

Số/No. 32./2026/CBTT - BVL

Hà Nội, ngày 15. tháng 06. năm 2026
Hanoi, June. 15., 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/ State Securities Commission
- Sở Giao dịch Chứng khoán Việt Nam/ Vietnam Exchange
- Sở giao dịch chứng khoán Hà Nội/ Hanoi Stock Exchange

1. Tên tổ chức/Name of organization: Công ty Cổ phần BV Land/ BV Land Joint Stock Company

- Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: BVL
- Địa chỉ/Address: Tầng 4, Tòa nhà Rivera Park, Số 69 Đường Vũ Trọng Phụng, Phường Thanh Xuân, TP Hà Nội, Việt Nam / 4th Floor, Rivera Park Building, No. 69 Vu Trong Phung Street, Thanh Xuan Ward, Hanoi City, Vietnam
- Điện thoại liên hệ/Tel.: 024.355 60999 Fax: 024 3556 0088
- E-mail:

2. Nội dung thông tin công bố/Contents of disclosure:

- Điều lệ Công ty Cổ phần BV Land sửa đổi lần 8 ban hành ngày 15./06./2026 ;
- Charter of BV Land Joint Stock Company (8th Amendment) issued on June. 15., 2026;

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 15./06./2026 tại đường dẫn <https://bvland.vn/danh-muc-quan-he-co-dong/>. This information was published on the company's website on 15./06./2026, as in the link <https://bvland.vn/danh-muc-quan-he-co-dong/>.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Tài liệu đính kèm/Attached documents:

Điều lệ CTCP BV Land
Charter of BV Land JSC

Đại diện tổ chức

Organization representative

Người đại diện theo pháp luật

Legal representative



LÝ TUẤN ANH

MR.LY TUAN ANH

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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CHARTER
BV LAND JOINT STOCK COMPANY
(8th Amendment)

HANOI, JUNE 2026



PREAMBLE

This Charter is amended on 15/06/2026 pursuant to the Enterprise Registration Certificate No. 0102983609 issued by the Business Registration and Enterprise Finance Division of Hanoi, as amended for the 24rd time on June 12, 2026.

CHAPTER I. DEFINITIONS

Article 1: Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:
 - a) Charter capital means the total par value of shares sold, as provided in Article 6 of this Charter;
 - b) Voting capital means share capital under which the holders have the right to vote on matters falling within the authority of the General Meeting of Shareholders;
 - c) Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) Law on Securities means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e) Vietnam means the Socialist Republic of Vietnam;
 - f) Date of establishment means the date on which the Company is first issued with the Enterprise Registration Certificate (or equivalent documents);
 - g) Executive officers means the Chief Executive Officer (CEO), Deputy Chief Executive Officer(s), Chief Accountant, and other executives as prescribed in this Charter;
 - h) Managers means the Chairman of the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other managerial positions as prescribed in this Charter;
 - i) Related persons means individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities;
 - j) Shareholders means individuals and organizations holding at least one share of the Company;
 - k) Founding shareholders means shareholders holding at least one ordinary share and listed in the founding shareholders register at the time of the Company's establishment, as provided in Article 10 of this Charter;
 - l) Major shareholders means shareholders as defined in Clause 18, Article 4 of the Law on Securities;
 - m) Operating term means the duration of the Company's operation as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;
 - n) Stock Exchange means the Vietnam Exchange and its subsidiaries;
 - o) The company is BV Land Joint Stock Company.
2. In this Charter, references to any provision or document shall include any amendments, supplements, or replacements thereof.

Headings (Chapters and Articles) are included for convenience only and shall not affect the interpretation of this Charter.

CHAPTER II.

NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2: Name, legal form, head office, branches, representative offices, business locations and operating term of the Company

1. Company Name
 - Vietnamese name: **CÔNG TY CỔ PHẦN BV LAND**
 - English name: **BV LAND JOINT STOCK COMPANY**
 - Abbreviation: **BV LAND**
2. The Company is a joint stock company with legal status in accordance with the laws of Vietnam.
3. Head Office Address: 4th Floor, Rivera Park Building, 69 Vu Trong Phung Street, Thanh Xuan Ward, Hanoi City, Vietnam.
 - Tel: (+84) 24.35560999
 - Website: <http://www.bvland.vn>
4. The Company may establish branches and representative offices in business areas to implement its operational objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.
5. The Company shall have an indefinite term of operation from the date of establishment.

Article 3: Legal Representative of the Company

1. The Company has one (01) legal representative. The Chief Executive Officer shall be the legal representative of the Company .
2. Rights and obligations of the legal representative: The legal representative shall represent the Company in exercising rights and performing obligations arising from the Company's transactions; represent the Company as petitioner, plaintiff, defendant, or person with related rights and obligations before arbitration tribunals and courts; and perform other rights and obligations in accordance with applicable laws and this Charter.
3. Responsibilities of the legal representative:
 - a) To exercise assigned rights and perform assigned obligations honestly, prudently, and to the best of his/her ability in order to ensure the lawful interests of the Company;
 - b) To be loyal to the interests of the Company; not to abuse his/her position or authority or use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals;
 - c) To promptly, fully, and accurately notify the Company of enterprises in which he/she or his/her related persons hold ownership, shares, or capital contributions in accordance with the Law on Enterprises;
 - d) The legal representative of the Company shall be personally liable for any damage to the Company arising from a breach of the responsibilities specified in Clause 3 of this Article.

CHAPTER III.

OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Business lines and Objectives of the Company

1. Business lines of the Company:

No.	Business line	Code
1.	Other service activities incidental to transport <i>Details: Freight forwarding services</i>	5229
2.	Architectural, and related technical consultancy activities <i>Details:</i> - <i>Engineering geology survey</i> - <i>Design of civil and industrial construction works</i> - <i>Construction project management consultancy</i> - <i>Investment project management consultancy</i> <i>(Excluding: maritime signaling services; hydrographic survey services for public waterways and maritime routes; surveying and publication of nautical charts; maritime safety publications; and services related to surveying and planning that require approval by the Government of Vietnam).</i>	7110
3.	Wholesale of other machinery, equipment and supplies <i>Details: Trading in materials, machinery and equipment serving civil, industrial, transport, irrigation, hydropower and thermal power sectors;</i>	4659
4.	Specialized design activities <i>Details: Interior and exterior decoration for civil and industrial works;</i>	7410
5.	Real estate activities with own or leased property <i>Details: Real estate business</i> <i>(Excluding: investment in cemetery infrastructure for transfer of land use rights)</i>	6810
6.	Restaurants and mobile food service activities <i>Details: Restaurants and catering services (excluding bars, karaoke lounges and discotheques)</i>	5610
7.	Activities auxiliary to financial service n.e.c. <i>Details: Investment consultancy (excluding legal, financial, tax, auditing, accounting and securities consultancy);</i>	6619
8.	Other specialized construction activities <i>Details: Site clearance; installation of electrical and water systems for civil and industrial works;</i>	4390
9.	Wholesale of other household goods <i>Details: Trading in handicrafts, household goods and stationery</i>	4649

10.	Repair and maintenance of machinery and equipment	3312
11.	Other manufacturing n.e.c. Details: Production of construction materials and components including stone, sand, gravel, cement, glass, roofing materials, asphalt and other materials used in construction and interior decoration;	3290
12.	Repair and maintenance of transport equipment (except automobiles, motorcycles, mopeds and other motor vehicles)	3315
13.	Wholesale of other construction materials and installation equipment	4673
14.	Construction of other civil engineering projects <i>Details:</i> - <i>Construction of power lines and substations under 35kV</i> - <i>Construction of cultural, sports, entertainment, tourism, hotel, office, school, hospital, and water supply and drainage works (excluding design services)</i> - <i>Construction of civil, industrial, transport, irrigation, hydropower and small-scale thermal power projects (excluding design services)</i> <i>(Excluding: national power transmission and dispatch; construction and operation of multi-purpose hydropower and nuclear power projects of special socio-economic importance).</i>	4299
15.	Hotels and similar accommodation activities <i>(Excluding bars, karaoke lounges and discotheques)</i>	5510
16.	Commission agents, brokers and auction agents <i>Details: Agency services</i> <i>(Excluding goods for which foreign investors are not permitted distribution/export/import rights)</i>	4610
17.	Other short-term accommodation activities <i>(Excluding bars, karaoke lounges and discotheques)</i>	5520
18.	Intermediation service activities for real estate <i>Details: Real estate brokerage services</i> <i>(Excluding auction activities)</i>	6821
19.	Other real estate activities on a fee or contract basis <i>Details:</i> - <i>Real estate consultancy services</i> - <i>Real estate management services</i> <i>(Excluding auction activities)</i>	6829
20.	All other professional, scientific and technical activities n.e.c. <i>(Excluding activities of independent journalists; bill settlement; and securities advisory services)</i>	7499
21.	Rental and leasing, without operator, of other machinery, equipment and	7730

	tangible goods	
22.	Repair and maintenance of automobiles and other motor vehicles	9531
23.	Repair and maintenance of motorcycles and mopeds	9532

2. Objectives:

- To harmonize the interests of shareholders, employees, customers, partners, and the community, with priority given to sustainable development.
- To provide customers with the highest quality products and services, create sustainable values and greater prosperity for the community, and enhance the quality of life for Vietnamese people through convenient, modern, innovative, and trend-leading products.

Article 5: Scope of business and operations of the Company

The Company is entitled to conduct business activities in the business lines specified in this Charter, which have been duly registered, updated with the business registration authority, and published on the National Business Registration Portal. For conditional business lines, the Company undertakes to fully satisfy all business conditions in accordance with the Law on Investment and relevant specialized laws.

CHAPTER IV.

CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6: Charter capital and shares

1. The charter capital of the Company is **VND 1,072,934,930,000** (*One trillion seventy-two billion nine hundred thirty-four million nine hundred thirty thousand Vietnamese Dong*)

The total charter capital is divided into **107,293,493** (*One hundred seven million two hundred ninety-three thousand four hundred ninety-three shares*) shares with a par value of VND 10,000 per share.

2. The Company may adjust its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
3. The shares of the Company on the date of adoption of this Charter shall consist only of ordinary shares. The rights and obligations of shareholders holding ordinary shares are specified in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
5. Ordinary shares shall be offered on a pre-emptive basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by shareholders shall be determined by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase its own shares in accordance with the provisions of this Charter and applicable laws.
7. The Company may issue other types of securities in accordance with applicable laws.

8. Foreign ownership ratio: Foreign investors may own up to 49% of the Company's charter capital.

Article 7: Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares held.
2. A share certificate is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the Company's share capital and shall contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within **90 (ninety) days** from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within **60 (sixty) days** from the date of full payment for shares in accordance with the Company's share issuance plan (or such other period as stipulated in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay any fee to the Company for the printing of share certificates.
4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate upon request. Such request must include the following:
 - a) Information on the lost, damaged, or destroyed share certificate;
 - b) A commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate;
 - c) The shareholder shall also pay the costs related to the reissuance of the share certificate to the Company in accordance with a resolution of the Board of Directors.

Article 8: Other Securities Certificates

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

Article 9: Transfer of shares

1. All shares shall be freely transferable unless otherwise provided by this Charter or applicable laws. Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferable and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from equity, the right to subscribe for newly issued shares, and other rights and benefits as prescribed by law.

Article 10: Founding Shareholders

1. The names, addresses, and other particulars of the founding shareholders in accordance with the Law on Enterprises are as follows:
 - a) **VIETNAM CONSTRUCTION AND ENGINEERING JOINT STOCK COMPANY**
 - Enterprise Registration Number: 0103009477
 - Head office address: No. 10, Alley 68, Nguyen Hong Street, Lang Ha Ward, Dong Da District, Hanoi, Vietnam.
 - Authorized representative of capital: NGUYEN QUOC BAO
 - b) Full name: **NGUYEN QUOC BAO** Gender: Male
 - Date of Birth: 13/02/1979 Ethnicity: Kinh Nationality: Vietnamese

- ID No.: 151197816 Date of issue: 08/03/2006
 - Place of issue: Thai Binh Provincial Police
 - Permanent residence: No. 135 Ly Bon Street, Phu Xuan Commune, Thai Binh City, Thai Binh Province, Vietnam.
 - Address: Hamlet 19, Co Nhue Commune, Tu Liem District, Hanoi City, Vietnam.
- c) Full name: **DO THI LIEN** Gender: Female
- Date of Birth: Ethnicity: Kinh Nationality: Vietnamese
 - ID No.: 121867805 Issue Date:
 - Place of issue:
 - **Permanent residence:** Kha Ly Thuong Hamlet, Quang Minh Commune, Viet Yen District, Bac Giang Province, Vietnam.
 - Address:
- d) Full name: **TA THI MINH NGUYET** Gender: Female
- Date of Birth: Ethnicity: Kinh Nationality: Vietnamese
 - ID No.: 121540058 Issue Date:
 - Place of issue:
 - Permanent residence: Room No. 6, No. 27, Alley 123, Trung Kinh Street, Trung Hoa Ward, Cau Giay District, Hanoi, Vietnam.
 - Address.

2. Number of shares and share ownership ratio of founding shareholders:

No.	Shareholder Name	Par value (VND)	Number of shares	Class of shares	Ownership (%)
1.	Vietnam Construction and Engineering Joint Stock Company	10.000	0		0
2.	Do Thi Lien	10.000	0		0
3.	Ta Thi Minh Nguyet	10.000	0		0
4.	Nguyen Quoc Bao	10.000	0		0
Total					

CHAPTER V.

ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 11: Organizational structure, management and supervision

The Company's organizational structure, management and supervision shall comprise:

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. The Audit Committee (under the Board of Directors).
4. The Chief Executive Officer.

CHAPTER VI.

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12: Rights of shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly, through an authorized representative, or by other methods as provided in this Charter and applicable laws. Each ordinary share shall carry one vote;
 - b) To receive dividends at a rate determined by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to subscribe for new shares in proportion to their shareholding in the Company;
 - d) To freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
 - e) To review, access, and extract information relating to names and contact details in the list of voting shareholders; to request correction of inaccurate personal information;
 - f) To review, access, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding;
 - h) To request the Company to repurchase shares in cases specified in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class shall confer equal rights, obligations, and interests. In case the Company issues preference shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j) To have full access to periodic and ad hoc information disclosed by the Company in accordance with law;
 - k) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
 - l) Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the following rights:
 - a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To review, access, and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets or business secrets;
 - c) To request the Board of Directors to examine specific issues relating to the management and operation of the Company when deemed necessary. Such request must be made in

- writing and include: full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise registration number (or equivalent legal documents) and head office address for organizational shareholders; number of shares and registration date of shares of each shareholder, total shares held by the group, ownership ratio; matters to be examined and purpose of examination;
- d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Company at least 03 working days prior to the opening date of the meeting, specifying the shareholder's name, number and class of shares held, and the proposed agenda items;
 - e) Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. Such nomination shall be carried out as follows:
- a) Ordinary shareholders forming a group for nomination purposes must notify the meeting of such grouping prior to the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause shall be entitled to nominate one or more candidates as decided by the General Meeting of Shareholders. In case the number of candidates nominated by such shareholders or groups is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 13: Obligations of shareholders

Ordinary shareholders shall have the following obligations:

- 1. To pay in full and on time for the shares subscribed.
- 2. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or transferred to another person. In case a shareholder withdraws part or all of the contributed capital in violation of this provision, such shareholder and any related persons shall be jointly liable for the Company's debts and other financial obligations within the value of the withdrawn shares and any damages incurred.
- 3. To comply with the Company's Charter and internal governance regulations.
- 4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To maintain confidentiality of information provided by the Company in accordance with the Charter and applicable laws; to use such information solely for exercising and protecting their lawful rights and interests; and not to disclose, copy, or transmit such information to any organization or individual.
- 6. To attend meetings of the General Meeting of Shareholders and exercise voting rights by the following methods:
 - a) Attending and voting in person at the meeting;
 - b) Authorizing another individual or organization to attend and vote;
 - c) Attending and voting via online meetings, electronic voting, or other electronic means;
 - d) Sending voting ballots to the meeting by mail or email;

- e) Sending voting ballots by other means as provided in this Charter or as recognized by law.
- 7. To bear personal liability when acting in the name of the Company in any of the following cases:
 - a) Violating the law;
 - b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Making premature payments of debts before due dates, causing financial risks to the Company.
- 8. To fulfill other obligations as prescribed by applicable laws.

Article 14: Repurchase of shares at the request of shareholders

1. Shareholders who voted against a resolution on reorganization of the Company or changes to shareholders' rights and obligations as stipulated in the Charter shall have the right to request the Company to repurchase their shares. Such request must be made in writing, specifying the shareholder's name and address, number and class of shares, proposed selling price, and reasons for the request. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders adopts the relevant resolution.
2. The Company shall repurchase the shares at the request of shareholders specified in Clause 1 of this Article at market price or at another price decided by the Board of Directors within 90 days from receipt of the request. If no agreement on price is reached, the parties may request a valuation organization to determine the price. The Company shall introduce at least three (03) valuation organizations for the shareholder to select, and such selection shall be final.

Detailed procedures for share repurchase at the request of shareholders shall be governed by the Internal Corporate Governance Regulations.

Article 15. Repurchase of shares at the decision of the Company

The Company shall have the right to repurchase no more than 30% of the total ordinary shares sold and part or all of the dividend preference shares sold in accordance with the following provisions:

1. The Board of Directors shall have the authority to decide on the repurchase of no more than 10% of the total number of shares of each class sold within a period of 12 months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;
2. The Board of Directors shall decide the repurchase price. For ordinary shares, the repurchase price shall not exceed the market price at the time of repurchase, except as provided in Clause 3 of this Article. For other classes of shares, unless otherwise provided in the Charter or agreed between the Company and relevant shareholders, the repurchase price shall not be lower than the market price;
3. The Company may repurchase shares from each shareholder in proportion to their shareholding in the Company in accordance with the following procedures:
 - a) The decision on share repurchase must be notified by a method ensuring delivery to all shareholders within 30 days from the date of such decision. The notice must include Name and head office address of the Company, Total number and class of shares to be repurchased, repurchase price or pricing principles, Procedures and timeline for payment,

- procedures and deadline for shareholders to offer their shares for sale to the Company;
- b) Shareholders agreeing to sell their shares must send a written acceptance by a method ensuring delivery to the Company within 30 days from the date of the notice. Such acceptance must include full name, contact address, and legal identification (for individual shareholders); name, enterprise registration number (or equivalent legal documents), and head office address (for organizational shareholders); number of shares held and number of shares offered for sale; payment method and signature of the shareholder or legal representative. The Company shall only repurchase shares within the above-mentioned period.

Article 16: General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) comprises all shareholders with voting rights and is the highest decision-making body of the Company. The GMS shall convene an annual meeting once per year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for holding the annual GMS where necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, extraordinary meetings of the GMS may be convened. The location of the GMS shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual GMS and select an appropriate venue. The annual GMS shall decide on matters in accordance with law and this Charter, in particular the approval of the audited annual financial statements. In the event that the auditor's report on the annual financial statements contains material qualifications, adverse opinions, or disclaimers of opinion, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the annual GMS, and such representative shall be responsible for attending the meeting.
3. The Board of Directors must convene an extraordinary GMS in the following cases:
 - a) When deemed necessary for the interests of the Company;
 - b) When the number of remaining members of the Board of Directors is less than the minimum required by law;
 - c) At the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purpose of the meeting, and signed by the relevant shareholders (or compiled from multiple documents bearing sufficient signatures);
 - d) Other cases as prescribed by law, this Charter, the Internal Corporate Governance Regulations, and the Rules of Operation of the Board of Directors.
4. Convening an extraordinary GMS
 - a) The Board of Directors must convene the GMS within 30 days from the date the circumstances specified in Point b, Clause 3 arise or from the date of receipt of the request specified in Points c and d, Clause 3;
 - b) If the Board of Directors fails to convene the GMS as required, within the following 30 days, the shareholders or group of shareholders specified in Point c, Clause 3 shall have the right to convene the GMS on behalf of the Company in accordance with the Law on Enterprises;In such case, the convening shareholders may request the business registration authority

to supervise the procedures for convening, conducting the meeting, and passing resolutions. All costs related to convening and holding the GMS shall be reimbursed by the Company, except for expenses incurred by shareholders for attending the meeting (including accommodation and travel).

- c) Procedures for organizing the GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 17: Rights and obligations of the General Meeting of Shareholders

1. The GMS shall have the following rights and obligations:
 - a) To approve the development orientation of the Company;
 - b) To decide on the classes of shares and the total number of shares of each class authorized for issuance; to determine annual dividend levels for each class of shares;
 - c) To elect, dismiss, and remove members of the Board of Directors
 - d) To decide on investment or disposal of assets with a value of 35% or more of the total assets as recorded in the latest financial statements of the Company;
 - e) To decide on amendments and supplements to the Company's Charter;
 - f) To approve annual financial statements;
 - g) To decide on the repurchase of more than **10%** of the total number of issued shares of each class;
 - h) To review and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
 - i) To decide on reorganization or dissolution of the Company;
 - j) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
 - k) To approve the Internal Corporate Governance Regulations and the Rules of Operation of the Board of Directors;
 - l) To approve the list of approved auditing firms; to appoint and dismiss the approved auditing firm conducting audits of the Company when necessary;
 - m) To approve investment policies for construction investment projects with a total investment capital of VND 2,000 billion or more, excluding land clearance costs.
 - n) Other rights and obligations as prescribed by law.
2. The GMS shall discuss and approve the following matters:
 - a) Annual business plan of the Company;
 - b) Audited annual financial statements;
 - c) Report of the Board of Directors on governance and operational results of the Board and each of its members;
 - d) Report of independent members of the Board of Directors within the Audit Committee;
 - e) Dividend level for each class of shares;
 - f) Number of members of the Board of Directors;
 - g) Election, dismissal, and removal of members of the Board of Directors;
 - h) Budget or total remuneration, bonuses, and other benefits for the Board of Directors;
 - i) Approval of the list of approved auditing firms and selection of the auditing firm where necessary;

- j) Amendments and supplements to the Charter;
 - k) Classes and number of new shares to be issued and transfer of shares of founding shareholders within the first 03 years from establishment;
 - l) Division, separation, consolidation, merger, or conversion of the Company;
 - m) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - n) Investment or disposal of assets valued at 35% or more of total assets as recorded in the latest financial statements;
 - o) Repurchase of more than 10% of total issued shares of each class;
 - p) Approval of contracts and transactions with related persons as prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of total assets;
 - q) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP;
 - r) Approval of the Internal Corporate Governance Regulations and Rules of Operation of the Board of Directors;
 - s) Approval of investment policies for construction projects with total investment capital of VND 2,000 billion or more, excluding land clearance costs;
 - t) Other matters as prescribed by law, this Charter, and internal governance regulations.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 18: Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of organizational shareholders may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting, or attend the meeting through one of the methods specified in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to attend the General Meeting of Shareholders as provided in Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents, scope and term of authorization, and the signatures of both the authorizing party and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance. In case of re-authorization, the attendee must additionally present the original authorization document of the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).
3. Voting ballots of the authorized representative attending the meeting within the scope of authorization shall remain valid in any of the following cases:
 - a) The authorizing person has died, has limited legal capacity, or has lost legal capacity;
 - b) The authorizing person has revoked the authorization;
 - c) The authorizing person has revoked the authority of the authorized person.

This provision shall not apply if the Company has received notice of any of the above

events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 19: Convening, meeting agenda and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary meetings in the cases specified in Clause 3, Article 15 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders eligible to attend and vote at the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the meeting invitation. The Company must disclose information on the preparation of such list at least 20 days before the record date;
 - b) Prepare the agenda and contents of the meeting;
 - c) Prepare meeting materials;
 - d) Draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting;
 - e) Determine the time and venue of the meeting;
 - f) Notify and send the meeting invitation to all shareholders entitled to attend;
 - g) Other tasks serving the meeting.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and simultaneously disclosed on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice to all shareholders in the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The meeting agenda and materials related to the matters to be voted at the meeting shall be sent to shareholders and/or posted on the Company's website. In case materials are not enclosed with the meeting notice, the notice must clearly state the link to all meeting documents for shareholders' access, including:
 - a) Meeting agenda and documents used at the meeting;
 - b) List and detailed information of candidates in case of election of members of the Board of Directors;
 - c) Voting ballots;
 - d) Draft resolutions for each matter in the meeting agenda.
4. Shareholders or groups of shareholders as provided in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the meeting agenda. Such proposals must be made in writing and sent to the Company no later than 03 working days before the opening date of the meeting, specifying the name of the shareholder, number of shares of each class held, and the proposed matters.
5. The convener has the right to refuse proposals specified in Clause 4 of this Article in the following cases:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
 - c) The proposed matter is not within the authority of the General Meeting of Shareholders;
 - d) Other cases as prescribed by law, this Charter and internal corporate governance regulations.
6. The convener must accept and include proposals specified in Clause 4 of this Article in the draft agenda and contents of the meeting, except for cases specified in Clause 5; such proposals shall be officially included if approved by the General Meeting of Shareholders.

Article 20: Conditions for conducting the General Meeting of Shareholders

- 1. The General Meeting of Shareholders shall be conducted when shareholders attending represent more than 50% of the total voting rights.
- 2. If the first meeting does not meet the conditions specified in Clause 1 of this Article, a second meeting invitation must be sent within 30 days from the intended date of the first meeting. The second meeting shall be conducted when shareholders attending represent at least 33% of the total voting rights.
- 3. If the second meeting does not meet the conditions specified in Clause 2 of this Article, a third meeting invitation must be sent within 20 days from the intended date of the second meeting. The third meeting shall be conducted regardless of the total voting rights of shareholders attending.

Article 21: Procedures for conducting meetings and voting at the General Meeting of Shareholders

- 1. Before the opening of the meeting, the Company must conduct shareholder registration and continue registration until all attending shareholders have completed registration as follows:
 - a) Upon registration, the Company shall issue to each shareholder or authorized representative a voting card stating the registration number, name of the shareholder, name of the authorized representative and number of votes. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted using the voting cards specified in this Article, which include all matters to be approved and options "approve", "disapprove" and "no opinion". Voting cards shall be collected for counting, and the total number of votes for each option shall be counted for each matter. The voting results shall be announced by the chairperson before the closing of the meeting. The General Meeting shall elect persons responsible for vote counting or supervising vote counting as proposed by the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting based on the chairperson's proposal;
 - b) Shareholders or authorized representatives arriving after the meeting has commenced may still register and participate and vote immediately after registration. The chairperson is not required to suspend the meeting for latecomers and the validity of previously adopted matters remains unchanged.
- 2. The election of the chairperson, secretary and vote counting committee shall be conducted as follows:
 - a) The Chairman of the Board of Directors shall act as chairperson or authorize another

- Board member to act as chairperson for meetings convened by the Board. In case of absence or inability, remaining Board members shall elect one among them as chairperson by majority vote. If no chairperson is elected, the Head of the Audit Committee shall preside for the General Meeting to elect a chairperson among attendees, and the person with the highest votes shall be elected;
- b) Except as provided in Point a of this Clause, the person signing the notice convening the meeting shall preside for the General Meeting to elect a chairperson, and the person with the highest votes shall be elected;
 - c) The chairperson shall appoint one or more persons as secretary of the meeting;
 - d) The General Meeting shall elect one or more persons to the vote counting committee as proposed by the chairperson.
3. The agenda and contents of the meeting must be approved at the opening session. The agenda must clearly specify the time for each matter.
 4. The chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
 - a) Arrange seating at the meeting venue;
 - b) Ensure safety of attendees;
 - c) Facilitate shareholders to attend or continue attending. The convener has full authority to change such measures and apply necessary measures, including issuing entry passes or other selection methods.
 5. Shareholders or authorized representatives arriving after the meeting has commenced may still register and vote immediately after registration; in such case, previously adopted matters remain valid.
 6. The convener or chairperson has the following rights:
 - a) Require attendees to undergo security checks or other lawful and reasonable security measures;
 - b) Request competent authorities to maintain order, and expel those who do not comply with the chairperson's authority, intentionally disrupt the meeting, obstruct proceedings, or fail to comply with security requirements.
 7. The chairperson may adjourn the meeting for no more than 03 working days from the scheduled opening date only in the following cases:
 - a) The venue does not have sufficient seating capacity;
 - b) Communication facilities do not ensure participation and voting;
 - c) Disorder or disruption threatens fairness and legality of the meeting.
 8. If the chairperson adjourns or suspends the meeting in violation of this Clause, the General Meeting shall elect another person among attendees to act as chairperson until the end; all resolutions adopted remain valid.
 9. In case the Company applies modern technology to organize the General Meeting online, the Company must ensure shareholders can attend and vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP.

Article 22: Forms of passing resolutions of the General Meeting of Shareholders

1. All resolutions of the General Meeting of Shareholders may be passed by voting at a meeting or by collecting written opinions.
2. The Annual General Meeting of Shareholders shall not be conducted in the form of collecting written opinions.
3. Unless otherwise decided by the Board of Directors, resolutions of the General Meeting of Shareholders on the following matters shall be prioritized to be passed by voting at the meeting:
 - a) Amendments and supplements to the contents of the Company Charter;
 - b) Development orientation of the Company;
 - c) Types of shares and total number of shares of each type;
 - d) Election, dismissal, removal of members of the Board of Directors;
 - e) Reorganization or dissolution of the Company.

At any time, when deemed necessary for the benefit of the Company, the Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders on all of the above matters.

Article 23: Conditions for passing resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be passed if approved by shareholders representing 65% or more of the total voting rights of all attending shareholders, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a) Types of shares and total number of shares of each type;
 - b) Change of business lines and sectors;
 - c) Change of the Company's organizational management structure;
 - d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless otherwise stipulated in the Company Charter;
 - e) Reorganization or dissolution of the Company.
2. Resolutions shall be passed if approved by shareholders representing more than 50% of the total voting rights of all attending shareholders, 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 passed by 100% of the total voting shares shall be lawful and effective even if the procedures for convening and passing such resolutions violate provisions of the Law on Enterprises and the Company Charter.

Article 24: Authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including matters specified in Clause 3, Article 22 of the Charter.
2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents and send them to all shareholders entitled to vote at least 10 days before the deadline for returning the ballots. The requirements and methods of sending ballots and accompanying documents shall comply

with Clause 3, Article 19 of the Charter.

3. The opinion ballot must include the following main contents:
 - a) Name, head office address, enterprise GDT code;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, legal document number of individual shareholders; name, enterprise code or legal document number, head office address of organizational shareholders; or full name, contact address, nationality, legal document number of representatives of organizational shareholders; number of shares of each type and voting rights of shareholders ;
 - d) Matters requiring opinions ;
 - e) Voting options including approval, disapproval, and no opinion;
 - f) Deadline for returning the completed ballot to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send completed ballots to the Company by mail or email as follows:
 - a) For postal submission, the ballot must bear the signature of the individual shareholder, authorized representative, or legal representative of the organizational shareholder. The ballot must be sealed and not opened before vote counting;
 - b) For email submission, the ballot must be kept confidential until vote counting;
 - c) Ballots received after the deadline or opened (for mail) or disclosed (for email) before counting shall be invalid. Non-submitted ballots shall be deemed as non-participation.
5. The Board of Directors shall conduct vote counting and prepare minutes under the supervision of shareholders who do not hold management positions. The minutes must include:
 - a) Name, head office address, enterprise GDT code ;
 - b) Purpose and matters for approval;
 - c) Number of shareholders and total votes participating, including valid and invalid votes and method of submission;
 - d) Total votes for, against, and abstentions for each matter ;
 - e) Approved matters and corresponding approval ratios;
 - f) Full name and signatures of the Chairman, vote counters, and supervisors.

Members of the Board of Directors, vote counters, and supervisors shall be jointly responsible for the accuracy and truthfulness of the minutes.
6. The minutes and resolutions must be sent to shareholders within 15 days from completion of vote counting, or posted on the Company's website within 24 hours.
7. All ballots, minutes, resolutions, and related documents must be kept at the Company's head office.
8. Resolutions passed by written opinions shall be valid if approved by shareholders representing more than 50% of the total voting rights and have the same validity as those passed at a meeting.

Article 25: Resolutions and minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes must

be prepared in Vietnamese and may additionally be prepared in a foreign language, and must include the following principal contents:

- a) Name, head office address, enterprise GDT code ;
 - b) Time and location of the meeting;
 - c) Agenda and contents;
 - d) Names of the chairperson and secretary;
 - e) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
 - f) Number of shareholders and total voting shares of shareholders attending the meeting; appendix of the list of registered shareholders and attending shareholder representatives with the corresponding number of shares and voting rights;
 - g) Total number of votes for each matter, clearly stating the voting method, total number of valid and invalid votes, votes for, against, and abstentions; and the corresponding percentages based on the total voting rights of attending shareholders;
 - h) Matters approved and the corresponding voting approval ratios;
 - i) Full name and signatures of the chairperson and the secretary. In case the chairperson and/or the secretary refuse to sign the minutes, such minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed in this clause. The minutes must clearly state the refusal of the chairperson and/or the secretary to sign.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the close of the meeting. The chairperson and the secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
 3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
 4. Minutes of meetings, resolutions of the General Meeting of Shareholders, appendices of the list of attending shareholders, and related documents attached to the meeting invitation must be kept at the Company's head office.

The minutes, resolutions of the General Meeting of Shareholders and documents attached thereto must be disclosed in accordance with laws on information disclosure in the securities market and must be retained at the Company's head office.

Article 26: Request for annulment of resolutions of the General Meeting of Shareholders

Within 90 days from the date of receipt of a resolution or the minutes of the General Meeting of Shareholders or the vote-counting minutes of collecting shareholders' opinions, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or an Arbitration tribunal to review and annul all or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and adopting resolutions 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 23 of this Charter.
2. The contents of the resolution violate the law or this Charter.

CHAPTER VII. BOARD

Article 27: Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Working experience;
 - d) Other managerial positions (including positions on the Board of Directors of other companies);
 - e) Interests related to the Company and its related parties;
 - f) Other information (if any) as prescribed in the Company Charter;
 - g) A public company must disclose information on companies in which the candidate currently holds positions as a member of the Board of Directors, other managerial positions, and related interests of such candidate (if any).
2. Shareholders or groups of shareholders owning from 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company Charter, specifically:
 - a) Shareholders or groups of shareholders owning from 10% to under 20% of the total ordinary shares may nominate 01 (one) candidate;
 - b) Shareholders or groups of shareholders owning from 20% to under 30% of the total ordinary shares may nominate 02 (two) candidates;
 - c) Shareholders or groups of shareholders owning from 30% to under 40% of the total ordinary shares may nominate 03 (three) candidates;
 - d) Shareholders or groups of shareholders owning from 40% to under 50% of the total ordinary shares may nominate 04 (four) candidates;
 - e) Shareholders or groups of shareholders owning from 50% to under 60% of the total ordinary shares may nominate 05 (five) candidates;
 - f) Shareholders or groups of shareholders owning from 60% to under 70% of the total ordinary shares may nominate 06 (six) candidates;
 - g) Shareholders or groups of shareholders owning from 70% to under 80% of the total ordinary shares may nominate 07 (seven) candidates;
 - h) Shareholders or groups of shareholders owning from 80% or more of the total ordinary shares may nominate 06 (six) candidates;
3. In the event that the number of candidates nominated and self-nominated is still

insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company Charter, internal corporate governance regulations, and regulations on operation of the Board of Directors. Any additional nominations by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the criteria and conditions as stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company Charter.

Article 28: Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of 05 members.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors concurrently complete their term, they shall continue to serve until new members are elected to replace them and assume their duties.
3. The composition of the Board of Directors shall be as follows:
The Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall limit to the maximum extent the number of Board members concurrently holding executive positions in order to ensure the independence of the Board of Directors.
4. A member of the Board of Directors shall cease to hold such position if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with laws on information disclosure in the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 29: Rights and Obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
 - a) To decide on strategies, medium-term development plans, and annual business plans of the Company;
 - b) To propose types of shares and total number of shares of each type to be offered;
 - c) To decide on the sale of unsold shares within the authorized number of shares of each type; and to decide on raising additional capital in other forms;
 - d) To decide on the selling price of shares and bonds of the Company;
 - e) To decide on share buyback in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

- f) To decide on investment plans and projects within its authority and in accordance with law;
 - g) To decide on solutions for market development, marketing, and technology;
 - h) To approve contracts for purchase, sale, borrowing, lending, and other transactions in accordance with Clause 2, Article 167 of the Law on Enterprises;
 - i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other key managers as prescribed in the Company Charter; to decide salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils, Boards of Directors, Supervisory Boards, or General Meetings of Shareholders of other companies; and to decide remuneration and other benefits of such representatives;
 - j) To supervise and direct the General Director and other managers in the daily operation of the Company;
 - k) To decide on the organizational structure, internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices; and to decide on capital contribution or acquisition of shares in other enterprises;
 - l) To approve the agenda, contents, and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or to collect written opinions for passing resolutions;
 - m) To submit audited annual financial statements to the General Meeting of Shareholders;
 - n) To propose dividend levels; to decide on the time and procedures for dividend payment or handling of losses arising in business operations;
 - o) To propose reorganization or dissolution of the Company; to request bankruptcy of the Company;
 - p) To decide on issuing regulations on operation of the Board of Directors and internal corporate governance regulations after approval by the General Meeting of Shareholders; to issue regulations on information disclosure and regulations on operation of the Audit Committee under the Board of Directors;
 - q) To submit to the General Meeting of Shareholders for approval investment projects with total investment of VND 2,000 (two thousand) billion or more, excluding land clearance costs;
 - r) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other applicable laws, and the Company Charter, internal corporate governance regulations, and regulations on operation of the Board of Directors.
3. The Board of Directors must report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 30: Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

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

2. Members of the Board of Directors are entitled to remuneration and bonuses.
Remuneration shall be calculated based on the number of working days required to fulfill the duties of each member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the basis of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors who hold executive positions or serve on committees of the Board of Directors or perform tasks beyond the normal scope of duties of a Board member may receive additional remuneration in the form of lump-sum payments per assignment, salary, commission, a percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation and other reasonable expenses incurred in performing their duties, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors or its committees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

Article 31: Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) To formulate programs and plans for the activities of the Board of Directors;
 - b) To prepare agendas, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) Chairman of the General Meeting of Shareholders;
 - f) Other rights and obligations in accordance with the Law on Enterprises, the Company's Charter, internal governance regulations and the operational regulations of the Board of Directors.
4. In case the Chairman resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or the dismissal/removal decision.
5. In case the Chairman 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. In case there is no authorized person or the Chairman dies, is missing, detained, serving a prison



sentence, subject to compulsory administrative measures, absconds, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is banned by a court from holding positions or practicing certain professions, the remaining members shall elect one of them as Chairman by majority vote until a new decision is made by the Board of Directors.

Article 32: 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 end of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number or percentage of votes. In case there is more than one such member with equal votes, the members shall elect one among them by majority vote to convene the meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman shall convene meetings of the Board of Directors in the following cases:
 - a) Upon request of an independent member of the Board of Directors;
 - b) Upon request of the General Director or at least 05 other managers;
 - c) Upon request of at least 02 members of the Board of Directors;
 - d) Other cases as prescribed by the Company's Charter, internal governance regulations and operational regulations of the Board of Directors.
4. Requests specified in Clause 3 must be made in writing, clearly stating the purpose and issues to be discussed and decided within the authority of the Board of Directors.
5. The Chairman must convene a meeting within 07 working days from the date of receiving the request. If the Chairman fails to convene the meeting, he/she shall be responsible for any damage caused to the Company; the requesting party has the right to convene the meeting in place of the Chairman.
6. The Chairman or the person convening the meeting must send a notice of invitation at least 03 working days prior to the meeting. The notice must specify the time, location, agenda and issues for discussion and decision, and must be accompanied by relevant documents and voting ballots.

The notice may be sent by invitation letter, telephone, electronic means or other methods as prescribed by the Company's Charter and internal regulations, ensuring delivery to the registered contact address of each Board member.
7. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members attend. If the first meeting does not meet this quorum, a second meeting shall be convened within 07 days; this meeting shall be valid if more than half of the members attend.
8. A member shall be deemed to participate and vote in a meeting in the following cases:
 - a) Attending and voting directly;
 - b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
 - c) Participating and voting via online meeting, electronic voting or other electronic means;
 - d) Sending voting ballots by post or email;
 - e) Sending voting ballots by other means as prescribed in the Company's Charter.

9. If voting ballots are sent by post, they must be sealed and delivered to the Chairman no later than 01 hour before the meeting starts and shall only be opened in the presence of all attendees.
10. Members must attend all meetings. A member may authorize another person to attend and vote if approved by a majority of the Board members.
11. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of attending members; in case of a tie, the Chairman's opinion shall prevail.

Article 33: Committees under the Board of Directors

1. The Board of Directors may establish committees responsible for development policy, personnel, remuneration, internal audit and risk management. The number of members of each committee shall be decided by the Board of Directors, with at least 03 members including Board members and external members. Independent and non-executive Board members should constitute the majority, and one of them shall be appointed as Head of the committee. Committee activities must comply with the regulations of the Board of Directors. Committee resolutions are valid only when approved by a majority of attending members at the committee meeting.
2. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws, the Company's Charter and internal governance regulations.

Article 34: Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support governance activities within the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must not concurrently work for the approved auditing firm that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
 - a) Advising the Board of Directors on organizing General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
 - b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
 - c) Advising on meeting procedures;
 - d) Attend meetings;
 - e) Advising on procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
 - f) Providing financial information, copies of minutes of Board meetings and other information to members of the Board of Directors;
 - g) Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
 - h) Acting as the focal contact point with stakeholders;
 - i) Maintaining confidentiality of information in accordance with legal regulations and the Company's Charter;
 - j) Other rights and obligations as prescribed by law, the Company's Charter, internal

corporate governance regulations and the operational regulations of the Board of Directors.

CHAPTER VIII.

CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 35: Organizational Structure of Management

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to its supervision and direction in the daily business operations of the Company. The Company shall have a Chief Executive Officer, Deputy Chief Executive Officers, a Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolutions or decisions of the Board of Directors.

Article 36: Executives of the Company

1. The executives of the Company include the Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant and other executives as prescribed by the Company's Charter and internal corporate governance regulations.
2. Upon the proposal of the Chief Executive Officer (CEO) and subject to approval by the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as determined by the Board of Directors. Executives are responsible for supporting the Company in achieving its operational and organizational objectives.
3. The Chief Executive Officer is entitled to salary and bonuses. The salary and bonuses of the Chief Executive Officer shall be decided by the Board of Directors.
4. The salaries of executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

Article 37: Appointment, Dismissal, Duties and Powers of the Chief Executive Officer

1. The Board of Directors shall appoint one of its members or hire another person to act as Chief Executive Officer.
2. The Chief Executive Officer is the person who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the performance of assigned rights and obligations.
3. The term of the Chief Executive Officer shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The Chief Executive Officer must meet the standards and conditions as prescribed by law and the Company's Charter.
4. The Chief Executive Officer has the following rights and obligations:
 - a) To decide on matters relating to the daily business operations of the Company that are not within the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the Company's business plans and investment plans

- approved by the Board of Directors;
- d) To propose organizational structure and internal management regulations of the Company;
 - e) To appoint, dismiss or remove managerial positions in the Company, except those under the authority of the Board of Directors;
 - f) To decide salaries and other benefits for employees of the Company, including managers under the appointment authority of the Chief Executive Officer;
 - g) To recruit employees;
 - h) To propose dividend distribution plans or solutions for handling business losses;
 - i) Other rights and obligations as prescribed by law, the Company's Charter, internal corporate governance regulations and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the Chief Executive Officer when a majority of attending members with voting rights approve such dismissal and may appoint a new Chief Executive Officer to replace him/he.

CHAPTER IX.

AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 38: Nomination and Candidacy for Members of the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executive officers of the Company.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

Article 39: Composition of the Audit Committee

1. The Audit Committee of the Company shall consist of 02 members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.
2. The Chairman of the Audit Committee must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

Article 40: Criteria for Members of the Audit Committee

Members of the Audit Committee must have knowledge of accounting and auditing, possess a general understanding of law and the Company's operations, and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an approved auditing firm that has audited the Company's financial statements within the preceding 03 consecutive years.

Article 41: Rights and Obligations of the Audit Committee

The Audit Committee has the following rights and obligations:

- a) To supervise the integrity of the Company's financial statements and official disclosures relating to the Company's financial results;
- b) To review internal control systems and risk management;
- c) To review related-party transactions within the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;
- d) To supervise the internal audit department of the Company;
- e) To recommend the independent auditing firm, its remuneration and related terms of engagement for approval by the Board of Directors prior to submission to the Annual General Meeting of Shareholders for approval;
- f) To monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially in cases where the Company uses non-audit services of the auditor;
- g) To supervise compliance with laws, requirements of regulatory authorities, and other internal regulations of the Company;
- h) To have the right to access documents relating to the Company's operations, and to discuss with other members of the Board of Directors, the Chief Executive Officer, the Chief Accountant, and other managers to collect information for the Audit Committee's activities;
- i) To request representatives of approved auditing firms to attend and respond to issues relating to audited financial statements at meetings of the Audit Committee;
- j) To use external legal, accounting, or other consulting services when necessary;
- k) To develop and submit to the Board of Directors policies on risk identification and management; to propose solutions for handling risks arising in the Company's operations;
- l) To prepare written reports to the Board of Directors when detecting that members of the Board of Directors, the Chief Executive Officer (Director), and other managers fail to fully perform their responsibilities in accordance with the Law on Enterprises and the Company's Charter;
- m) To develop the operating regulations of the Audit Committee and submit them to the Board of Directors for approval;

Article 42: Meetings of the Audit Committee

1. The Audit Committee must meet at least twice a year. Minutes of Audit Committee meetings must be detailed and clear. The minute-taker and members attending the meeting must sign the meeting minutes. All minutes of Audit Committee meetings must be properly retained.
2. The Audit Committee shall adopt decisions by voting at meetings, by written opinions, or by other methods as stipulated in the Company's Charter or the Audit Committee's operating regulations. Each member has one vote. Unless a higher voting ratio is specified in the Company's Charter or the Audit Committee's operating regulations, decisions of the Audit Committee shall be passed if approved by a majority of attending members; in case of a tie, the final decision shall follow the opinion of the Chairman of the Audit Committee.

Article 43: Report on Activities of Independent Board Members in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors serving on the Audit Committee are responsible for reporting their activities at the Annual General Meeting of Shareholders.
2. The activity report of independent Board members in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:
 - a) Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee in accordance with the Law on Enterprises and the Company's Charter;
 - b) Summary of Audit Committee meetings and conclusions and recommendations of the Audit Committee;
 - c) Results of supervision over financial statements, business operations, and financial condition of the Company;
 - d) Evaluation report on transactions between the Company, its subsidiaries, and companies in which the public company holds more than 50% of charter capital, with members of the Board of Directors, the Chief Executive Officer, other executives of the enterprise, and their related persons; transactions between the Company and companies in which members of the Board of Directors, the Chief Executive Officer, or other executives are founding members or managers within the 03 years preceding the transaction;
 - e) Results of evaluation of the Company's internal control and risk management systems;
 - f) Results of supervision over the Board of Directors, the Chief Executive Officer, and other executives of the enterprise;
 - g) Results of evaluation of coordination between the Audit Committee, the Board of Directors, the Chief Executive Officer, and shareholders.

CHAPTER X.**RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES**

Members of the Board of Directors, the Chief Executive Officer and other executives shall perform their duties, including those as members of committees of the Board of Directors, in an honest and prudent manner for the best interests of the Company.

Article 44: Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, the Chief Executive Officer and other managers must disclose their related interests in accordance with the law, the Company's Charter, the internal regulations on corporate governance, and the operating regulations of the Board of Directors.
2. Members of the Board of Directors, the Chief Executive Officer, other managers and their related persons may only use information obtained by virtue of their position for the benefit of the Company.
3. Members of the Board of Directors, the Chief Executive Officer and other managers are obliged to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the

charter capital, with themselves or their related persons in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter, the internal regulations on corporate governance, and the operating regulations of the Board of Directors.
5. Members of the Board of Directors, the Chief Executive Officer, other managers and their related persons must not use or disclose to others any internal information to carry out related transactions.

Article 45: Liability for Damages and Indemnification

1. Members of the Board of Directors, the Chief Executive Officer and other executives who breach their duties of honesty and prudence or fail to fulfill their obligations shall be liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become a party to claims, lawsuits, or legal proceedings (including civil and administrative cases, but excluding cases initiated by the Company) if such person is or was a member of the Board of Directors, the Chief Executive Officer, another executive, employee, or authorized representative of the Company, and has acted honestly and prudently in the interests of the Company in compliance with the law and without evidence that such person has breached their responsibilities.
3. Indemnification expenses include costs of judgments, fines, and actual payments incurred (including legal fees) in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons to cover the aforementioned indemnification liabilities.

CHAPTER XI.

RIGHT TO ACCESS COMPANY BOOKS AND RECORDS

Article 46: Right to Access Books and Records

1. Ordinary shareholders have the right to access books and records as follows:
 - a) Ordinary shareholders have the right to review, inspect and extract information on names and contact addresses in the list of shareholders entitled to vote; request correction of inaccurate information relating to themselves; review, inspect, extract or copy the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders holding 05% or more of the total ordinary shares have the right to review, inspect and extract minutes and resolutions/decisions of the Board of Directors, mid-year and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company.
2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney

- from the shareholder or group of shareholders represented or a notarized copy thereof.
3. Members of the Board of Directors, the Chief Executive Officer and other executives have the right to access the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their duties, provided that such information must be kept confidential.
 4. The Company must retain this Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing 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, annual financial statements, accounting books and other documents as required by law at the head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are stored.
 5. The Company's Charter must be published on the Company's website.

CHAPTER XII.

EMPLOYEES AND TRADE UNIONS

Article 47: Employees and Trade Union

1. The Chief Executive Officer must prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, benefits, rewards and disciplinary actions for employees and executives of the Company.
2. The Chief Executive Officer must prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relations with trade union organizations in accordance with best standards, practices and management policies, as well as the provisions set out in this Charter, the Company's internal regulations and applicable laws.

CHAPTER XIII.

PROFIT DISTRIBUTION AND LOSS HANDLING

Article 48: Profit Distribution and Loss Handling

1. The General Meeting of Shareholders shall decide on the annual dividend payout level and form of dividend payment from the Company's retained earnings.
2. The Board of Directors shall decide on plans for handling business losses.
3. The Company shall not pay interest on any dividend amounts or any payments relating to a class of shares.
4. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of all or part of dividends in shares, and the Board of Directors shall implement such decision.
5. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. Where the Company has

transferred funds in accordance with the bank details provided by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for the amount transferred. Dividend payments for shares listed/registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution/decision determining a record date. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices or other documents.
7. Principles for handling business losses:
 - a) Determination of losses: Losses arising in a tax period are the negative difference of taxable income, excluding losses carried forward from previous years;
 - b) After tax finalization, if the Company incurs losses, such losses shall be carried forward fully and continuously to offset against taxable income (after deducting tax-exempt income) of subsequent years;
 - c) The determination and carry-forward of losses must be approved by the Board of Directors in accordance with tax laws.
8. Other matters relating to profit distribution and loss handling shall comply with applicable laws, the Company's Charter and internal corporate governance regulations.

CHAPTER XIV.

BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 49: Bank account

1. The Company shall open accounts at Vietnamese banks or foreign bank branches permitted to operate in Vietnam.
2. With prior approval from competent authorities, where necessary, the Company may open bank accounts abroad in accordance with applicable laws.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts at the banks where it maintains accounts.

Article 50: Financial Year

The financial year of the Company shall commence on 01 January and end on 31 December of each year.

Article 51: Accounting Regime

1. The Company shall apply the enterprise accounting regime or a specialized accounting regime issued or approved by competent authorities.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant regulations. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as its accounting currency. Where the Company has transactions mainly conducted in a foreign currency, it may choose such foreign currency as its accounting currency, be responsible for such choice before the

law, and notify the directly managing tax authority.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND DISCLOSURE OBLIGATIONS

Article 52: Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.
2. Annual financial statements must include all reports, appendices and explanatory notes as required by accounting laws. The annual financial statements must present a true and fair view of the Company's operations.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.

Article 53: Annual Reports

The Company must prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

CHAPTER XVI. COMPANY AUDIT

Article 54: Audit

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

CHAPTER XVII. CORPORATE SEAL

Article 55: Corporate Seal

1. The seal includes a seal made by a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the 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 Chief Executive Officer shall use and manage the seal in accordance with applicable laws.

CHAPTER XVIII.

DISSOLUTION OF THE COMPANY

Article 56: Dissolution of the Company

The Company may be dissolved in the following cases:

1. Pursuant to a resolution or decision of the General Meeting of Shareholders;
2. The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
3. Other cases as prescribed by law.

Article 57: Procedures for Dissolution

The dissolution of the Company in the case specified in Clause 1 Article 56 of this Charter shall be carried out as follows:

1. Adoption of a resolution or decision on the dissolution of the Company. Such resolution or decision must include the following principal contents:
 - a) Name and address of the Company's head office;
 - b) Reasons for dissolution;
 - c) Time limit and procedures for liquidation of contracts and settlement of the Company's debts;
 - d) Plan for handling obligations arising from labor contracts;
 - e) Full name and signature of the Chairman of the Board of Directors.
2. The Board of Directors shall establish a Liquidation Committee in accordance with Article 58 of this Charter to liquidate the Company's assets.
3. Within 07 working days from the date of adoption, the resolution or decision on dissolution and the meeting minutes must be sent to the business registration authority, tax authority and employees of the Company. The resolution or decision on dissolution must be published on the National Business Registration Portal and publicly posted at the head office, branches and representative offices of the Company. Where the Company still has outstanding financial obligations, the resolution or decision on dissolution and the debt settlement plan must be sent to creditors and persons with related rights, obligations and interests. The debt settlement plan must include the name and address of each creditor; the amount of debt, time, place and method of payment; and the method and time limit for settlement of creditors' complaints.
4. The legal representative of the Company shall submit the dissolution dossier to the business registration authority within 05 working days from the date on which all debts of the Company have been fully settled.

Article 58: Liquidation

1. Within at least 06 months from the decision on dissolution of the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is

appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company in priority over other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registration authority on its establishment date and commencement date. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation before the courts and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a) Liquidation expenses;
 - b) Outstanding salaries, severance allowances, social insurance and other benefits of employees in accordance with collective labor agreements and signed labor contracts;
 - c) Tax liabilities;
 - d) Other debts of the Company;
 - e) The remaining amount after payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid prior to ordinary shares.

CHAPTER XIX.

INTERNAL DISPUTE RESOLUTION

Article 59: Internal Dispute Resolution

1. In the event of disputes or complaints relating to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other applicable laws, or agreements between:
 - a) Shareholders and the Company;
 - b) Shareholders and the Board of Directors, the Chief Executive Officer or other executives;The relevant parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and request each party to present relevant information within 10 working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request an economic arbitration body to appoint an independent expert to act as mediator for the dispute resolution process.
2. If no settlement is reached within 06 weeks from the commencement of mediation, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to Arbitration or a Court.
3. Each party shall bear its own costs relating to negotiation and mediation procedures. Payment of court costs shall be carried out in accordance with the Court's judgment.

CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 60: Company Charter

1. Any amendment or supplement to this Charter must be considered and approved by the General Meeting of Shareholders.
2. Where laws contain provisions relating to the Company's operations that are not yet included in this Charter, or where new legal provisions differ from those set out in this Charter, such provisions shall prevail and apply to regulate the Company's operations.

CHAPTER XXI. EFFECTIVE DATE

Article 61: Effective Date

1. This Charter consists of 21 Chapters and 61 Articles, amended for the 8th time on 15./06/2026.
2. The General Meeting of Shareholders of the Company hereby approves the full effectiveness of this Charter.
3. This Charter is made in one (01) original copy and is kept at the Company's head office.
4. This Charter is the sole and official Charter of the Company.
5. Copies or extracts of the Charter shall be valid when signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE OF THE COMPANY
THE CHIEF EXECUTIVE OFFICER**



MR. LY TUAN ANH



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