cordially announces the organization of the 2026 Annual General Meeting of Shareholders (AGM).

We cordially invite esteemed shareholders to attend the meeting

1. Time : Starting from 08:00 on June 25, 2026 (Thursday), expected to last for half a day.
2. Location : 140 Nguyen Van Thu, Vinh Hoi Ward, Ho Chi Minh City.
3. Meeting Content : The General Meeting will consider and approve matters under the authority of the General Meeting of Shareholders (*according to the attached tentative work program*).
4. Conditions for attending the General Meeting: All shareholders owning shares of Sao Mai Viet Investment and Development Joint Stock Company according to the shareholder list closed on May 26, 2026, provided by the Vietnam Securities Depository and Clearing Corporation.



5. Meeting Documents : All documents related to the 2026 Annual General Meeting of Shareholders will be posted on UNI's website at www.saomaiviet.net from **June 04, 2026**.
6. For any details related to the General Meeting, shareholders please contact the headquarters of Sao Mai Viet Investment and Development Joint Stock Company.

Address: A3.4A12, The GoldView Apartment, 346 Ben Van Don, Vinh Hoi Ward, Ho Chi Minh City.

Phone: 0786781977 (Ms. Vu Thanh Thao – Administration Department).

Thank you!

Recipients:

- Shareholders;
- State Securities Commission (for reporting);
- Hanoi Stock Exchange (for reporting)
- Vietnam Securities Depository and Clearing Center;
- Board of Directors, General Director;
- Office archive, UNI website.

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



PHAN HONG MY PHUONG

Note:

1. Shareholders or authorized representatives attending the General Meeting are kindly requested to bring the following documents:
 - For direct participation: Original invitation letter for the General Meeting of Shareholders; Original ID card/Citizen ID card/Passport of the attendee;
 - For authorized representatives: Original power of attorney; Original ID card/Citizen ID card/Passport of the authorized person; Copy of ID card/Citizen ID card/Passport of the authorizing person (If the authorizing person is an individual shareholder); Organizational power of attorney if the attendee is not the legal representative. (Power of attorney form enclosed).

2. *To ensure the smooth and successful organization of the General Meeting, shareholders are requested to submit their registration for attending the meeting in writing before 17:00 on Saturday (June 20, 2026) to the address: A3.4A12 The Gold View Apartment, 346, Ben Van Don, Vinh Hoi Ward, HCMC, phone number: 0786781977 - Ms. Vu Thanh Thao (meeting registration form enclosed).*
3. *To ensure security at the General Meeting, shareholders are requested to use the correct forms issued by the Company and register their attendance as stipulated in this announcement. Any cases not complying with the company's regulations will not be resolved at the General Meeting.*



PROPOSED WORK PROGRAM

2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 08:00 on June 25, 2026 (Thursday), expected to last for half a day.

Location: 140 Nguyen Van Thu, Tan Dinh Ward, Ho Chi Minh City.

No.	Content	Time	Conductor
1	Welcoming guests and shareholders, registration for attendance, verification of shareholder status, and distribution of documents	8h00 – 8h30	Organizing Committee/Shareholder Status Verification Committee
A	OPENING CEREMONY OF THE GENERAL MEETING		
2	Declaration of reasons, introduction of attending delegates	8h30 – 9h00	Organizing Committee
3	Report on shareholder status verification results		Shareholder Status Verification Committee
4	Introduction of the Chairman of the General Meeting		Organizing Committee
5	Chairman nominates the General Meeting Secretary and Vote Counting Committee		Chairman
6	Approval of the General Meeting's working regulations		Presidium
7	Approval of the General Meeting's work program		Presidium
B	MAIN CONTENTS OF THE GENERAL MEETING		
B1	BUSINESS OPERATION REPORT		
8	Board of Directors' report on governance and operational integration of the Board of Directors, individual Board members in 2025		Board of Directors
9	Supervisory Board's report on the Company's business results, operational results of the Board of Directors, General Director in 2025.		Supervisory Board
B2	PROPOSALS FOR SHAREHOLDER APPROVAL		
10	1. Proposalon approving the audited financial statements for 2025, business results for 2025, and profit distribution plan	9h30 – 10h00	Presidium
11	2. Proposalon approving the remuneration payout for the BOD and the Supervisory Board in 2025 and the remuneration plan for the BOD and the Supervisory Board in 2026		

12	3. Proposalon approving the 2026 business plan targets and the 2026 dividend payout ratio		
13	4. Proposal on selecting the auditing unit for the 2026 Financial Statements		
14	5. Proposalon approving the change of the head office address and the amendments and supplements to the Company's Charter		
15	6. Proposalon approving the non-payment of 2025 dividends		
B3	DISCUSSION		
16	Shareholders' opinions and answers to shareholders' contributions	10h00 – 10h30	Presidium
B4	VOTING AND ELECTION		
17	Voting on issues reported and presented at the General Meeting, electing new Board of Directors/Supervisory Board members.	10h50 – 11h15	Chairman
18	Break		Organizing Committee
19	Report on vote counting results, election results of Board of Directors/Supervisory Board members		Vote Counting Committee
C	CLOSING OF THE GENERAL MEETING		
20	Presentation of the Minutes of the 2026 Annual General Meeting of Shareholders	11h15 – 11h30	General Meeting Secretary
21	Voting to approve the Minutes of the 2026 Annual General Meeting of Shareholders		Chairman
22	Declaration of the closing of the General Meeting		Chairman

ON BEHALF OF THE BOARD OF DIRECTORS



PHAN HONG MY PHUONG



**MINUTES ON SHAREHOLDER STATUS
VERIFICATION FOR THE 2026 ANNUAL GENERAL
MEETING OF SHAREHOLDERS**

-----o0o-----

- Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and guiding decrees;
- Pursuant to Securities Law No. 59/2019/QH14 dated November 26, 2019, and guiding decrees;
- Pursuant to the Charter of Sao Mai Viet Investment and Development Joint Stock Company approved by the General Meeting of Shareholders;
- Pursuant to the Regulations of the General Meeting of Shareholders approved at today's Meeting.

Today, at on, at 140 Nguyen Van Thu, Tan Dinh Ward, Ho Chi Minh city, the Shareholder Status Verification Committee, elected by the 2026 Annual General Meeting of Shareholders of Sao Mai Viet Investment and Development Joint Stock Company, proceeded to verify the status of shareholders attending the 2026 Annual General Meeting of Shareholders.

The members of our Shareholder Status Verification Committee are as follows:

1. Mr/Ms.- Head of the Committee
2. Mr/Ms. - Member
3. Mr/Ms.- Member

The Shareholder Status Verification Committee proceeded to verify the status of shareholders/authorized representatives attending the 2026 Annual General Meeting of Shareholders ("the Meeting") with the following results:

- **Total number of shareholders of the Company:** shareholders (according to

the Company's Shareholder List prepared by the Vietnam Securities Depository and Clearing Corporation as of May 26, 2026)

Total number of shareholders and authorized representatives of shareholders attending the Meeting: persons, representing shares, accounting for% of the total voting shares of the Company. Among them:

- Total number of shareholders directly attending: shareholders.
- Total number of authorized representatives: shareholders.

Thus, in accordance with Clause 1, Article 145 of the Enterprise Law 2020, and Clause 1, Article 22 of the Company Charter, the 2026 Annual General Meeting of Shareholders of Sao Mai Viet Investment and Development Joint Stock Company is duly qualified to proceed.

These minutes were prepared at on

**ON BEHALF OF THE
VERIFICATION COMMITTEE
Head of the Committee**



No. /2026/BBQ/ĐHĐCD-UNI

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City,, 2026

DRAFT

VOTING BALLOT COUNTING MINUTES

Today, at ... o'clock on the ... day of ..., ..., at 140 Nguyen Van Thu, Tan Dinh Ward, Ho Chi Minh City, our Ballot Counting Committee consists of:

1. Mr./Ms:..... - Head of the Committee
2. Mr./Ms:..... - Member
3. Mr./Ms:..... - Member

The Vote Counting Committee has worked promptly, honestly, and in accordance with regulations, and hereby reports the voting results on the following matters:

Total voting ballots issued: ... ballots, representing ... shares, accounting for ...% of the total voting shares entitled to attend the General Meeting.

Total voting ballots collected: ... ballots, representing ... shares, accounting for ...% of the total voting shares entitled to attend the General Meeting.

Among them:

- Number of valid voting ballots: ... ballots, representing ... shares, accounting for ...% of the total voting shares entitled to attend the General Meeting.
- Number of invalid voting ballots: ... ballots, representing ... shares, accounting for ...% of the total voting shares entitled to attend the General Meeting.

1. Report of the Board of Directors on governance and activities of the Board in 2025

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.



- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

2. Report of the Supervisory Board on the Company's business results, activities of the Board of Directors, and the General Director in 2025

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

3. Approval of the audited 2025 Financial Statements, the 2025 business results, and the 2025 profit distribution plan (attached Proposal No. 01/2026/TTr-HĐQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

4. Approving the remuneration payout for the BOD and the Supervisory Board in 2025 and the remuneration plan for the BOD and the Supervisory Board in 2026 (attached Proposal No. 02/2026/TTr-HĐQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

5. Approving the 2026 business plan targets and the 2026 dividend payout ratio (attached Proposal No. 03/2026/TTr-HĐQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.



6. Approving the selection of the independent auditing firm for the 2026 Financial Statements (attached Proposal No. 04/2026/TTr-HĐQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

7. Approving the change of the head office address and the amendments and supplements to the Company's Charter (attached Proposal No. 05/2026/TTr-HĐQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

8. Approving the non-payment of 2025 dividends (attached Proposal No. 06/2026/TTr-HĐQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

The above are the voting results on the agenda items of the 2026 Annual General Meeting of Shareholders.

This minute was completed at ... hours ... minutes on the same day and was approved prior to the General Meeting.

**MEMBER OF THE BALLOT
COUNTING COMMITTEE**

**HEAD OF THE BALLOT
COUNTING COMMITTEE**



**SAO MAI VIET INVESTMENT
AND DEVELOPMENT JOINT
STOCK COMPANY**

No.:/2026/BH/DHDD-UNI

DRAFT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, day month, 2026

**MINUTE OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
OF SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK
COMPANY**

-----o0o-----

Company Name: SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY
Business Registration Number: 0301401291, issued by the Department of Planning and Investment of Ho Chi Minh City, amended for the 31st time on April 17, 2025
Headquarters Address: A3.4A12 The Goldview Apartment, 346 Ben Van Don Street, Vinh Hoi Ward, Ho Chi Minh City

Organizing the 2026 Annual General Meeting of Shareholders of Sao Mai Viet Investment and Development Joint Stock Company

Time: 8:00 AM,, 2026
Location: 140 Nguyen Van Thu, Tan Dinh Ward, Ho Chi Minh city

A. PROCEDURAL MATTERS

1. Statement of Purpose

The moderator announced the reason: Pursuant to the Company's Charter and the prevailing laws, the Board of Directors ("BOD") convenes the 2026 Annual General Meeting of Shareholders to approve matters within the authority of the General Meeting of Shareholders ("AGM").

2. Report on Verification of Shareholder Eligibility

Mr./Ms. – Head of the Shareholder Eligibility Verification Committee, reported the results of the verification of shareholders' eligibility to attend the Meeting as of 9:00 AM.

- The total number of shareholders attending in person and through valid proxies is persons, representing shares, accounting for% of the total voting shares (Based on the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders as of May 28, 2026, prepared by the Vietnam Securities Depository and Clearing Corporation).
- According to the Company's Charter, the General Meeting of Shareholders may proceed when the shareholders attending in person or by proxy represent more than 50% of the total voting shares of the Company.

Therefore, the Meeting meets the required conditions to proceed.

3. Introduction of the Presidium

- Ms. – Chairman of the Board of Directors – Chair of the Meeting
- Ms. Vu Thi Nhu Mai – Member of the Board of Directors cum General Director – Legal Representative
- Ms. Nguyen Thi Le Thanh – Member of the Board of Directors
- Ms Nguyen Thi Lieu - Independent member of the Board of Directors

4. The Chair of the Meeting appointed the Secretaries of the Meeting, and the appointment was approved by the General Meeting of Shareholders with a 100% approval rate. The appointed individuals are as follows:

- Mr./Ms.

5. The Chair of the Meeting nominated the Vote Counting Committee, and the nomination was approved by the General Meeting of Shareholders with a 100% approval rate. The committee members are as follows:

- Mr./Ms. – Head of the Committee
- Mr./Ms. – Member
- Mr./Ms. – Member

6. The Chair of the Meeting presented the proposal for the approval of the Regulations on the organization of the Annual General Meeting of Shareholders and the agenda of the Meeting

- The General Meeting of Shareholders approved the meeting agenda and the Regulations on the organization of the 2026 Annual General Meeting of Shareholders of Sao Mai Viet Investment and Development Joint Stock Company, with an approval rate of 100%.

- Upon completion of the opening procedures, the Meeting officially commenced according to the agenda and contents previously approved by the General Meeting.

B. MEETING CONTENT

- Ms. Vu Thi Nhu Mai, member of the Board of Directors, presented the matters to be submitted for approval by the General Meeting. The specific items submitted for approval are as follows:
 1. Report of the Board of Directors (BOD) on governance and activities of the BOD in 2025;
 2. Report of the Supervisory Board (SB) on the Company's business results, activities of the BOD, and the General Director in 2025;
 3. Approving the audited 2025 Financial Statements, the 2025 business results, and the 2026 profit distribution plan (attached Proposal No. 01/2026/TTr-HĐQT-UNI);
 4. Approving the remuneration payout for the BOD and the Supervisory Board in 2025 and the remuneration plan for the BOD and the Supervisory Board in 2026 (attached to Proposal No. 02/2026/TTr-HĐQT-UNI);
 5. Approving the 2026 business plan targets and the 2026 dividend payout ratio (attached to Proposal No. 03/2026/TTr-HĐQT-UNI);
 6. Approving the selection of the independent auditing firm for the 2026 Financial Statements (attached to Proposal No. 04/2026/TTr-HĐQT-UNI);
 7. Approving the change of the head office address and the amendments and supplements to the Company's Charter (attached to Proposal No. 05/2026/TTr-HĐQT-UNI);
 8. Approving the non-payment of 2025 dividends (attached to Proposal No. 06/2026/TTr-HĐQT-UNI);

C. DISCUSSION AND DELIBERATION

The General Meeting listened to the opinions of shareholders and conducted discussions on the matters presented and reported in Section B of these Minutes.

Shareholders attending the Meeting raised the following questions and comments:

- Shareholder asked:
- Shareholder asked:

The Meeting unanimously agreed with the responses provided by the Presidium, and there were no further comments or objections.

D. VOTING AND ANNOUNCEMENT OF VOTING RESULTS

The Head of the Vote Counting Committee updated the verification results of shareholder eligibility and provided instructions on the voting procedures:

- Updated the verification results of shareholder eligibility before conducting the election and voting at 10:00 AM: The number of shareholders and valid proxies attending the Meeting remained unchanged compared to the opening time of the Meeting.
- Provided instructions on the election and voting procedures.

The Meeting proceeded with the voting.

The Vote Counting Committee conducted the vote counting and announced the voting results on the matters submitted for approval in Section B:

- Total voting ballots distributed: ballots, representing shares, accounting for% of the total voting shares attending the Meeting.
- Total voting ballots collected: ballots, representing shares, accounting for% of the total voting shares attending the Meeting. Among them:
 - Number of valid voting ballots: ballots, representing shares, accounting for% of the total voting shares attending the Meeting.
 - Number of invalid voting ballots: ballots, representing shares, accounting for% of the total voting shares attending the Meeting.

(The detailed results are presented in the Summary Tables of the Meeting outcomes.)

1. Report of the Board of Directors (BOD) on governance and activities of the BOD in 2025

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

2. Report of the Supervisory Board (SB) on the Company's business results, activities of the BOD, and the General Director in 2025

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

3. Approving the audited 2025 Financial Statements, the 2025 business results, and the 2025 profit distribution plan (attached Proposal No. 01/2026/TTr-HĐQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

4. Approving the remuneration payout for the BOD and the Supervisory Board in 2025 and the remuneration plan for the BOD and the Supervisory Board in 2026 (attached to Proposal No. 02/2026/TTr-HĐQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

5. Approving the 2026 business plan targets and the 2026 dividend payout ratio (attached to Proposal No. 03/2026/TTr-HĐQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

6. Approving the selection of the independent auditing firm for the 2026 Financial Statements (attached to Proposal No. 04/2026/TTr-HDQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

7. Approving the change of the head office address and the amendments and supplements to the Company's Charter (attached to Proposal No. 05/2026/TTr-HDQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

8. Approving the non-payment of 2025 dividends (attached to Submission No. 06/2026/TTr-HDQT-UNI)

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

E. APPROVAL OF THE MINUTES AND CLOSING OF THE GENERAL MEETING

The minutes and the attached proposals were approved by the General Meeting with a 100% approval rate.

The Chairperson declared the closing of the General Meeting. The meeting ended at 10:30 AM on the same day./.

SECRETARY

(Signature)

CHAIRPERSON

(Signature)



**SAO MAI VIET INVESTMENT
AND DEVELOPMENT JOINT
STOCK COMPANY**



No. 2026/NQ/ĐHĐCĐ-UNI

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City,, 2026

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

- Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly on June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP detailing the implementation of certain articles of the Securities Law dated December 30, 2020;
- The Charter of Sao Mai Viet Investment and Development Joint Stock Company ("Charter");
- Meeting minutes No. /2026/BBH/ĐHĐCĐ-UNI dated /..... /2026 of the Annual General Meeting of Shareholders of Sao Mai Viet Investment and Development Joint Stock Company ("Company");

RESOLUTION

Article 1: Approve the contents of the 2026 Annual General Meeting of Shareholders as follows:

- 1.1 Report of the Board of Directors (BOD) on governance and activities of the BOD in 2025;
- 1.2 Report of the Supervisory Board (SB) on the Company's business results, activities of the BOD, and the General Director in 2025;
- 1.3 Approving the audited 2025 Financial Statements, the 2025 business results, and the 2025 profit distribution plan (attached Proposal No. 01/2026/TTr-HĐQT-UNI);
- 1.4 Approving the remuneration payout for the BOD and the Supervisory Board in 2025 and the remuneration plan for the BOD and the Supervisory Board in 2026 (attached to Proposal No. 02/2026/TTr-HĐQT-UNI);
- 1.5 Approving the 2026 business plan targets and the 2026 dividend payout ratio (attached to Proposal No. 03/2026/TTr-HĐQT-UNI);
- 1.6 Approving the selection of the independent auditing firm for the 2026 Financial Statements (attached to Proposal No. 04/2026/TTr-HĐQT-UNI);
- 1.7 Approving the change of the head office address and the amendments and supplements to the Company's Charter (attached to Proposal No. 05/2026/TTr-HĐQT-UNI);
- 1.8 Approving the non-payment of 2025 dividends (attached to Proposal No. 06/2026/TTr-HĐQT-UNI);

Article 2: Implementation:

Members of the Board of Directors, the Supervisory Board, the General Director, the Executive Board, and related individuals and departments shall, based on their functions, duties, and authorities, be responsible for organizing and implementing the contents approved and adopted in this Resolution.

Article 3: Effective Date:

This resolution takes effect from the date of signing.

Recipients:

- *Information disclosure department,*
- *Company website;*
- *As stated in Article 2;*
- *Archive: Board of Directors Office.*

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRPERSON**

(Signature, full name, and seal)

**SAO MAI VIET INVESTMENT AND
DEVELOPMENT JOINT STOCK
COMPANY**

DRAFT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom Happiness

Ho Chi Minh City, day ... month ... year 2026

**REGULATIONS ON THE ORGANIZATION
THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK
COMPANY**

- Pursuant to the Law on Enterprises 2020 and its guiding implementation documents;
- Pursuant to the Law on Securities 2019 and its guiding implementation documents;
- Pursuant to the Charter of Sao Mai Viet Investment and Development Joint Stock Company ("Charter").

CHAPTER I

GENERAL PROVISIONS

Article 1: Scope and Subjects of Application

- 1.1 This Regulation applies to the organization of the 2026 Annual General Meeting of Shareholders ("**Meeting**" or "**AGM**") of Sao Mai Viet Investment and Development Joint Stock Company ("**Company**").
- 1.2 This Regulation specifies the rights and obligations of shareholders, attendees of the Meeting, as well as the conditions and procedures for conducting the Meeting.

CHAPTER II

RIGHTS AND OBLIGATIONS OF MEETING ATTENDEES

Article 2: Rights and Obligations of Shareholders and Authorized Proxies Attending the Meeting

- 2.1 Conditions for attending the Meeting:

Attendees must be Shareholders or validly authorized written representatives of shareholders who own voting shares according to the list of shareholders finalized on May 26, 2026, by the Vietnam Securities Depository and Clearing Corporation (VSDC) for the purpose of attending the Meeting (hereinafter referred to as "**Attendees**").

2.2 Rights of Attendees:

- (i) To directly attend or authorize another person to attend the Meeting;
- (ii) To discuss and vote on all matters within the authority of the General Meeting of Shareholders in accordance with the Charter of Sao Mai Viet Investment and Development Joint Stock Company, the Law on Enterprises 2020, and relevant legal regulations;
- (iii) To be publicly informed of the Meeting agenda by the Organizing Committee;
- (iv) Shareholders or authorized representatives arriving late at the Meeting are entitled to register, and subsequently participate and vote immediately at the Meeting; however, the Chairperson is not responsible for pausing the Meeting, and the validity of previously voted contents remains unchanged.
- (v) Other rights as provided by the Law on Enterprises and the Company's Charter.

2.3 Obligations of Attendees:

- (i) Upon attending the Meeting, Attendees must bring and present all the following documents to the Shareholder Eligibility Verification Committee:
 - a) For individual Shareholders:
 - Valid Passport / Citizen Identity Card;
 - Invitation letter; and
 - A valid Power of Attorney using the Company's exact form (for authorized representatives)
 - b) For institutional Shareholders:
 - A copy of the Enterprise Registration Certificate / Establishment Decision (valid certified copy);
 - Valid Passport / Citizen Identity Card of the legal representative;

- Invitation letter.

(*) In case the legal representative of the Shareholder authorizes another person to attend the Meeting, the authorized person must bring:

- A copy of the Enterprise Registration Certificate / Establishment Decision of the Shareholder (valid certified copy);
 - Valid Passport / Citizen Identity Card of the authorized person;
 - Invitation letter; and
 - A valid Power of Attorney using the Company's exact form.
- (ii) Maintain security and public order, and do not cause disturbance or disorder at the Meeting;
- (iii) Audio and video recording of the Meeting must be publicly announced and approved by the Meeting Chairperson before execution;
- (iv) Speak and vote in accordance with the guidelines of the Organizing Committee and strictly follow the direction of the Chairperson;
- (v) Strictly comply with this Regulation and respect the outcomes of the Meeting;
- (vi) Provide information regarding related persons or persons with related interests to the Shareholder upon the Company's request. Comply with the provisions of this Regulation.

Article 3: Rights and Obligations of the Shareholder Eligibility Verification Committee

3.1 The Shareholder Eligibility Verification Committee is established by the Board of Directors (BOD), performing the following functions and duties:

- (i) Verify the eligibility of Attendees: Request Attendees to present documents as prescribed in Article 2.3 (i) of this Regulation;
- (ii) Distribute Voting Cards, Election Cards, and other related meeting documents to Attendees;
- (iii) Report and be responsible to the Meeting for the verification results of Attendees' eligibility:
 - a) Prior to the opening of the Meeting;

- b) Prior to each vote of the Meeting if there is any change in the number of registered Attendees (late-arriving Attendees registering to join);
- 3.2 In case an individual arriving at the meeting does not possess full eligibility to attend, the Shareholder Eligibility Verification Committee has the right to deny that person's right to attend, and refuse to issue voting cards, ballots, or meeting materials.

Article 4: Rights and Obligations of the Ballot Counting Committee

- 4.1 Members of the Ballot Counting Committee shall be individuals who are not on the nomination/candidacy list for the BOD or the Supervisory Board, introduced by the Chairperson, and approved by the AGM to decide on the specific size and list of members to perform ballot counting at the Meeting.
- 4.2 The Ballot Counting Committee has the duty to:
 - (i) Guide the distribution of ballots, voting methods, and counting of election ballots;
 - (ii) Review, evaluate, and conclude on invalid ballots and aggregate complaints regarding the election (if any);
 - (iii) Prepare the ballot counting minutes, and announce the election results and the list of elected individuals;
 - (iv) Seal the election ballots and hand over the Ballot Counting Minutes and all election ballots to the Chairperson/Panel;
 - (v) In addition to duties related to the election of members to the BOD/Supervisory Board, report the results of voting on other contents requiring shareholders' opinions at the Meeting;
 - (vi) Perform other assigned duties.
- 4.3 The Ballot Counting Committee is responsible for the accuracy and honesty of the announced counting results.

Article 5: Rights and Obligations of the Chairperson and Secretariat of the Meeting

- 5.1 The Chairperson of the BOD shall act as the Chairperson of the Meeting.
- 5.2 In case the Chairperson of the BOD is absent, has resigned from the position, or is temporarily incapacitated, the remaining members of the BOD shall elect one of them to act as the

Chairperson of the Meeting.

- 5.3 In case all members of the BOD have submitted resignation letters to the Company before the opening of the Meeting, or a Chairperson cannot be elected, the Meeting shall proceed to elect a chairperson from among the attending shareholders, where each ordinary share shall carry one vote and the person with the highest number of votes shall act as the Chairperson of the Meeting.
- 5.4 The Chairperson shall appoint one or more Secretaries of the AGM. The Meeting Secretary has the function of preparing the Minutes of the Meeting and performing assisting tasks as assigned by the Chairperson.
- 5.5 Decisions of the Chairperson regarding order, procedures, or events arising outside the agenda of the Meeting shall carry the highest ruling authority.
- 5.6 The Chairperson may take actions deemed necessary to conduct the Meeting in a valid and orderly manner, or to reflect the wishes of the majority of attending Attendees.
- 5.7 Without needing the opinion of the Meeting, the Chairperson may at any time decide to postpone the Meeting to another time and location (in accordance with the Law on Enterprises and the Company's Charter) if finding that:
 - (i) The meeting venue does not have enough convenient seats for all Attendees;
 - (ii) The communication equipment at the venue does not ensure that Attendees can participate, discuss, and vote accurately and safely;
 - (iii) There are Attendees or other individuals attending the Meeting whose behavior causes obstruction or disruption of order, posing a risk that the meeting cannot be conducted fairly and lawfully.
- 5.8 The Chairperson has the right not to answer or only to record the contributions of Attendees if such contents or recommendations fall outside the scope of the Meeting Agenda.
- 5.9 The Chairperson has the right to require all Attendees to undergo inspections or security measures that the Chairperson deems appropriate. In case an Attendee refuses to comply with the aforementioned regulations on inspections or security measures, the Chairperson, after careful consideration, may refuse entry to or expel said Attendee from the Meeting.
- 5.10 The Meeting Secretary performs assisting tasks as assigned by the Chairperson.

CHAPTER III

PROCEDURES FOR CONDUCTING THE MEETING

Article 6: Conditions for Conducting the Meeting

- 6.1 The Meeting shall be conducted when the number of attending Attendees represents more than 50% of the total voting shares based on the list of shareholders prepared at the closing time of the shareholder list to exercise the right to attend the Meeting.
- 6.2 In case the Meeting does not meet the conditions to proceed as prescribed above, the convening and conducting of subsequent Meetings shall comply with the regulations of the Company's Charter and the Law on Enterprises.

Article 7: Conducting the Meeting

- 7.1 The Meeting is expected to take place over half a day and may be audio-recorded, video-recorded, and archived in an appropriate electronic format.
- 7.2 The Meeting shall take place in accordance with the sequence of content and agenda approved by the Meeting during the opening session.
- 7.3 The Meeting shall sequentially discuss and approve items on the Meeting agenda by way of voting as prescribed in Article 10 of this Regulation.
- 7.4 The Meeting shall close after the Minutes of the Meeting are approved.

Article 8: Approval of General Meeting Resolutions

- 8.1 Resolutions of the Meeting shall be approved when they are voted in favor by a number of Attendees representing more than 50% of the total voting shares of all attending Attendees, except for the cases prescribed in Clause 2 of this Article.
- 8.2 Voting to elect members of the BOD/Supervisory Board must be carried out by cumulative voting, whereby each Attendee has a total number of votes corresponding to the total shares owned/represented multiplied by the number of members to be elected to the BOD/Supervisory Board. Attendees have the right to pool all or part of their total votes for one or more candidates. The elected members of the BODs/Supervisory Board shall be determined based on the highest number of votes down until the number of members specified in the Company's Charter and in accordance with legal regulations is reached. In case there are two or more candidates achieving the same number of votes for the last position of the BODs/Supervisory

Board, a re-vote shall be conducted among the candidates with equal votes or selected according to the criteria of the Election Regulation for BOD/Supervisory Board members or the Company's Charter.

Article 9: Procedures for Voting to Approve Resolutions at the Meeting

Voting on matters at the Meeting, depending on the case and by decision of the Chairperson, will be conducted in the following forms:

9.1 Voting by Ballot:

- (i) Voting contents recorded on the Voting Card will be voted on by Attendees by choosing "approve", "disapprove", or "no opinion" for each item requiring opinions..
- (ii) Attendees cast ballots according to the following principles:
 - a) Voting begins upon the signal of the Meeting Chairperson or the Head of the Ballot Counting Committee and ends when the last Attendee casts their ballot into the ballot box or 30 minutes from the start of voting, whichever comes first. After voting concludes, the ballot box shall be sealed;
 - b) Ballot counting shall be carried out immediately after voting concludes and the ballot box is sealed.
- (iii) Invalid Voting Cards will not be counted, including:
 - a) Cards not matching the form issued by the Organizing Committee and lacking the Company's stamp;
 - b) Cards that are torn, crossed out, erased, or altered;
 - c) Cards without the signature of the Attendee;
 - d) Ballots with extra information or additional symbols added, leading to the Ballot Counting Committee being unable to determine the voter's intent;
 - e) Cards with multiple different options selected for the same voting item, in which case that specific voting portion is invalid.

Voting on each item to be approved on the Voting Card is independent of one another, and the invalidity of one voting section does not affect the validity of other voting items;

- (iv) In case an Attendee makes a mistake while filling out the Voting Card, provided it has

not yet been cast into the ballot box and the voting period has not expired, they have the right to meet directly with the Head of the Ballot Counting Committee to request a replacement Card to ensure the rights of the Shareholder.

9.2 Direct Voting:

Attendees vote on matters requiring opinions by raising their Voting Cards high or by another form under the direction of the Chairperson. The determination of voting results is carried out by the Ballot Counting Committee, which counts and records the number of votes in favor, against, and abstentions to announce the voting results before the Meeting.

9.3 For each matter requiring a vote, the Chairperson will ask for the Shareholders' opinions in the following sequence: Approve; Disapprove; No opinion. In case a Shareholder does not raise their card to vote for any option, it shall be deemed as an approval. For each item requested for a vote, shareholders may only raise their voting card once..

9.4 Voting to elect BOD members shall be conducted in accordance with the Regulation on the Election of BOD Members approved at the Meeting.

9.5 Voting to elect members of the Supervisory Board shall be conducted in accordance with the Regulation on the Election of Supervisory Board Members approved at the Meeting..

Article 10: Regulations on Ballot Counting for Voting by Ballot

10.1 The Ballot Counting Committee performs the ballot counting in accordance with the following regulations:

- (i) The Ballot Counting Committee works in an area separate from the main Meeting area.
- (ii) Check the validity of the Voting Cards.
- (iii) Review each Voting Card sequentially and record the ballot counting results.
- (iv) Calculate and exclude non-voting shares of related Shareholders (if any for each specific item to be voted on).
- (v) Seal all Voting Cards and hand them over to the Head of the Ballot Counting Committee.

10.2 Preparing and Announcing the Ballot Counting Minutes:

- (i) After completing the ballot counting, the Ballot Counting Committee shall prepare the Minutes of Ballot Counting Results.

- (ii) The contents of the Ballot Counting Minutes must include the following key details:
- a) Time and location of the ballot counting;
 - b) Composition of the Ballot Counting Committee;
 - c) Total number of Attendees with voting rights participating in the meeting, total number of voting shares;
 - d) Total number of Attendees with voting rights participating in the voting;
 - e) Number and ratio of valid ballots and invalid ballots;
 - f) Number and ratio of voting rights for each matter;
 - g) The Ballot Counting Minutes must bear the signatures of the members of the Ballot Counting Committee.

Article 11: Speaking at the Meeting

Attendees wishing to express opinions must raise their Voting Cards or register to speak and may only speak upon receiving the approval of the Chairperson. The Chairperson, based on the meeting schedule, will arrange the speaking order for Attendees. The Chairperson may prioritize Attendees who registered to speak first and whose opinions relate directly to the meeting agenda. Speeches should be concise, appropriate to the topic currently being discussed at the Meeting, and should not repeat opinions already expressed by other Attendees.

Article 12: Minutes of the AGM Meeting

- 12.1 The proceedings of the Meeting shall be recorded in the Minutes. The Minutes shall be prepared in Vietnamese and signed for confirmation by the Chairperson and the Secretary..
- 12.2 The Minutes of the AGM Meeting must be announced before the Meeting and approved by the Meeting prior to its closing.
- 12.3 The Minutes of the AGM Meeting, the Minutes of Shareholder Eligibility Verification, the Ballot Counting Minutes, and other documents recording the developments and results of the Meeting must be archived at the Company's Head Office.
- 12.4 The Minutes of the AGM Meeting must be published on the Company's website within twenty-four (24) hours from the conclusion of the AGM meeting and sent to all Shareholders within 15 days from the date the AGM concludes.

Article 13: Resolutions of the General Meeting of Shareholders

13.1 Based on the results of the Meeting, the Chairperson, on behalf of the AGM, shall issue the AGM Resolutions on the matters approved by the Meeting.

13.2 Resolutions must be published on the Company's website within twenty-four (24) hours from the conclusion of the AGM meeting and sent to all Shareholders within 15 days from the date the AGM concludes.

13.3 Requests to cancel an AGM Resolution shall be executed in accordance with the Company's Charter and the law on enterprises.

Article 14: Effectiveness of the Regulation

14.1 This Regulation takes effect immediately after being voted on and approved by the Meeting until it is amended in accordance with Article 14.2 below.

14.2 This Regulation may be amended from time to time based on proposals by the Company's BOD and must be voted on and approved by the AGM.

14.3 The Chairperson is responsible for presiding over the Meeting in accordance with this Regulation. Shareholders or authorized representatives and other attendees of the Meeting are responsible for implementing the provisions of this Regulation.

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS**

CHAIRPERSON

SAO MAI VIET INVESTMENT AND
DEVELOPMENT JOINT STOCK



No.: / BC-HĐQT

DRAFT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh city, day ... month ... year 2026

REPORT THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025 AND THE WORK PLAN FOR 2026

To: The 2026 Annual General Meeting of Shareholders

In compliance with the Company's Charter and the General Meeting of Shareholders' Resolution dated June 20, 2025, from the 2025 Annual General Meeting of Shareholders, the Board of Directors (BOD) respectfully submits to the General Meeting the report on the BOD's activities in 2025 and the work plan for 2026 as follows::

I. OPERATIONAL RESULTS IN 2025

1.1 BOD Personnel

- The current Board of Directors of the Company consists of 03 members. Specifically, the BOD personnel includes:

No.	BOD Member	Position	BOD Membership Start/End Date	
			Appointment Date	Termination Date
1	Ms. Phan Hong My Phuong	Chairperson	24/03/2022	
2	Ms. Vu Thi Nhu Mai	Member	18/03/2022	
3	Ms. Nguyen Thi Le Thanh	Member	20/05/2023	
4	Ms. Nguyen Thi Lieu	Independent Member	20/06/2025	

- The Board of Directors operates under the principle of collective leadership and individual responsibility, making decisions by majority vote, and exercising rights and obligations in accordance with the Company's Charter, the Internal Regulations on BOD Operations, and legal



provisions. BOD members are assigned specific duties based on the principle of leveraging each individual's strengths, creating a collective intellectual force to fulfill the BOD's responsibilities in the most effective manner.

1.2 Direction of the Implementation of AGM Resolutions

Implementing the Resolution of the 2025 Annual General Meeting of Shareholders, the Board of Directors drastically executed all contents in strict compliance with the Company's Charter, the Internal Regulations on Corporate Governance, the Working Regulations of the BOD, and legal provisions.

The Board of Directors directed and supervised the activities of the Management Board (General Director), promptly resolving arising matters within its authority, and creating favorable conditions for the operational management of the Management Board.

The results of implementing the 2025 AGM Resolution are as follows:

- Regarding business performance: In 2025, the Vien Lien Residential Area and Luxury Beach Villa Project was still in the investment phase, generating no revenue from real estate business activities. The revenue stream still depended on legal consulting services provided to other enterprises and was only sufficient to offset the Company's operating expenses. Specifically: Post-tax profit after financial handling items stood at only 1,341,501 VND.
- Execution of the Vien Lien Project: Legal procedures have been fundamentally completed to be allocated 100% of the cleared land area; the basic design, Environmental Impact Assessment (EIA), and Fire Prevention and Fighting (FPF) plans have been approved. The project is scheduled to commence construction in Q3/2026.
- Selection of the auditing firm: On July 31, 2025, the BOD issued a Resolution selecting the Southern Auditing and Accounting Financial Consulting Services Co., Ltd. (AASCS) to review the semi-annual financial statements and audit the Company's 2025 financial statements.
- Regarding salary, remuneration, and other income of the BOD, the Supervisory Board, and Company Managers executed in 2025: The BOD unanimously agreed not to pay any remuneration for 2025.
- Regarding dividends: As there was no revenue from the Vien Lien Residential Area and

Luxury Beach Villa Project in 2025, the BOD unanimously agreed not to pay dividends for 2025.

- Investment cooperation with Kyoritsu Maintenance Vietnam Co., Ltd.: On July 1, 2025, Sao Mai Viet Company signed a non-disclosure agreement, a principle contract, and a cooperation contract regarding the management and development of the Office combined with Tourist Apartment Project – The One Tower.
- Use of assets to secure loans for Kyoritsu Maintenance Vietnam Co., Ltd.: On May 19, 2025, Kyoritsu Maintenance Vietnam Co., Ltd. signed a loan contract with Vietnam Prosperity Joint Stock Commercial Bank (VPBank) to implement the Office combined with Tourist Apartment Project – The One Tower, secured by the land use rights of Sao Mai Viet Company with a maximum limit of 240 billion VND to construct the Office combined with Tourist Apartment Project – The One Tower. The project is expected to launch sales in July 2026.

1.3 Other Activities of the Board of Directors

The Board of Directors chaired and successfully organized the 2025 Annual General Meeting of Shareholders, and supervised and directed information disclosure with the aim of ensuring transparency and accuracy in accordance with regulations.

In 2025, the Board of Directors held 12 regular and extraordinary face-to-face meetings to promptly review and pass resolutions/decisions within the authority of the BOD; supervised the General Management Board in implementing Resolutions/Decisions of the BOD and the AGM; and carried out full information disclosure as required. The BOD members fulfilled their responsibilities as company managers in a spirit of dedication to work and company growth, collaborating effectively with the Supervisory Board to ensure transparent corporate activities.

- BOD Resolutions in 2025:



No.	Resolution No.	Date	Content
1	35/2025/NQ/HĐQT-UNI	03/03/2025	Resolution regarding: Organizing written shareholder opinion collection to approve the contents of Submission No. 33/2025/TTr-HĐQT dated March 3, 2025
2	173A/2025/NQ/HĐQT-UNI	17/03/2025	Resolution regarding: Establishing a ballot-counting support team for written shareholder opinion collection to approve the contents under Submission No. 33/2025/TTr-HĐQT dated March 3, 2025
3	283A/NQ/HĐQT-UNI	28/03/2025	Resolution regarding: Approving the list of prospective investors for the Company's private placement of shares
4	14A/NQ/HĐQT-UNI	01/04/2025	Resolution regarding: Approving the results of the private placement of shares
5	94A/2025/NQ/HĐQT-UNI	09/04/2025	Resolution regarding: Extending the timeline for organizing the 2025 Annual General Meeting of Shareholders
6	55A/2025/NQ/HĐQT-UNI	05/05/2025	Resolution regarding: Convening the 2025 Annual General Meeting of Shareholders
7	205/2025/NQ/HĐQT-UNI	20/05/2025	Resolution regarding: Using assets as collateral/pledge to secure debt obligations of Kyoritsu Maintenance Vietnam Co., Ltd.
8	225A/NQ/2025/HĐQT-UNI	22/05/2025	Resolution regarding: Appointing the person in charge of corporate governance.
9	17A/NQ/HĐQT-UNI	01/07/2025	Resolution regarding: Executing contracts with related parties of internal persons of the Company
10	16A/2025/NQ/HĐQT-UNI	01/07/2025	Resolution regarding: Appointing the Deputy General Director in charge of Business.
11	38/2025/NQ/HĐQT-UNI	31/07/2025	Resolution regarding: Signing the auditing contract for the 2025 Financial Statements
12	301A/2025/NQ/HĐQT-UNI	30/12/2025	Resolution regarding: Appointing the Deputy General Director in charge of Project Development

1.4 Evaluation of the Performance of the General Director and Other Executives

The BOD's supervision over the Company's Management Board was carried out in accordance with the Internal Regulations on Corporate Governance and the Operational Regulations of the BOD. The BOD's supervisory activities over the Management Board were

conducted through forms such as: organizing meetings chaired by the BOD, participating in regular meetings held by the General Director, and reviewing reports submitted by the General Director.

The supervisory activities indicate that:

- In 2025, the General Director managed the Company's business activities within the designated duties and authorities prescribed by law, the Company's Charter, internal management regulations, and fully executed the Resolutions and Decisions of the BOD. The General Director fully provided information and facilitated access for the Supervisory Board to inspect the financial situation and other activities of the Company;
- The Management Board maintained a consistent schedule of monthly and quarterly meetings to summarize, evaluate, and learn from experience in order to flexibly adjust management and production solutions with high efficiency.
- The General Director and the management team demonstrated an active, drastic, and responsible leadership role in directing the execution of the Company's key tasks, especially in completing the project's legal documentation. The Management Board regularly worked with competent state management agencies and directed specialized departments to coordinate closely with consulting units to review, supplement, and complete legal procedures as required.
- Given the achieved results in finalizing project legal procedures and seeking business opportunities to offset corporate costs during the project investment period, the BOD highly appreciates the performance of the Management Board in 2025.

II. WORK PLAN FOR 2026

The year 2026 is identified as a crucial year for the Company to overcome current difficulties and build a foundation for the upcoming stable and developmental phase.

For 2026, the Board of Directors outlines the following work tasks:

- Successfully organize the 2026 Annual General Meeting of Shareholders;
- Continue to innovate and enhance the efficiency of corporate governance, direct and coordinate with the Management Board to successfully execute the 2026 business plan with targets approved by the AGM at the Meeting;
- Continue studying and restructuring the organizational structure toward centralized



management, flexibility in production execution, optimizing cost usage, exploiting human resources, and increasing efficiency and labor productivity.

- Direct, coordinate with, and supervise the General Director to effectively carry out the following tasks:

+ Regarding development orientation: Raise the total investment capital of the Vien Lien Residential Area and Beach Villa Project to approximately 1,800 billion VND. Continue to call for investors to increase capital for implementing the Vien Lien project. Complete the infrastructure construction of the entire Vien Lien Residential Area and Luxury Beach Villa Project, build the apartment and villa area, hand over resettlement land plots for residents to stabilize their lives, and launch sales to attract investors participating in the Asia-Pacific Economic Cooperation (APEC) Forum in November 2027 in Phu Quoc. This will generate the primary corporate revenue from the Company's real estate business operations.

+ Continue to accelerate the supplementation and finalization of the internal management regulation system to enhance the efficiency of corporate governance and management. Complete human resource management mechanisms, policies, and competitive remuneration to develop a team of high-quality managers, experts, and engineers to meet business needs in the new phase;

+ Successfully deploy the 2026 Business and Production Plan according to the set targets for revenue, profit, etc

The above is the BOD's report on the 2025 operational results and the orientations and tasks for 2026.

Thank you very much./.

Recipients:

- As above;
- BOD Members, Supervisory Board;
- (Website posting);
- Archived: Corporate Office, BOD.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRPERSON**

SAO MAI VIET INVESTMENT AND
DEVELOPMENT JOINT STOCK

COMPANY
THE SUPERVISORY BOARD



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh city, day ... month ... year 2026

REPORT OF THE SUPERVISORY BOARD

SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

(Presented at the 2026 Annual General Meeting of Shareholders)

Dear Shareholders!

- Pursuant to the functions and duties of the Supervisory Board as prescribed in the Law on Enterprises, the Charter on the Organization and Operation of Sao Mai Viet Investment and Development Joint Stock Company, and other relevant legal regulations.

- Pursuant to the Resolution of the Annual General Meeting of Shareholders dated June 20, 2025.

- Pursuant to the audited 2025 Financial Statements of Sao Mai Viet Investment and Development Joint Stock Company;

- Pursuant to the results of monitoring, inspection, and supervision of the management, administration, and business operations of the Company in 2025.

The Supervisory Board respectfully submits to the General Meeting of Shareholders the report on supervisory performance at the Company in 2025 as follows:

I. Activities of the supervisory board

In 2025, the Supervisory Board maintained regular operations, fully attending regular and extraordinary meetings of the Board of Directors (BODs) and the Management Board to closely monitor the actual business situation and contribute constructive input toward achieving the



strategic targets approved by the General Meeting of Shareholders (GMS).

Additionally, the Supervisory Board collaborated with functional Departments and Boards to inspect and supervise operations, contributing to risk management and enhancing the quality of corporate governance. Key activities included:

- Supervising the implementation of the 2025 Annual GMS Resolution; monitoring compliance with the Law and the Company's Charter, and executing BOD Resolutions and Decisions.

- Supervising compliance with internal regulations, processes, and guidelines across functional departments and subordinate units.

- Monitoring the execution of business performance plans and the financial status of 2025.

- Carrying out other activities in accordance with legal provisions and the Company's Charter.

In 2025, besides regular sessions, the Supervisory Board organized internal working meetings to discuss and reach a consensus on supervisory agendas, address arising matters, and exchange professional expertise with the full attendance of all members:

No.	Attendance Rate	Contents
1	3/3	<ul style="list-style-type: none">- Evaluated the performance of the Supervisory Board in 2025;- Reviewed the audited 2025 Financial Statements
2	3/3	<ul style="list-style-type: none">- Evaluated Q1/2025 operational results and formulated the Q2/2025 action plan.- Reviewed the Q1/2025 Financial Statements- Finalized the content of the report to be submitted to the 2026 Annual GMS.
3	3/3	<ul style="list-style-type: none">- Evaluated Q2/2025 operational results and formulated the Q3/2025 action plan.- Reviewed the reviewed semi-annual 2025 Financial Statements
4	3/3	<ul style="list-style-type: none">- Evaluated Q3/2025 operational results and formulated the Q4/2025 action plan.- Reviewed the Q4/2025 Financial Statements

During the execution of its supervisory duties on behalf of the shareholders, the Supervisory Board received full cooperation and facilitation from the Board of Directors and

the Management Board to successfully complete its tasks.

II. Supervisory results

1. Supervision of the Implementation of the 2025 Annual GMS Resolution

1.1 Profit Distribution for 2025

Net profit after tax (after financial handling items): -9,994,624 VND.

Operational Overview: In the past fiscal year, the Company recorded a business loss due to the project not yet meeting the required conditions to launch sales activities, resulting in no primary revenue generated from real estate business operations. Revenue during the period mainly derived from consulting and related services; however, the revenue scale remained limited and insufficient to cover the company's operating expenses (such as administrative expenses, personnel costs, financial costs, and other operating expenses). Consequently, the Company recorded a negative net profit after tax for the period.

1.2 Business Performance Results for 2025

The Company has completed the final accounts and independent audit of the financial statements in strict compliance with current relevant laws. The core financial metrics are as follows::

Unit: VND

Indicator	2025 Actuals
1. Profit after tax	-9.994.624
2. Total revenue	4.500.000.000
3. Expected dividend payout ratio	0%

1.3 Remuneration Payouts for the BOD and the Supervisory Board

The BOD unanimously agreed not to pay remuneration to the BOD and the Supervisory Board for 2025, specifically:

- Board of Directors (04 members): 0 VND/member/month;
- Supervisory Board (03 members): 0 VND/member/month.

1.4 Implementation of Investment Projects:

The Company implemented its investment projects in accordance with the set plans,

specifically:

- Vien Lien Residential Area and Luxury Beach Villa Project (located at Rach Ham Hamlet, Ham Ninh Commune, Phu Quoc City, Kien Giang Province; scale of 11.3 hectares): Completed compensation and site clearance; the current ratio of cleared "clean land" has reached 100%.
- Legal Status: The Company completed legal procedures for infrastructure basic design. It expects to commence infrastructure construction in Q3/2026 and complete the evaluation of the basic design for the entire zone's structures to meet all legal conditions for sales launching as prescribed by law.
- Investment projects have been carried out in compliance with relevant legal regulations.
- Side-by-side with executing the current project, the BOD continues to look for land funds to expand the real estate project portfolio.
- During the year, Sao Mai Viet entered into an investment cooperation with Kyoritsu Maintenance Vietnam Co., Ltd. On July 1, 2025, Sao Mai Viet signed a non-disclosure agreement, a principle contract, and a cooperation contract regarding the management and development of the Office combined with Tourist Apartment Project – The One Tower.

2. Supervision of Financial Status

- The Supervisory Board held periodic discussions with the Company's independent auditing firm regarding the audit scope and audit results. The Company organized its accounting work in compliance with current relevant legal provisions and completed financial statements within the prescribed timelines.
- Based on the quarterly periodic reports, the semi-annual financial statements, and the audited FY 2025 financial statements audited by Southern Auditing and Accounting Financial Consulting Services Co., Ltd. (AASCS), the Company's financial health is reflected through the following indicators:

		I. BALANCE SHEET			
	As of December 31, 2025			Unit: VND	
No.	Content	December 31, 2025	December 31, 2024		
I	Current Assets	902.805.132.367	556.460.221.632		
1	Cash and cash equivalents	2.814.069.968	613.710.967		
2	Short-term trade receivables	251.963.599.852	84.928.980.370		
3	Inventories	632.159.816.869	461.641.532.569		
4	Other current assets	15.867.645.678	9.275.997.726		
II	Non-Current Assets	0	0		
	TOTAL ASSETS	902.805.132.367	556.460.221.632		
III	Liabilities	469.240.215.115	392.335.309.756		
1	Short-term liabilities	134.418.599.073	392.335.309.756		
2	Long-term liabilities	334.821.616.042	0		
IV	Owner's Equity	433.564.917.252	164.124.911.876		
1	Owner's invested capital	426.176.320.000	156.176.320.000		
2	Share premium	926.860.000	1.476.860.000		
3	Investment and development fund	94.830.030	94.830.030		
4	Undistributed post-tax profits	6.366.907.222	6.376.901.846		
4.1	Undistributed post-tax profits accumulated to the end of the previous period	6.376.901.846	6.375.560.345		
4.2	Undistributed post-tax profits of this period	(9.994.624)	1.341.501		

	TOTAL EQUITY AND LIABILITIES	902.805.132.367	556.460.221.632
--	-----------------------------------------	-----------------	-----------------

II. BUSINESS PERFORMANCE RESULTS			
No.	Content	December 31, 2025	December 31, 2024
1	Revenue from operations	4.500.000.000	1.067.037.037
2	Financial income	5.080.821	300.733
3	General and administrative expenses	1.566.805.558	763.275.131
4	Other income	0	23.166.212
5	Other expenses	80.458.510	90.740.336
6	Total accounting profit before tax	48.447.741	23.081.960
7	Net profit after corporate income tax	(9.994.624)	1.341.501
8	Basic earnings per share (EPS)	0	0

3. Supervision of the Activities of the BOD, Management Board, and Shareholders

3.1 Regarding the Board of Directors (BODs)

- The Company's Board of Directors seriously implemented the matters approved by the 2025 Annual General Meeting of Shareholders, strictly complying with legal provisions as well as the Company's Charter. Meetings and activities of the BODs were organized and conducted in accordance with the Company's Charter and current laws, achieving high consensus among members. In 2025, the BODs organized regular and extraordinary sessions, and collected written opinions to issue 12 resolutions, decisions, and meeting minutes, along with various other corporate documents. The BOD's resolutions fall strictly within its statutory functions and authorities, ensuring timely guidance to actively respond to market shifts impacting the Company's business operations.

3.2 *Regarding the Management Board*

The Management Board fully and promptly executed the decisions and resolutions of the BOD, striving to achieve the Company's business goals while adhering to legal requirements, decentralized authorities in the Charter, and internal corporate regulations.

Management levels, functional departments, related individuals, and units across the Company strictly and fully complied with internal governance regulations, processes, and systems.

The General Management Board demonstrated an active, decisive, and highly responsible leadership role in steering the Company's key tasks, particularly in finalizing the project's legal documentation. The Management Board consistently engaged with competent state management agencies, directing specialized departments to coordinate tightly with consulting units to review, supplement, and complete legal procedures in compliance with statutory requirements.

3.3 *Regarding Shareholders*

In 2025, the Supervisory Board did not receive any petitions or requests for inspection from shareholders regarding the activities of the Board of Directors, the Management Board, or any corporate managers.

4. Recommendations and Proposals

- Maintain the current high standard of corporate governance and administration, creating conditions for the Company to expand stably, meet and exceed the metrics assigned by the GMS, and optimize benefits for shareholders while safeguarding employees' welfare;

- Accelerate the construction phase of the Vien Lien Residential Area and Luxury Beach Villa Project and initiate product sales to generate robust revenue for the Company, while continuing to identify and secure new land funds for future development.

The above is the complete report of the Supervisory Board on the implementation of supervisory work in 2025, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Thank you very much!

ON BEHALF OF THE SUPERVISORY BOARD

**SAO MAI VIET INVESTMENT AND
DEVELOPMENT JOINT STOCK
COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.: 01/2026/TTr-HĐQT-UNI

Ho Chi Minh City, day 04 month 6, 2026

PROPOSAL

Regarding the approval of the audited 2025 Financial Statements, business results, and profit distribution plan

To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, passed by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the current Charter of Sao Mai Viet Investment and Development Joint Stock Company;
- Pursuant to the audited 2025 Financial Statements of the Company;

1. The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the 2025 Financial Statements audited by Southern Auditing & Accounting Financial Consultancy Services Company Limited (AASCS), which include the following components:

- Independent Auditors' Report: Unmodified opinion (Clean opinion).
- Balance Sheet as of December 31, 2025.
- Income Statement (Business Performance Report) for the year 2025.
- Cash Flow Statement for the year 2025.
- Notes to the Financial Statements.

In which, key financial indicators from the audited 2025 Financial Statements are summarized below:

Unit: VND

No.	Key Indicators	Financial Statements
1	Total assets	902.805.132.367
2	Net revenue	4.500.000.000
3	Profit before tax	48.447.741
4	Profit after tax	-9.994.624

The detailed contents of the audited 2025 Financial Statements of Sao Mai Viet Company are



disclosed on the corporate website: www.saomaiviet.net.

2. The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the profit distribution and fund appropriation plan for the year 2025 of Sao Mai Viet Company, with specific details as follows:

Unit: VND

No.	Description	Amount	Notes
I	Undistributed profit after tax	-9.994.624	
1	Retained from previous years		
2	Year 2025 (Audited Financial Statements)	-9.994.624	
II	Distributed profit after tax	0	
1	Financial reserve fund	0	
2	Investment and development fund	0	
3	Reward and welfare fund	0	
III	Retained undistributed profit after tax	-9.994.624	

The Company's business and operational results for the year recorded a net loss of -9,994,624 VND. Therefore, there is no net profit after tax available for profit distribution or dividend payouts to shareholders. The primary reason for the net loss this year is that the Company is currently in the phase of finalizing legal procedures and preparing for project investment, and has not yet met the necessary conditions to deploy commercial and sales operations to generate revenue. The revenue generated during the year primarily stemmed from consulting activities; however, it was insufficient to cover the company's operating overheads, such as administrative expenses, personnel costs, legal advisory fees, corporate maintenance costs, and expenditures serving project investment preparation. In addition, the Company proactively extended the investment timeline for certain items to await more favorable real estate market conditions, thereby avoiding premature investments that could escalate capital costs and adversely impact the project's long-term financial efficiency.

Based on the aforementioned business results, the Board of Directors respectfully requests the General Meeting of Shareholders to approve the plan: No profit distribution shall be executed; the entire incurred accumulated loss shall be tracked and handled in compliance with applicable laws and the Company's Charter;

In compliance with statutory regulations, the Company has disclosed its audited financial statements and profit explanation reports to the State Securities Commission (SSC), the Hanoi Stock Exchange (HNX), and on the Company's corporate website: www.saomaiviet.net.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Thank you very much!

Recipients:

- Shareholders;
- BOD, Board of Management (BOM);
- File in the archives.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRPERSON

PHAN HONG MY PHUONG



No.: 02/2026/TTr-HĐQT-UNI

HCM City, day 04.. month ...6... year 2026

PROPOSAL

*Regarding: Remuneration payment for the Board of Directors and
Supervisory Board in 2025 and payment plan for 2026 năm 2026*

To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- *Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of the Socialist Republic of Vietnam;*
- *Based on the Shareholders' Meeting Resolution dated June 20, 2025, regarding the approval of the remuneration plan for the Board of Directors and Supervisory Board in 2025.*

The BODs of Sao Mai Viet Investment and Development Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the payment of remuneration to the Board of Directors and Supervisory Board for 2025 and the payment plan for 2026, specifically as follows:

1. Settlement of remuneration for the Board of Directors and Supervisory Board in 2025:

The remuneration plan for the Board of Directors and Supervisory Board in 2025 (including personal income tax) approved by the General Meeting of Shareholders on June 20, 2025, shall not exceed 2% of after-tax profit in 2025.

Based on the company's business performance results for 2025, the enterprise recorded a loss due to the failure to launch its core business activities. Revenue for the year was primarily from consulting services, which were insufficient to cover the company's operating costs.

To share the company's difficulties and ensure a balanced financial resource allocation for maintaining operations and preparing for project investments, the members of the Board of Directors and the Supervisory Board unanimously agreed not to receive any remuneration in 2025.

2. Remuneration of the Board of Directors and Supervisory Board in 2026:

Approval of the remuneration plan for the Board of Directors and Supervisory Board in 2026 (including personal income tax): not exceeding 2% of after-tax profit in 2026.

The General Meeting of Shareholders authorizes and assigns the BODs to decide on the principles, levels, and forms of remuneration, bonuses, and other benefits for the BODs and Supervisory Board based on work performance and the Company's business results, ensuring compliance with the Charter, the Company's regulations on salaries/compensation, and relevant current regulations.

Respectfully submitted to the General Meeting of Shareholders for approval!

Recipients:

- *Shareholders;*
- *BODs, Board of Management (BOM);*
- *File in the archives.*

**ON BEHALF OF THE BOARD OF
DIRECTORS**



PHAN HỒNG MỸ PHƯƠNG

**SAO MAI VIET INVESTMENT
AND DEVELOPMENT JOINT
STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No.: 03/2026/TTr-HĐQT-UNI

HCM City, day 04.. month 06.... year 2026

PROPOSAL

Regarding: The approval of business plan targets and dividend payout ratios for 2026

To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of the Socialist Republic of Vietnam;
- Based on the current Charter of Sao Mai Viet Investment and Development Joint Stock Company;

The BODs respectfully submits to the General Meeting of Shareholders for consideration and approval the following production and business plan targets for 2026:

Uni: VND

No.	Key indicators	Plan of 2026
1	Revenue	40.000.000.000
2	Profit before tax	7.000.000.000
3	Profit after tax	5.000.000.000
4	Dividend payout ratio 2026	5%

Authorize the Board of Directors, based on the business performance and financial situation of the Company in 2026, to proactively decide on adjustments to the business plan; the dividend payout ratio for 2026 and the form of dividend distribution (cash or additional share issuance).

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.
Thank you!

Recipients:

- Shareholders;
- BODs, General Management Board;
- File in the archives.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

THE CHAIRPERSON



PHAN HỒNG MỸ PHƯƠNG

Số: 04/2026/TTr- HĐQT-UNI

Ho Chi Minh City, day 04 month 6. year 2026

REPORT

Regarding: Choosing an independent auditing firm in 2026

To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

After researching and reviewing the capabilities of independent auditing firms approved by the Ministry of Finance and the State Securities Commission as qualified to audit listed companies, the Board of Directors recommends and selects the following independent auditing firm from the list of qualified independent auditing firms for listed companies approved by the Ministry of Finance:

1 – Southern Accounting and Auditing Consulting Services Co., Ltd.
(AASCS)

Address: 29 Vo Thi Sau Street, Tan Dinh Ward, Ho Chi Minh City

To conduct the audit of the semi-annual and annual financial statements for 2025.

We respectfully submit the following to the General Meeting of Shareholders for consideration and approval:

- Through the selection of the aforementioned auditing firm to conduct an independent audit of the company's financial statements for 2026.

- In the event that, for other objective reasons, it is not possible to sign an agreement with the aforementioned auditing firm, the General Meeting of Shareholders authorizes the BODs to select another independent auditing firm from the list of qualified independent auditing firms for listed companies issued by the Ministry of Finance.

- The BODs authorizes the legal representative to negotiate the terms of implementation, the necessary procedures for carrying out the audit, and to report the full audit results in accordance with the law and the company's charter.

Submitted to the General Meeting of Shareholders for consideration and approval.

Recipients:

- Above;
- File in the archives.

**ON BEHALF OF THE BOARD
OF DIRECTORS**



PHAN HỒNG MỸ PHƯƠNG

No.: 05/2026/TTr-HDQT-UNI

HCM City, day 04... month ..6... year 2026

REPORT

*Subject: Approval of the change of the head office address and amendments
to the Charter*

To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- *Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of the Socialist Republic of Vietnam;*
- *Based on the current Charter of Sao Mai Viet Investment and Development Joint Stock Company;*
- *Based on the operational needs and development direction of the Company in the coming period;*

In order to meet the requirements of production and business operations, improve management efficiency, optimize working conditions, and facilitate transactions with customers, partners, and state management agencies, the Board of Directors proposes relocating the Company's head office to a new location suitable to the actual operational needs of the enterprise.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the change of the Company's head office address as follows:

1. Change of the Company's Head Office Address

Current Head Office Address: A3.4A12 The Gold View Building, 346 Ben Van Don Street, Vinh Hoi Ward, Ho Chi Minh City.

Proposed New Head Office Address: 140 Nguyen Van Thu Street, Tan Dinh Ward, Ho Chi Minh City.

2. Amend Clause 3 of Article 2 of the Charter as follows:

Registered office of the Company:

- Main office address: 140 Nguyen Van Thu Street, Tan Dinh Ward, Ho Chi Minh City.

The Board of Directors and the Company's legal representative are tasked with carrying out the necessary procedures at the competent state agency to complete the change of the head office address; amending and supplementing the Company's Charter and related documents in accordance with the law.

(Attached document: Draft amended Charter).

We respectfully submit this to the General Meeting of Shareholders for consideration and approval.

Thank you!

Recipients:

- Shareholders;
- BODs, General Management Board;
- File in the archives.

ON BEHALF OF THE BOARD OF
DIRECTORS



PHAN HỒNG MỸ PHƯƠNG



THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

DRAFT
CHARTER
JOINT STOCK COMPANY

SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY



Ho Chi Minh city, day ... month ... year 2026

CONTENTS

I. DEFINITIONS OF TERMS IN THE CHARTER	1
Article 1. Interpretation of terms	1
II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY	2
Article 2. Name, Form, Head Office, Branches, Representative Offices, Business locations and Term of Operations of the Company	2
Article 3. Legal representative of the Company	3
III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY	3
Article 4. Objectives of the Company	3
Article 5. Scope of business and Activities of the Company	4
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS.....	5
Article 6. Charter Capital, Shares, Founding Shareholders.....	5
Article 7. Stock certificate	5
Article 8. Other securities certificates.....	6
Article 9. Transfer of shares.....	6
Article 10. Revocation of shares (in case of business registration).....	6
V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE	7
Article 11. Organizational, Managerial and Supervisory Structure.....	7
VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	7
Article 12. Rights of Shareholders	7
Article 13. Obligations of shareholders	9
Article 14. General Meeting of Shareholders.....	10
Article 15. Rights and obligations of the General Meeting of Shareholders	11
Article 16. Authorization to attend the General Meeting of Shareholders.....	13
Article 17. Change of rights	14
Article 18. Convening, agenda and notice of invitation to the General Meeting of Shareholders.....	14
Article 19. Conditions for holding a General Meeting of Shareholders	16

401.
NG T
PHÁ
PHÁ
MAI V
PHO

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders	16
Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed	19
Article 22. Authority and procedures for obtaining written opinions of shareholders to pass Resolutions of the General Meeting of Shareholders	19
Article 23. Resolutions and Minutes of the General Meeting of Shareholders	21
Article 24. Request to annul Resolutions of the General Meeting of Shareholders	22
VII. BOARD OF MANAGEMENT	22
Article 25. Candidacy and nomination of members of the Board of Management	22
Article 26. Composition and term of office of members of the Board of Directors	23
Article 27. Powers and obligations of the Board of Directors	24
Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors	26
Article 29. Chairman of the Board of Directors	26
Article 30. Meetings of the Board of Directors	27
Article 31. Subcommittees under the Board of Directors	29
Article 32. Person in charge of corporate governance	30
VIII. GENERAL DIRECTOR AND OTHER MANAGERS.....	30
Article 33. Organization of management apparatus	30
Article 34. Company executives.....	31
Article 35. Appointment, dismissal, duties and powers of the General Director	31
IX. SUPERVISORY BOARD	32
Article 36. Nomination and candidacy of members of the Supervisory Board (Supervisors)	32
Article 37. Composition of the Board of Supervisors	32
Article 38. Head of the Board of Supervisors.....	33
Article 39. Rights and obligations of the Supervisory Board	33
Article 40. Meetings of the Board of Supervisors	34
Article 41. Salary, remuneration, bonuses and other benefits of members of the Board of Supervisors	34

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES	35
Article 42. Responsibility for honesty and avoidance of conflicts of interest	35
Article 43. Liability for damages and compensation	36
XI. RIGHT TO SEARCH COMPANY RECORDS AND RECORDS	37
Article 44. Right to search books and records	37
XII. EMPLOYEES AND TRADE UNIONS	37
Article 45. Employees and trade unions	37
XIII. PROFIT DISTRIBUTION	38
Article 46. Profit distribution	38
XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME	38
Article 47. Bank accounts	38
Article 48. Fiscal year	39
Article 49. Accounting regime	39
XV. FINANCIAL REPORTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE	39
Article 50. Annual, semi-annual and quarterly financial reports	39
Article 51. Annual report	39
XVI. COMPANY AUDIT	40
Article 52. Audit	40
XVII. ENTERPRISE SEAL	40
Article 53. Enterprise seal	40
XVIII. DISSOLUTION OF THE COMPANY	40
Article 54. Dissolution of the company	40
Article 55. Extension of operation	41
Article 56. Liquidation	41
XIX. RESOLUTION OF INTERNAL DISPUTES	41
Article 57. Resolution of internal disputes	41
XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER	42

Article 58. Company Charter	42
XXI. EFFECTIVE DATE	42
Article 59. Effective date	42



This Charter was approved by Resolution No. ... of the General Meeting of Shareholders on ... month ... year 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

- a) *Charter capital* is the total par value of shares sold or registered to be purchased upon establishment of a joint stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is equity capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
- d) *Law on Securities* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) *Vietnam* is the Socialist Republic of Vietnam;
- f) *Ngày thành lập* là ngày Công ty được cấp Giấy chứng nhận đăng ký doanh nghiệp (Giấy chứng nhận đăng ký kinh doanh và các giấy tờ có giá trị tương đương) lần đầu. *Establishment Date* is the date on which the Company is first granted the Business Registration Certificate (Enterprise Registration Certificate and equivalent documents);
- g) *The business operators* are the General Director, Deputy General Director, Chief Accountant and other operators as prescribed in the Company Charter;
- h) *Managers* are person who manage a company, including the Chairman and members of the Board of Directors, the General Director and individuals holding other management positions as prescribed in the Company Charter;
- i) *Related Persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
- j) *Shareholder* is an individual or organization that owns at least one share of a joint stock company;
- k) *Founding shareholder* is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;
- l) *Major Shareholder* is a shareholder specified in Clause 18, Article 4 of the Law on Securities;



m) *Operation Term* is the period of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;

n) *The Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries..

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

3. The headings (Sections, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices, Business locations and Term of Operations of the Company

1. Name of the Company

- Name of the Company: **SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY**

- The abbreviated name:

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

3. Company registered office:

- Head office address: 140 Nguyen Van Thu, Tan Dinh Ward, Ho Chi Minh City

- Telephone: 078 678 1977

- Fax:

- Email: saomaiviet.uni@gmail.com

- Website: saomaiviet.net

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

5. Unless the operation is terminated before the deadline specified in Clause 2, Article 54 or the operation is extended according to the provisions in Article 55 of this Charter, the Company's operation term is indefinite from the date of establishment.

Article 3. Legal representative of the Company

The Company has 01 legal representative who is the General Director.

The rights and obligations of the legal representative are prescribed by law and the Company Charter.

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

Article 4. Objectives of the Company

1. Company's business lines:

No.	Industry name	Industry code
1.	Afforestation, forest care and forestry tree nursery Details: Afforestation.	0210
2.	Construction of houses for residence	4101
3.	Construction of houses for non-residential purposes	4102
4.	Construction of railway works	4211
5.	Construction of road works	4212
6.	Construction of other civil engineering works Details: construction of civil and industrial works	4299
7.	Demolition	4311
8.	Site preparation	4312
9.	Building completion	4330
10.	Other specialized construction activities	4390
11.	Other support services related to transportation	5229
12.	Short-term accommodation services	5510

	Details: Hotel business (not operating at headquarters)	
13.	Financial service support activities not classified elsewhere Details: Investment consulting activities (except financial, accounting, legal consulting).	6619
14.	Real estate business, land use rights owned, used or leased Details: Real estate business. Housing business. House rental for business purposes (kiosks, shopping centers). Infrastructure rental.	6810
15.	Consulting, brokerage, real estate auction, land use rights auction Details: excluding asset auctions	6820
16.	Management consulting activities Details: excluding financial, accounting and legal consulting	7020
17.	Market research and public opinion polling Details: excluding public opinion polling services.	7320
18.	Advertising Details: Commercial advertising services.	7310
19.	Marketing services Specialized design activities Details: interior and exterior decoration construction	7410
20.	Organizing trade introductions and promotions Details: Organizing events, exhibitions, organizing trade introductions and promotions (not use fire or explosion effects; not use explosives, flammable substances, chemicals as props, tools to perform cultural programs, events, movies)	8230

2. The Company's operating objective: becoming a large-scale Company, providing good services to the market, bringing benefits to shareholders.

Article 5. Scope of business and Activities of the Company

The Company is permitted to conduct business activities in the fields specified in this Charter, has registered, notified changes to the registration content to the business registration authority and has announced on the National Business Registration Information Portal. In case the Company conducts business in the field of conditional investment and business, the Company must satisfy all business conditions as prescribed by the Investment Law and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Company's charter capital is **426,176,320,000 VND** (in words: Four hundred twenty six billion, one hundred seventy six million, three hundred twenty thousand VND).

The total charter capital of the Company is divided into **42,617,320** shares with a par value of **10,000 VND/share**.

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

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

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

5. Name, address, number of shares and other information about founding shareholders as prescribed by the Law on Enterprises.

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

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

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

Article 7. Stock certificate

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. Stocks are securities that confirm the legal rights and interests of the owner to a part of the equity capital of the issuing organization. Stocks must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 45 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 45 days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another period as



prescribed by the issuance terms), the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay the Company the cost of printing the share certificate.

4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a new share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

- a) Information about the share certificate that has been lost, damaged or otherwise destroyed;
- b) Commitment to take responsibility for any disputes arising from the reissuance of a new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company must be signed by the legal representative and sealed by the Company.

Article 9. Transfer of shares

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

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

Article 10. Revocation of shares (in case of business registration)

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and be responsible for the total par value of the shares registered to purchase for the Company's financial obligations arising from failure to pay in full.

2. The above payment notice must clearly state the new payment period (at least 07 days from the date of sending the notice), the payment location and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be revoked.

3. The Board of Directors has the right to revoke the shares that have not been paid in full and on time in case the requirements in the above notice are not implemented.

4. The revoked shares are considered shares that are eligible for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under the conditions and methods that the Board of Directors deems appropriate.

5. Cổ Shareholders holding revoked shares must give up their shareholder status with respect to those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of revocation according to the



decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide on the compulsory payment of the entire value of the shares at the time of revocation.

6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation shall remain effective even in the event of errors or negligence in sending the notice.

V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE

Article 11. Organizational, Managerial and Supervisory Structure

The Company's organizational, managerial and supervisory structure includes:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board of Supervisors.
4. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders have the following rights:

- a) Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or in other forms as prescribed by the Company Charter or the law. Each ordinary share has one vote;
- b) Receiving dividends at a rate determined by the General Meeting of Shareholders;
- c) Having priority in purchasing new shares corresponding to the ratio of ordinary shares owned by each shareholder in the Company;
- d) Freely transferring his/her shares to others, except in the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- e) Reviewing, looking up and extracting information about the name and contact address in the list of shareholders with voting rights; requesting to correct inaccurate information;
- f) Reviewing, looking up, extracting or photocopying the Company Charter, minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;

g) When the Company is dissolved or bankrupt, receiving a portion of the remaining assets corresponding to the percentage of shares owned in the Company;

h) Requesting the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) Be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has types of preferential shares, the rights and obligations attached to the types of preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

j) Having full access to periodic information and extraordinary information published by the Company in accordance with the provisions of law;

k) Having their legitimate rights and interests protected; requesting the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;

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

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

a) Requesting 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) Reviewing, looking up, and extracting the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

c) Requesting the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Proposing issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 3 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;

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

3. Shareholders or groups of shareholders owning 10% or more of total common shares have the right to nominate people to the Board of Directors and Supervisory Board.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. Paying in full and on time the number of shares committed to be purchased.
2. Not withdrawing capital contributed in common shares from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.
3. Complying with the Company Charter and the Company's Internal Management Regulations.
4. Complying with the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keeping confidential the information provided by the Company in accordance with the provisions of the Company Charter and the law; only using the information provided to exercise and protect one's legitimate rights and interests; strictly prohibiting the dissemination or copying or sending of information provided by the Company to other organizations and individuals.
6. Attending the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing other individuals or organizations to attend and vote at the meeting;
 - c) Attending and voting through online conference, electronic voting or other electronic forms;
 - d) Sending voting ballots to the meeting via mail, fax, email;
 - e) Sending voting ballots by [other means] as prescribed in the Company Charter.
7. Be personally responsible when performing one of the following acts in the name of the Company in any form:
 - 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 debts that are not due in the face of financial risks to the Company.

8. Fulfilling other obligations as prescribed by current laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet once a year within 04 (four) months from the end of the fiscal year. Unless otherwise provided in the Company Charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not 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 of the General Meeting of Shareholders shall be determined as the place where the chair attends the meeting and must be in Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially approving the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing organization is responsible for attending the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within 60 (sixty) days from the date the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors remaining as prescribed in Point b,



Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors does not convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene a General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders.

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) Approving the development orientation of the Company;
- b) Deciding on the types of shares and the total number of shares of each type that are allowed to be offered for sale; deciding on the annual dividend rate for each type of shares;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- d) Deciding on investing or selling assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial report.
- e) Deciding on amending and supplementing the Company Charter;
- f) Approving the annual financial report;
- g) Deciding on repurchasing more than 10% of the total number of shares sold of each type;
- h) Reviewing and handling violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization and dissolution of the Company;



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

k) Approving the internal governance regulations; the operating regulations of the Board of Directors and the Supervisory Board;

l) Approving the list of approved auditing companies; decide on the approved auditing company to conduct inspections of the Company's operations, and dismiss approved auditors when deemed necessary;

m) Other rights and obligations as prescribed by law.

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

a) The Company's annual business plan;

b) Audited annual financial statements;

c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;

d) Report of the Board of Supervisors on the Company's business performance, performance of the Board of Directors and the General Director;

e) Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;

f) Dividend level for each share of each type;

g) Number of members of the Board of Directors and Board of Supervisors;

h) Election, dismissal, removal of members of the Board of Directors and members of the Board of Supervisors;

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

j) Approval of the list of approved auditing companies; decision on the approved auditing company to conduct inspection of the company's activities when deemed necessary;

k) Supplement and amend the Company Charter;

l) Types of shares and number of new shares issued for each type of shares and the transfer of shares by founding members within the first 03 years from the date of establishment;

m) Division, separation, consolidation, merger or conversion of the Company;

n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;

- o) Decision to invest or sell assets with a value of 35% or more of the total value of assets recorded in the Company's most recent Financial Statement;
- p) Decision to repurchase more than 10% of the total number of shares sold of each type;
- q) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial statements;
- r) Approving transactions specified in Clause 4, Article 293 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;
- s) Approving the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, the regulations on the operation of the Board of Supervisors;
- t) Other issues as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

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

3. The voting ballot of the person authorized to attend the meeting within the scope of authorization shall remain valid in the event of one of the following cases, except in the following cases:

- a) The authorized person has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorized person has revoked the authorization;

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

This provision shall 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 17. Change of rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings shall be similar to those prescribed in Articles 19, 20 and 21 of this Charter.

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

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

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

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

a) Preparing a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date;

b) Preparing the agenda and content of the meeting;

c) Preparing documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;

e) Determining the time and place of the meeting;

f) Notifying and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date on which the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agenda, documents used in the meeting;

b) List and detailed information of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;

c) Voting ballots;

d) Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before



the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.

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

- a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

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

Article 19. Conditions for holding a General Meeting of Shareholders

1. A General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding the meeting as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

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

1. Before opening the meeting, the Company must carry out the procedure for registering shareholders and must carry out the registration until all shareholders entitled to attend the meeting are present and have registered in the following order:

- a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full



name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of organizational shareholders or authorized persons who arrive after the meeting has opened shall have the right to register immediately and then have the right to participate and vote at the General Meeting immediately after registration. The chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of previously voted contents remains unchanged.

2. The election of the chairman, secretary and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairman, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the chairman of the meeting from among the attendees and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall chair the meeting;

c) The chairman appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee upon the proposal of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the meeting agenda.

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

a) Arranging seating at the location of the General Meeting of Shareholders;

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

c) Creating conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be issuing admission tickets or using other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and without opinion. The vote counting results are announced by the chairman immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the contents previously voted on shall not change.

7. The person convening or chairing the General Meeting of Shareholders shall have the following rights:

a) Request all attendees to be subject to inspection or other lawful and reasonable security measures;

b) Request the competent authority to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security inspection requirements.

8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seats for all attendees;

b) The means of communication at the meeting location do not ensure that shareholders attending the meeting can participate, discuss and vote;

c) There are attendees who obstruct or disrupt order, posing a risk of making the meeting not be conducted fairly and legally.

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

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated

December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. A resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Change of business lines, occupations and fields;
- c) Change of the Company's management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial statements;
- e) Reorganization or dissolution of the Company;
- f) Other matters as prescribed by the Company's Charter.

2. Resolutions are approved when approved by shareholders holding more than 50% of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total number of shares with voting rights are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.

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

The authority and procedures for obtaining written opinions from shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:

- 1. The Board of Directors shall have the right to obtain written opinions from shareholders to pass all resolutions under the authority of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.
- 2. The Board of Directors shall prepare opinion forms, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning opinion forms. The requirements and methods for sending opinion forms and accompanying documents shall be implemented according to the provisions of Clause 3, Article 18 of this Charter.

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

- a) Name, head office address, enterprise code;
- b) Purpose of opinion collection;
- c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;
- d) Issues requiring opinion collection to pass a decision;
- e) Voting options include approval, disapproval and no opinion on each issue to be voted on;
- f) Deadline for sending the completed ballot to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed ballot to the Company by mail, fax or email according to the following provisions:

- a) In case of sending mail, the completed ballot must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The ballot sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
- b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of counting the votes;
- c) Opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in case of sending by mail and disclosed in case of sending by fax or email are invalid. Opinion forms not sent back are considered as non-voting forms.

5. The Board of Directors shall count the votes and prepare the minutes of the vote counting under the witness of the Supervisory Board or of shareholders who do not hold management positions in the Company. The minutes of the vote counting must have the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose and issues for which opinions must be obtained to pass the resolution;
- c) Number of shareholders with total number of votes participated in the vote, in which the number of valid votes and invalid votes are distinguished and the method of sending the votes, with an appendix listing the shareholders participating in the vote;
- d) Total number of votes in favor, against and abstentions for each issue;



- e) Issues passed and corresponding percentage of votes passed;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, the vote counter and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The minutes of the vote counting and the resolution must be sent to the shareholders within 15 days from the date of completion of the vote counting. The sending of the minutes of the vote counting and the resolution can be replaced by posting on the Company's website within 24 hours from the date of completion of the vote counting.

7. The returned ballots, the minutes of the vote counting, the adopted resolutions and the relevant documents attached to the ballots must all be kept at the Company's head office.

8. A resolution is passed by way of obtaining written opinions from shareholders if it is approved by shareholders holding more than 50% of the total number of votes of all shareholders with voting rights and has the same value as a resolution passed at the General Meeting of Shareholders.

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

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

- a) Name, head office address, enterprise code;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the chair and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of shareholders and shareholders' representatives attending the meeting with the number of shares and corresponding number of votes;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding percentage of the total number of votes of shareholders attending the meeting;
- h) Issues approved and corresponding percentage of approved votes;



i) Full name and signature of the chairman and secretary. In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and have full content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, and related documents attached to the meeting invitation must be kept at the Company's head office.

Article 24. Request to annul Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

VII. BOARD OF MANAGEMENT

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

1. In case the candidates for the Board of Management have been determined, the Company must publish information related to the candidates at least 10 days before 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 Management must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Management. Information related to candidates for the Board of Management to be published includes:

a) Full name, date of birth;

- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and related parties of the Company;
- f) Other information (if any) as prescribed in the Company Charter;
- g) Public companies must be responsible for disclosing information about companies where candidates are holding positions as members of the Board of Directors, other management positions and interests related to the company of candidates for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprise and the Company Charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Regulations on the Board of Directors' operations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company Charter.

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

1. The number of members of the Board of Directors shall be at least 03 and at most 11.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

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

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of Board members are non-executive members. The company shall limit the number of Board members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

For listed companies, the total number of independent members of the Board of Directors must ensure the following provisions:

- a) There must be at least 01 independent member in case the company has 03 to 05 members on the Board of Directors;
- b) There must be at least 02 independent members in case the company has 06 to 08 members on the Board of Directors;
- c) There must be at least 03 independent members in case the company has 09 to 11 members on the Board of Directors.

4. A member of the Board of Directors shall no longer be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.

5. The appointment of a member of the Board of Directors must be announced in accordance with the provisions of law on information disclosure on the stock market.

6. A member of the Board of Directors shall not necessarily be a shareholder of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

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

- a) Decide on the strategy, medium-term development plan and annual business plan of the Company;
- b) Propose the type of shares and the total number of shares that can be offered for sale of each type;
- c) Decide on the sale of unsold shares within the number of shares that can be offered for sale of each type; decide on raising additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- e) Decide on the repurchase of shares in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f) Decide on investment plans and investment projects within the authority and limits prescribed by law;

- g) Decide on solutions for market development, marketing and technology;
- h) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Enterprise Law.;
- i) Through contracts and transactions to provide loans or guarantees (including the use of assets to secure loans) to related organizations of members of the Board of Directors, Supervisors, General Directors, and other managers where the Company and such organizations are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups;
- j) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies, decide on remuneration and other benefits of those people;
- k) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- l) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution, purchase of shares of other enterprises;
- m) Approve the agenda and contents 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 audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- p) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;
- q) Decide to issue the Board of Directors' operating regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders, and regulations on information disclosure of the Company;
- r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.



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

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.
6. Members of the Board of Directors may be purchased liability insurance by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently be the General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:



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

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors shall elect a replacement within 10 days from the date of receipt of the resignation letter or the dismissal or removal from office.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

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

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

- a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;

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

d) Other cases as stipulated in the Company Charter.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the person requesting shall have the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of meeting at least 03 working days before the meeting date. The notice of meeting must specify the time and location of the meeting, the agenda, issues to be discussed and decided. The notice of meeting must be accompanied by documents used at the meeting and voting ballots of the members.

Notice of meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company Charter and shall be guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

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

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

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors shall be considered to attend and vote at the meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend the meeting and vote as prescribed in clause 11 of this Article;

c) Attending and voting via online conference, electronic voting or other electronic forms;

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

10. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of the members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

13. The meeting 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 at different locations, provided that each member attending the meeting can:

a) Hear each other member of the Board of Directors speaking at the meeting;

b) Speak to all other members attending at the same time. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The meeting location held in accordance with this provision shall be the location where most members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Decisions passed in a telephone meeting are properly organized and conducted, effective immediately upon the end of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

Article 31. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of tasks assigned by the Board of Directors. The number of members of the subcommittee shall be decided by the Board of Directors or in accordance with relevant legal provisions. The activities of the subcommittee must comply with the regulations of the Board of Directors.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal provisions and provisions in the Company Charter and Internal Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance may not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
 - a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work 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;
 - e) Advise on procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;
 - f) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and members of the Supervisory Board;
 - g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
 - h) Be the contact point with interested parties;
 - i) Keep information confidential in accordance with the provisions of law and the Company's Charter;
 - j) Other rights and obligations in accordance with the provisions of law and the Company's Charter.



VIII. GENERAL DIRECTOR AND OTHER MANAGERS

Article 33. Organization of management apparatus

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

Article 34. Company executives

1. Company executives include the General Director, Deputy General Directors, Chief Accountant and other executives as prescribed in the Company Charter.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations as prescribed by the Board of Directors. The business executive must be responsible for supporting the Company to achieve its objectives in operation and organization.
3. The General Director shall be paid salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The salary of the executive shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, shall be shown as a separate item in the Company's annual financial statements and shall be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
2. The General Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and the law for the implementation of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company's Charter.
4. The General Director has the following rights and obligations:
 - a) Decide on purchase, sale, loan, lending contracts and other contracts and transactions with a value of less than 35% of the total value of assets recorded in the Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders and the Board of Directors as prescribed in the Charter and the Law on Enterprises;
 - b) Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;
 - c) Organize the implementation of resolutions and decisions of the Board of Directors;
 - d) Organize the implementation of the Company's business plan and investment plan;
 - e) Propose the Company's organizational structure and internal management regulations;



f) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;

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

h) Recruit employees;

i) Propose plans to pay dividends or handle business losses;

j) Other rights and obligations as prescribed by law.

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

IX. SUPERVISORY BOARD

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

1. Nomination and candidacy of members of the Supervisory Board shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Supervisory Board through nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the provisions of the Company Charter, Internal Regulations on Corporate Governance and Regulations on the Operation of the Supervisory Board. The nomination 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 provisions of law.

Article 37. Composition of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is 03 people. The term of office of a member of the Board of Supervisors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. A member of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

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

b) Being a member or employee of an independent auditing company that audits the financial statements of the Company in the previous 03 consecutive years.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) Submitting a resignation letter and having it accepted;

c) Other cases as prescribed in this Charter.

4. A member of the Board of Supervisors shall be dismissed in the following cases:

a) Failure to complete assigned tasks and work;

b) Failure to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeated or serious violations of the obligations of a member of the Board of Supervisors as prescribed in the Law on Enterprises and the Company Charter;

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

Article 38. Head of the Board of Supervisors

1. The Head of the Supervisory Board is elected by the Supervisory Board from among the members of the Supervisory Board; the election, dismissal and removal are based on the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise.

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

a) Convene meetings of the Supervisory Board;

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

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

Article 39. Rights and obligations of the Supervisory Board

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

1. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's Financial Statements;

2. Be responsible to shareholders for its supervisory activities.

3. Monitor the Company's financial situation, compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

4. Ensure coordination of activities with the Board of Directors, the General Director and shareholders.
5. In case of detecting any violation of the law or the Company Charter by a member of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences.
6. Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders in accordance with the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.
9. Having the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the members of the Board of Supervisors attending the meeting. Minutes of the Board of Supervisors meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer questions that need to be clarified.

Article 41. Salary, remuneration, bonuses and other benefits of members of the Board of Supervisors

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors are implemented according to the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting

2. Members of the Board of Supervisors shall be paid for meals, accommodation, travel and the cost of using independent consulting services at a reasonable level. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

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

Article 42. Responsibility for honesty and avoidance of conflicts of interest

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 through their positions to serve the interests of the Company.

4. A member of the Board of Directors shall not vote on transactions that benefit that member or a related person of that member in accordance with the provisions of the Enterprise Law and the Company Charter.

5. A member of the Board of Directors, a member of the Supervisory Board, the General Director, other managers and related persons of these subjects shall not use or disclose to others internal information to carry out 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 managers and individuals and organizations related to these subjects shall not be invalid in the following cases:

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

b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

Article 43. Liability for damages and compensation

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

2. The Company shall compensate those who have been, are or may become a party involved in complaints, lawsuits, and prosecutions (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees or representatives authorized by the Company who have performed or are performing tasks authorized by the Company, acted honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.

3. Compensation costs include judgment costs, fines, and payments that arise in practice when resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation responsibilities.

XI. RIGHT TO SEARCH COMPANY RECORDS AND RECORDS

Article 44. Right to search books and records

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

a) Ordinary shareholders have the right to review, search and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, search, extract or photocopy 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 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, it must be accompanied by a power of attorney from the shareholder and group of shareholders that person represents or a notarized copy of this power of attorney.

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

4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of 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 other documents as prescribed by law at the head office or another place, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

XII. EMPLOYEES AND TRADE UNIONS

Article 45. Employees and trade unions

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, dismissal, salary, social insurance, welfare, rewards and discipline for employees and business executives.

2. The General Director must plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with the best management standards,

practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained profits.
2. The Company shall not pay interest on dividend payments or payments related to a type of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors shall be the body implementing this decision.
4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other issues related to profit distribution shall be implemented in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 47. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Subject to prior approval of competent authorities, if necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 48. Fiscal year

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 of the same year.

Article 49. Accounting regime

1. The accounting regime used by the Company is the enterprise accounting regime or a special accounting regime issued and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses the Vietnamese Dong as the accounting currency. In case the Company has economic transactions mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax authority.

**XV. FINANCIAL REPORTS, ANNUAL REPORTS AND RESPONSIBILITY
FOR INFORMATION DISCLOSURE****Article 50. Annual, semi-annual and quarterly financial reports**

1. The Company must prepare annual financial reports and the annual financial reports must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial reports in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
2. The annual financial report must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish the reviewed semi-annual financial reports and quarterly financial reports in accordance with the law on information disclosure on the securities market and submit them to the competent state agency.

Article 51. Annual report

The Company must prepare and publish the Annual Report in accordance with the law on securities and the securities market.

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor who audits the Company's financial statements shall attend the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. ENTERPRISE SEAL

Article 53. Enterprise seal

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the provisions of law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a) The term of operation stated in the Company Charter expires without a decision to extend;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) The Certificate of Business Registration is revoked, unless otherwise provided for by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company before the term (including the extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 55. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least 07 months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The term of operation shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders agrees.

Article 56. Liquidation

1. At least 6 months before the end of the Company's term of operation or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 2 members are appointed by the General Meeting of Shareholders and 1 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company before other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that time on, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation costs;
 - b) Debts of wages, severance pay, social insurance and other benefits of employees according to the collective labor agreement and signed labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remaining amount after paying all debts from items (a) to (d) above shall be divided among shareholders. Preferred shares shall be paid first.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 57. Resolution of internal disputes

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions 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 parties concerned 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 resolution of the dispute and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case of disputes related to the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within 6 weeks from the start of the conciliation process or if the conciliation mediator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.

3. The parties shall bear the costs related to the negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the Court's decision.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 58. Company Charter

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

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall apply to regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter, consisting of 21 sections and 59 articles, was unanimously approved by the General Meeting of Shareholders of Sao Mai Viet Investment and Development Joint Stock Company on ... month ... year ... at the Annual General Meeting of Shareholders in 2025 and also approved the full validity of this Charter.

2. The Charter is made in 03 copies, of equal value and must be kept at the Company's head office.

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

4. Các Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

Legal representative

VU THI NHU MAI



**SAO MAI VIET INVESTMENT
AND DEVELOPMENT JOINT
STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No.: 06/2026/TTr-HĐQT-UNI

HCM City, day 04.. month 06.... year 2026

REPORT

Regarding: Request to waive dividend payment for 2025

To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- *Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of the Socialist Republic of Vietnam;*
- *Based on the current Charter of Sao Mai Viet Investment and Development Joint Stock Company;*
- *Based on the audited financial statements for 2025 of the Company;*

The Board of Directors (BODs) propose that the General Meeting of Shareholders approve the decision not to distribute dividends in 2025 for the following reasons:

In 2025, the Company will continue to focus its resources on completing legal procedures, preparing for investment, and implementing project-related tasks. Due to not yet meeting the conditions for commencing core business operations and not yet generating sales revenue, the Company's revenue will primarily come from consulting activities. The business results for 2025 show a loss, with revenue insufficient to cover operating expenses, administrative expenses, and expenses related to project investment preparation.

For the reasons stated above, the BODs respectfully requests that the General Meeting of Shareholders approve the Company's decision not to pay dividends for the year 2025.

We respectfully submit this request to the General Meeting of Shareholders for consideration and approval.

Thank you!

Recipients:

- *Shareholders;*
- *BODs, General Management Board;*
- *File in the archives.*

**ON BEHALF OF THE BOARD OF DIRECTORS
THE CHAIRWOMAN**



PHAN HỒNG MỸ PHƯƠNG

REGISTRATION FOR ATTENDANCE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026



SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

POWER OF ATTORNEY

TO ATTEND THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

To: THE BOARD OF DIRECTORS OF SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

1. GRANTOR

Name of individual Shareholder:

Nationality :

ID card/ : Issued on:

CCCD/Passport
No.

Place of issue :

Address :

Phone number :

Currently owning/representing the ownership of ordinary shares in Sao Mai Viet Investment and Development Joint Stock Company.

Hereinafter referred to as "***the Grantor***".

2. GRANTEE

Mr./Ms./ Name of Organization:

Nationality/ Place of :
incorporation:

ID card/CCCD : Issued on:

/Passport No./ Place of issue:

Establishment License
No.

Address :

Phone number :

Hereinafter referred to as "***the Grantee***".



3. CONTENT OF AUTHORIZATION:

- The Grantor agrees to authorize and the Grantee agrees to accept the authorization to act on behalf of the Grantor to perform the following tasks:
 - Attend the 2026 Annual General Meeting of Shareholders of UNI and vote on all matters within the agenda of the General Meeting with the corresponding number of shares;
 - The authorized party is not permitted to re-authorize any third party.
- This Power of Attorney is valid during the 2026 Annual General Meeting of Shareholders.
- The Parties are fully responsible before the law for this authorization; and commit not to make any complaints/claims against the Company.

....., dated month..... year 2026

GRANTEE

(Sign and print full name)

GRANTOR

(Sign and print full name)



-
1. In case shareholders authorize the Board of Directors or the Supervisory Board, please send the Power of Attorney directly (or by registered mail) to the Company's headquarters before the opening day of the general meeting, at the address stated in the "Notice of Meeting".



SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

POWER OF ATTORNEY

TO ATTEND THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

To: THE BOARD OF DIRECTORS OF SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

1. GRANTOR

Name of Institutional Shareholder :

Enterprise code :

Legal representative :

or authorized (According to power of attorney No.
representative dated.....)

ID

card/CCCD/Passport : Issued on:

No.:

Place of issue :

Address :

Currently owning/representing the ownership of ordinary shares in Sao Mai Viet Investment and Development Joint Stock Company.

Hereinafter referred to as "the Grantor"

2. GRANTEE

Mr./Ms./Organization name :

Nationality/Place of :
establishment

ID : Issued on:

card/CCCD/Passpor Place issued:

t No./License of
establishment No.

Address :

Phone number :

Hereinafter referred to as "the Grantee"

3. CONTENT OF AUTHORIZATION:

- The Grantor agrees to authorize and the Grantee agrees to accept the authorization to act on behalf of the Grantor to perform the following tasks:
 - Attend the 2026 Annual General Meeting of Shareholders of UNI and vote on all matters within the agenda of the General Meeting with the corresponding number of shares;
 - The authorized party is not permitted to re-authorize any third party.
- This Power of Attorney is valid during the 2026 Annual General Meeting of Shareholders.
- The Parties are fully responsible before the law for this authorization; and commit not to make any complaints/claims against the Company.

....., date month year 2026

GRANTEE

(Sign and print full name)

GRANTOR

(Sign, print full name, affix seal)

-
1. In the event that a shareholder authorizes the Board of Directors or the Supervisory Board, the Power of Attorney should be sent directly (or via registered mail) to the Company's headquarters before the opening date of the general meeting, at the address specified in the "Notice of Meeting").
 2. If the authorized representative of an institutional shareholder is the authorizing party, then both the authorized representative and the legal representative of the shareholder must sign in this section.



**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY**

VOTING CARD TEMPLATE

SHAREHOLDER'S NAME:

SHAREHOLDER CODE:

VOTING SLIP NUMBER:

CONTENTS TO BE VOTED ON:

Choose to approve all voting contents (tick here) ☐

1. Report of the Board of Directors (BOD) on governance and activities of the BOD in 2025.

☐ Approve

☐ Disapprove

☐ No opinion

2. Report of the Supervisory Board (SB) on the Company's business results, activities of the BOD, and the General Director in 2025.

☐ Approve

☐ Disapprove

☐ No opinion

3. Approving the audited 2025 Financial Statements, the 2025 business results, and the 2025 profit distribution plan.

☐ Approve

☐ Disapprove

☐ No opinion

4. Approving the remuneration payout for the BOD and the Supervisory Board in 2025 and the remuneration plan for the BOD and the Supervisory Board in 2026.

☐ Approve

☐ Disapprove

☐ No opinion

5. Approving the 2026 business plan targets and the 2026 dividend payout ratio.

☐ Approve

☐ Disapprove

☐ No opinion

6. Approving the selection of the independent auditing firm for the 2026 Financial Statements.

☐ Approve

☐ Disapprove

☐ No opinion

7. Approving the change of the head office address and the amendments and supplements to the Company's Charter.

☐ Approve

☐ Disapprove

☐ No opinion

8. Approving the non-payment of 2025 dividends.

☐ Approve

☐ Disapprove

☐ No opinion

Shareholder's (or authorized representative's) confirmation signature

(Sign, print full name)