Phụ lục VI

Appendix VI

CÔNG BỐ THÔNG TIN BẤT THƯỜNG

EXTRAORDINARY INFORMATION DISCLOSURE

(Ban hành kèm theo Quyết định số 21/QĐ-SGDVN ngày 21/12/2021 của Tổng Giám đốc Sở Giao dịch Chứng khoán Việt Nam về Quy chế Công bố thông tin tại Sở Giao dịch Chứng khoán Việt Nam)

(Issued with the Decision No. 21/QĐ-SGDVN on 21/12/2021 of the CEO of Vietnam Exchange on the Information Disclosure Regulation of Vietnam Exchange)

CÔNG TY CP KHOÁNG SẢN VÀ XÂY DỰNG BÌNH DƯƠNG **BINH DUONG MINERAL AND CONSTRUCTION JSC**	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập - Tự do - Hạnh phúc** **THE SOCIALIST REPUBLIC OF VIETNAM** **Independence - Freedom - Happiness**
Số: 09/2026/KSB No.: 09/2026/KSB	*Thuận Giao, ngày 26 tháng 6 năm* 2026. *Thuan Giao, day 26 month 6 year 2026.*

CÔNG BỐ THÔNG TIN BẤT THƯỜNG

EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi/To:

- **Ủy ban Chứng khoán Nhà nước;**
  The State Securities Commission;
- **Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh.**
  Hochiminh Stock Exchange.

1. Tên tổ chức/*Name of organization:* **CÔNG TY CỔ PHẦN KHOÁNG SẢN VÀ XÂY DỰNG BÌNH DƯƠNG/ *BINH DUONG MINERAL AND CONSTRUCTION JSC***

- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code:* **KSB**

Địa chỉ/*Address:* số 8 Nguyễn Thị Minh Khai, tổ 9, khu phố Hòa Lân 1, phường Thuận Giao, Thành phố Hồ Chí Minh/ *No. 8 Nguyen Thi Minh Khai, Group 9, Hoa Lan 1 Quarter, Thuan Giao Ward, Ho Chi Minh City.*

- Điện thoại liên hệ/*Tel.:* 0274 3822602 Fax: 0274 3823922
- E-mail: info@ksb.vn

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

Điều lệ Công ty, Quy chế nội bộ quản trị Công ty, Quy chế hoạt động của Hội đồng quản trị Công ty Cổ phần Khoáng sản và Xây dựng Bình Dương sửa đổi, bổ sung năm 2026./*The Charter, The Internal Corporate Governance Regulations, The Operating Regulations of the Board of Directors of Binh Duong Mineral and Construction Joint Stock Company as amended and supplemented in 2026./*

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 26/6/2026 tại đường dẫn www.ksb.vn /*This information was published on the company's website on June, 26., 2026 as in the link* www.ksb.vn

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
Tài liệu liên quan đến nội dung công bố thông tin/ *Documents related to the disclosed information.*

Đại diện tổ chức
Organization representative
Người đại diện theo pháp luật
Legal representative

TRẦN ĐÌNH HÀ
TỔNG GIÁM ĐỐC

CÔNG TY CỔ PHẦN KHOÁNG SẢN VÀ XÂY DỰNG BÌNH DƯƠNG

Digitally signed by CÔNG TY CỔ PHẦN KHOÁNG SẢN VÀ XÂY DỰNG BÌNH DƯƠNG
DN: c=VN, st=Hồ Chí Minh, l=Thành phố Thuận An, cn=CÔNG TY CỔ PHẦN KHOÁNG SẢN VÀ XÂY DỰNG BÌNH DƯƠNG, 0.9.2342.19200300.100.1.1=MST:3700148825
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INTRODUCTION

This Charter was adopted pursuant to Resolution No. 02/2026/NQ-ĐHĐCĐ dated June 19, 2026, at the 2026 Annual General Meeting of Shareholders.

I.DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

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

a. *"Charter capital"* means the total par value of shares sold or registered for subscription upon the establishment of the enterprise and as specified in Article 6 of this Charter;

b. *"Voting capital"* means the share capital, by which the owner has the right to vote on matters falling under the decision-making authority of the General Meeting of Shareholders;

c. *"Law on Enterprises"* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 01, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;

d. *"Law on Securities"* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;

e. *"Civil Code"* means the Civil Code No. 91/2015/QH13 passed by the National Assembly on November 24, 2015;

f. *"Decree No. 155"* means the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

g. *"Decree No. 245"* means the Government's Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/NĐ-CP dated December 21, 2020;

h. *"Vietnam"* means The Socialist Republic of Vietnam;

i. *"Establishment date"* means the date on which the Company is granted its initial Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);

j. *"Company Executives"* means the General Director, Deputy General Directors, Chief Accountant, and other executives as decided by the Board of Directors based on the proposal of the General Director;

k. *"Company Managers"* means company managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles as prescribed in the Company Charter;

l. *"Beneficial owner"* means an individual meeting the criteria specified in Article 17 of the Government's Decree No. 168/2025/NĐ-CP dated June 30, 2025, on enterprise registration, and relevant amending, supplementing, or replacing documents;

m. *"Corporate governance officer"* means the person with the responsibilities and powers specified in Article 33 of this Charter;

n. *"Related persons"* means individuals or organizations that have a relationship with each other in the following cases:

- The Company and its internal persons;
- The Company and organizations or individuals owning over 10% of the Company's voting shares;
- Organizations or individuals that, in their relationship with other organizations or individuals, directly or indirectly control or are controlled by such organizations or individuals, or are under common control with such organizations or individuals;
- An individual and his/her biological father, mother, adoptive father, mother, father-in-law, mother-in-law, spouse, biological child, adopted child, daughter-in-law, son-in-law, biological brother, sister, younger sibling, brother-in-law, sister-in-law of such individual;
- A contractual relationship in which one organization or individual acts as a representative for the other;
- Other organizations or individuals that are related persons as prescribed by the Law on Enterprises;

o. *"Internal persons"* means persons holding important positions in the governance and management apparatus of the Company, including: Chairman of the Board of Directors, members of the Board of Directors, legal representatives, General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, and equivalent management titles elected by the General Meeting of Shareholders or appointed by the Board of Directors; members of the Internal Audit Committee; company secretary, corporate governance officer, and authorized information disclosure person;

p. *"Shareholder"* means an individual or organization owning at least one share of the Company

q. *"Non-executive member of the Board of Directors"* means a member of the Board of Directors who is not a Company Executive as prescribed by this Charter;

r. *"Independent member of the Board of Directors"* means a member of the Board of Directors as per Article 26 of this Charter;

s. *"Major shareholder"* means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

t. *"Operating term"* means the duration of the Company's operation as specified in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders via resolution;

u. *"Stock Exchange"* means the Vietnam Stock Exchange and its subsidiaries.

v. *"Committee under the Board of Directors"* means the Committee(s) under the Board of Directors, established and organized by the Board of Directors in accordance with Article 32 of this Charter;

w. *"Audit Committee"* means a specialized body under the Board of Directors established and organized in accordance with this Charter, the law, and decisions of the Board of Directors;

x. *"Company"* means Binh Duong Mineral and Construction Joint Stock Company.

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

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

4. Words or terms defined in the Law on Enterprises (if not inconsistent with the subject or context) shall have the same meaning in this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVES OF THE COMPANY

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

1. Company Name

- Vietnamese name: Công ty Cổ phần Khoáng sản và Xây dựng Bình Dương.
- English name: Binh Duong Mineral and Construction Joint Stock Company.
- Abbreviated name: KSB

2. The Company is a legal entity established in the form of a joint stock company in accordance with the current laws of Vietnam. In the course of its operation, the Company must comply with and observe the provisions of the law and the contents set forth in this Charter.

The Company is an independent legal entity and shall not be liable for the debts or other liabilities of shareholders unless there is a clear agreement in accordance with the law. The Company operates on the principle of economic independence, in accordance with the current Charter, the law, and the Business Registration Certificate. Accordingly, the liability of any shareholder (if any) to a Third Party is understood as a personal transaction or agreement between the respective shareholder and does not involve the liability or processing obligations of the Company. In this case, provided that they do not violate the Law on Enterprises and current laws, shareholders may use their capital contribution in the total charter capital of the Company to address issues arising related to the aforementioned liability to a Third Party.

3. The Company's registered headquarters is:

- Address: No. 8 Nguyen Thi Minh Khai, Group 9, Hoa Lan 1 Quarter, Thuan Giao Ward, Ho Chi Minh City.

- Phone: 0274 3822602 Fax: 0274 3823922

- E-mail: info@ksb.vn Website: www.ksb.vn

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

5. Unless terminated before the expiration of the term pursuant to Clause 2, Article 54, or extended pursuant to Article 55 of this Charter, the Company's operating term begins from the establishment date until a decision to terminate operations is made by the General Meeting of Shareholders or terminated in accordance with the law.

Article 3. Legal representatives of the Company

1. The Company has 02 (two) Legal representatives. The Chairman of the Board of Directors and the General Director are the legal representatives of the Company.

2. The powers and obligations of the legal representatives shall be exercised in accordance with the Civil Code, the Law on Enterprises, and relevant legal provisions.

a. The legal representative represents the Company in exercising rights and obligations arising from the Company's transactions, represents the Company as a petitioner in civil matters, plaintiff, defendant, or person with related interests and obligations before Arbitration or Courts, and other rights and obligations as prescribed by law;

b. Exercise assigned rights and obligations honestly, carefully, and in the best manner to ensure the legitimate interests of the Company;

c. Be loyal to the interests of the Company; not abuse their position, office, or use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

d. Notify the Company in a timely, complete, and accurate manner about enterprises in which they or their related persons own or have shares or capital contributions as prescribed by the Law on Enterprises and the Law on Securities;

e. Other rights, obligations, and responsibilities as prescribed by the Civil Code, the Law on Enterprises, and relevant legal provisions.

3. In necessary cases, the legal representative may re-authorize another individual to perform one or several tasks within their authority as a legal representative.

4. The Company's legal representative shall be personally liable in accordance with the law for damages caused to the Company due to violations of the responsibilities prescribed in Clause 2 of this Article.

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

Article 4. Operational objectives of the Company

1. The Company's business lines are:

The Company's main business line is industry 0810 – Mining of stone, sand, gravel, and clay. Details: Mineral exploration, mining, and processing.

In the course of operation, the Company may adjust its business lines according to operational needs and in compliance with the law. Adjustments to business lines (if any) will be disclosed on the Company's website in accordance with the law and will be updated in the List of business lines of the Company as specified in Appendix 1 of this Charter.

2. Operational objectives of the Company:

a. Carry out business and service activities to maximize the Company's potential profits and ensure the interests of shareholders.

b. Improve working conditions, increase income, and enhance the lives of employees in the Company.

c. Contribute to the State budget in accordance with the law.

Article 5. Business scope and operations of the Company

1. The Company is permitted to plan and conduct all business activities in accordance with the Company's business lines disclosed on the National Enterprise Registration Portal and this Charter, in compliance with current laws, and to take appropriate measures to achieve the Company's objectives. In case the Company engages in conditional business lines, the Company must meet all business conditions as prescribed by the Law on Investment and relevant specialized laws.

2. The Company may conduct business activities in other industries and trades that are not prohibited by law and are approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is the charter capital recorded on the Business Registration Certificate issued by the competent authority. Each share has a par value of 10,000 VND; the number of shares of the Company shall be equal to the Charter capital divided by the par value of one share.

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

3. Shares of the Company as of the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are prescribed in Article 13 and Article 14 of this Charter.

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

5. Ordinary shares must be offered for priority sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise; the number of shares that shareholders do not register to buy will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons under conditions no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

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

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

Article 7. Share certificates

1. Except where shares are deposited at the Securities Depository Center (or an entity with equivalent functions as prescribed by law from time to time), Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares owned.

2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the Company's share capital. Except where shares are deposited at the Securities Depository Center (or an entity with equivalent functions as prescribed by law from time to time), the share certificate must contain the following full details:

a. Name, enterprise code, and address of the Company's headquarters;

b. Number of shares and type of shares;

c. Par value of each share and total par value of shares recorded on the certificate;

d. Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise code, or legal document number of the organization, and address of the headquarters for organizational shareholders;

e. Signature of the Company's legal representative;

f. Registration number in the Company's share register and date of issuance of the share certificate;

g. Other contents for preference share certificates;

h. Other contents as prescribed by law.

3. Within 02 (two) months from the date of submitting a complete application for transfer of share ownership according to the Company's regulations, or within 02 (two) months (or another period as specified in the issuance terms) from the date of full payment for the shares as prescribed in the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner shall not pay the Company for the cost of printing the share certificate.

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

a. Information about the share certificate that has been lost, damaged, or destroyed in other forms;

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

Article 8. Other securities certificates

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

Article 9. Share transfer

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

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

Article 10. Share repurchase

1. Share repurchase at the request of shareholders shall be carried out as follows:

a. Shareholders who have voted against the resolution on company reorganization or changes to the rights and obligations of shareholders as specified in the Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 (ten) days from the date the General Meeting of Shareholders passes the resolution on the matters specified in this clause;

b. The Company must repurchase shares at the request of the Shareholder as prescribed in Clause 1 of this Article at market price or by agreement within 90 (ninety) days from the date of receiving the request. In case no agreement on price can be reached, the parties may request a valuation organization to perform the valuation. The Company shall introduce at least 03 (three) valuation organizations for the shareholder to choose from, and that choice shall be final.

2. Share repurchase at the decision of the Company:

a. The Company has the right to repurchase no more than 30% of the total ordinary shares sold, and a portion or all of the dividend preference shares sold, in accordance with the following regulations:

- The Board of Directors has the right to decide on the repurchase of no more than 10% of the total shares of each type sold within 12 (twelve) months. In other cases, the share repurchase shall be decided by the General Meeting of Shareholders;

- The Board of Directors decides the share repurchase price. For ordinary shares, the repurchase price shall not be higher than the market price at the time of repurchase, except in the case prescribed at Point c, Clause 2 of this Article. For other types of shares, if the Charter does not provide otherwise or the Company and the related shareholder have no other agreement, the repurchase price shall not be lower than the market price;

b. Conditions for the Company to repurchase its own shares:

- There is a decision of the General Meeting of Shareholders approving the share repurchase to reduce charter capital, and a repurchase plan clearly stating the quantity, implementation time, and principles for determining the repurchase price;

- There are sufficient funds to repurchase shares from the following sources: share premium, development investment fund, undistributed profit after tax, and other funds under equity used to supplement charter capital in accordance with the law;

- There is a designated securities company to perform the transaction;

- Meet the conditions prescribed by law in case the Company operates in conditional business lines;

- Not falling into the cases prescribed at Point d, Clause 2 of this Article.

c. Share repurchase is exempt from the conditions prescribed at Points b, Clause 2 of this Article, except for the case at Point d, Clause 2 of this Article, in the following cases:

- Repurchase of shares at the request of shareholders as prescribed in Clause 1 of this Article;

- Repurchase of shares from employees according to the Company's employee share issuance regulations, repurchase of odd lots according to the share issuance plan for dividend payment, and issuance of shares from equity;

d. The Company may not repurchase its own shares in the following cases:

- Having overdue payables based on the most recent audited annual financial statements; in case the expected time of share repurchase is more than 06 (six) months from the end of the fiscal year, the determination of overdue debt shall be based on the most recent audited or reviewed 06-month financial statements;

- Being in the process of offering or issuing shares to raise additional capital;

- The Company's shares are the subject of a public tender offer, except in the case prescribed at Point c, Clause 2 of this Article;

- Having already repurchased its own shares within 06 (six) months from the date of reporting the repurchase results or having just finished an offering or share issuance to increase capital no more than 06 (six) months from the date of ending such offering or issuance, except in the case prescribed at Point c, Clause 2 of this Article.

e. Except for share repurchase corresponding to the ownership ratio in the Company or share repurchase according to an effective court judgment or decision, an arbitral award, or share repurchase through transactions performed by the matching method, the Company may not repurchase shares from the following subjects:

- Internal persons and related persons of internal persons;

- Owners of shares with transfer restrictions as prescribed by law and the Charter;

- Major shareholders.

f. The Company performing the repurchase of its own shares as prescribed at Point b, Clause 2 and share repurchase at the request of shareholders must carry out procedures to reduce charter capital corresponding to the total value calculated by the par value of the shares repurchased by the Company within 10 (ten) days from the date of completing the payment for share repurchase;

g. In case the company repurchases shares from employees according to the company's employee share issuance regulations, the following regulations shall apply:

- The total number of shares repurchased by the company from employees must be reported at the nearest Annual General Meeting of Shareholders;

- The company is not required to carry out procedures to reduce charter capital for the shares repurchased by the company.

h. The Company repurchasing its own shares may sell them immediately after repurchase in the following cases:

- The Company repurchases odd lots according to the share issuance plan for dividend payment or the share issuance plan from equity;

- The Company repurchases odd lots at the request of shareholders.

Article 11. Share forfeiture

1. In case a shareholder does not pay the full amount due for shares on time, the Board of Directors shall notify and have the right to require such shareholder to pay the remaining amount and be liable corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least [07 days] from the date of sending the notice) but not exceeding 45 (forty-five) days from the date of sending the notice, the place of payment, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that are not fully paid for on time in case the requirements in the aforementioned notice are not met.

4. Forfeited shares are considered shares authorized for offering as prescribed by the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares must relinquish their shareholder status with respect to those shares, but must still be liable corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of forfeiture according to the decision of the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of full payment for the shares at the time of forfeiture.

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

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 12. Organizational, governance, and control structure

The Company's management, governance, and control structure includes:

1. General Meeting of Shareholders.

2. Board of Directors.

3. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of shareholders

1. Shareholders are owners of the Company and have rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the debts and other property obligations of the Company within the scope of the capital contributed to the Company.

2. Ordinary shareholders have the following rights:

a. To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company Charter and the law. Each ordinary share has one vote;

b. To receive dividends at the level decided by the General Meeting of Shareholders;

c. To be given priority in purchasing new shares in proportion to each shareholder's ownership of ordinary shares in the Company;

d. To freely transfer their shares to others, except in cases where this Charter provides for share transfer restrictions and other relevant legal provisions;

e. To examine, look up, and extract information about their names and contact addresses in the list of voting shareholders; to request the correction of inaccurate information about themselves;

f. To examine, look up, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to the share ownership ratio in the Company;

h. To request the Company to repurchase shares in the cases prescribed in Clause 1, Article 10 of this Charter;

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

j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

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

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

3. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the following rights:

a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in cases where: the Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions exceeding its assigned authority, Clause 3 and Clause 4 of Article 15 of this Charter, and other cases as prescribed by law;

b. To examine, look up, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets or business secrets;

c. To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 (three) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of shares of each type owned by the shareholder, and the matter proposed to be included in the agenda;

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

4. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise code, or legal document number of the organization, and address of the headquarters for organizational shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership ratio in the total shares of the company, and the basis and reasons for requesting the convening of the General Meeting of Shareholders. Attached to the request to convene the meeting must be documents and evidence regarding the violations of the Board of Directors, the extent of the violations, or the decisions exceeding authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.

5. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors. Unless the Company Charter provides otherwise, the nomination of candidates for the Board of Directors shall be carried out as follows:

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares have the right to nominate one (01) candidate; from 20% to less than 30% have the right to nominate a maximum of two (02) candidates; from 30% to less than 40% have the right to nominate a maximum of three (03) candidates; from 40% to less than 50% have the right to nominate a maximum of four (04) candidates; from 50% to less than 60% have the right to nominate a maximum of five (05) candidates; from 60% to less than 70% have the right to nominate a maximum of six (06) candidates; from 70% to less than 80% have the right to nominate a maximum of seven (07) candidates; and from 80% to less than 90% have the right to nominate a maximum of eight (08) candidates.

6. Ordinary shareholders forming a group to nominate candidates for the Board of Directors according to Clause 4 of this Article must notify the Board of Directors about the group formation so that shareholders attending the meeting are informed 03 (three) days before the opening of the General Meeting of Shareholders.

Article 14. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.

2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except where shares are repurchased by the Company or others. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, such shareholder and related persons in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the value of the withdrawn shares and the damages that occur.

3. To comply with the Company Charter and the Company's internal management regulations.

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

5. To keep confidential information provided by the Company in accordance with the Company Charter and the law; to use the provided information only to exercise and protect their legitimate rights and interests; it is strictly prohibited to distribute, copy, or send information provided by the Company to other organizations or individuals.

6. To attend meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:

a. Attending and voting directly at the meeting;

b. Authorizing other individuals or organizations to attend and vote at the meeting;

c. Attending and voting through online conferences, electronic voting, or other electronic forms;

d. Sending ballots to the meeting via mail, fax, or email;

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

a. Violating the law;

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

c. Paying off undue debts before financial risks to the Company.

8. To fulfill other obligations as prescribed by current laws.

Article 15. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in necessary cases, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company Charter, especially the approval of the audited annual financial statements. In case the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved audit organization that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representative of the approved audit organization is responsible for attending the meeting.

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

a. The Board of Directors deems it necessary for the interests of the Company;

b. The remaining number of members of the Board of Directors is less than the minimum number of members as prescribed by law;

c. At the request of shareholders or groups of shareholders as prescribed in Clause 3, Article 13 of this Charter; the request to convene the General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, and must have sufficient signatures of the related shareholders or the written request must be made in multiple copies and collect sufficient signatures of the related shareholders;

d. The audited quarterly, semi-annual, or annual financial statements reflect that the equity has lost half (1/2) compared to the beginning of the period;

e. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors shall convene a General Meeting of Shareholders within 30 (thirty) days from the date the number of remaining members of the Board of Directors or independent members of the Board of Directors is as specified in Point b, Clause 3 of this Article, or upon receipt of a request as specified in Point c, Clause 3 of this Article;

b. In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 (thirty) days, the independent member(s) of the Board of Directors shall replace the Board of Directors to convene the General Meeting of Shareholders.

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

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

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

a. Prepare a list of shareholders eligible to attend the meeting;

b. Provide information and resolve complaints related to the list of shareholders;

c. Prepare the agenda and content of the meeting;

d. Prepare documents for the meeting;

e. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting; provide a list and detailed information of candidates in case of electing members of the Board of Directors;

f. Determine the time and location of the meeting;

g. Send the meeting invitation to each shareholder eligible to attend in accordance with this Charter;

h. Other tasks to serve the meeting.

6. Organization of the General Meeting of Shareholders:

a. The General Meeting of Shareholders shall be organized in the form of an in-person meeting, an online meeting, or a combination of both in-person and online forms as decided by the Board of Directors;

b. Shareholders attending the General Meeting of Shareholders online and voting electronically shall have the same validity as those at an in-person General Meeting of Shareholders;

c. The Company shall issue Regulations on the organization of the General Meeting of Shareholders in accordance with actual conditions and the form of organization as prescribed in this Charter and the provisions of law.

Article 16. Rights and obligations of the General Meeting of Shareholders

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

a. Approve the Company's development orientation;

b. Decide on amendments and supplements to the Company's Charter;

c. Change business lines and sectors;

d. Decide on the types of shares and the total number of shares of each type authorized to be offered;

e. Decide on the annual dividend rate for each type of share;

f. Decide on the repurchase of more than 10% of the total sold shares of each type;

g. Decide on the number of members of the Board of Directors; elect, dismiss, and remove members of the Board of Directors;

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

i. Decide on investment or sale of assets with a value of 50% or more of the total asset value recorded in the Company's most recent financial statements;

j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and Committees under the Board of Directors;

k. Approve contracts and transactions with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements with the following subjects: Shareholders, authorized representatives of institutional shareholders owning over 10% of the total common shares of the Company and their related persons; members of the Board of Directors, the General Director, and their related persons; enterprises that members of the Board of Directors, the General Director, and other managers of the Company must declare in accordance with the Law on Enterprises;

l. Approve annual financial statements;

m. Approve the Company's annual business plan;

n. Approve the Report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors; the independent member of the Board of Directors in the Audit Committee is responsible for reporting at the annual General Meeting of Shareholders in accordance with Clause 2, Article 41 of this Charter;

o. Decide on the division, separation, consolidation, merger, or conversion of the Company;

p. Decide on the Company's management organizational structure; decide on the reorganization or dissolution of the Company;

q. Approve the Internal Regulations on corporate governance; Regulations on the organization and operation of the Board of Directors;

r. Approve the list of approved auditing firms; decide on the approved auditing firm to inspect the Company's operations, and dismiss the approved auditor when necessary;

s. Other rights and obligations as prescribed by law.

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

Article 17. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend or attend through one of the following forms:

a. Attend and vote directly at the meeting;

b. Authorize other individuals or organizations to attend and vote at the meeting;

c. Attend and vote through an online conference, electronic voting, or other electronic forms;

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

e. Send ballots by other means as prescribed in the Company's Charter.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney 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 authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

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

3. In case a lawyer signs the appointment of a representative on behalf of the authorizing party, the appointment of the representative in this case shall only be considered valid if the appointment document is presented together with the power of attorney for the lawyer (if not previously registered with the Company).

4. Except for the case in Clause 3 of this Article, the ballot of the authorized person attending the meeting within the scope of authorization shall remain valid when one of the following cases occurs, except in the following cases:

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

b. The authorizing party has revoked the authorization appointment;

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

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

Article 18. Variation of rights

1. The variation or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting.

2. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preference shares shall only be passed if approved by shareholders owning 75% or more of the total preference shares of that class attending the meeting, or approved by shareholders owning 75% or more of the total preference shares of that class in case of passing the resolution by way of written opinion collection.

3. The organization of a meeting of shareholders holding a class of preference shares to approve the variation of rights mentioned above shall only be valid when there are at least 02 (two) shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there are not enough delegates as mentioned above, the meeting shall be reconvened within the next 30 (thirty) days, and those holding shares of that class (regardless of the number of people and shares) present in person or through an authorized representative shall be considered as having sufficient delegates. At the meetings of shareholders holding the preference shares mentioned above, those holding shares of that class present in person or through

a representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

4. The procedures for conducting such separate meetings shall be carried out similarly to the provisions of this Charter.

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

Article 19. Convening, agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Point b or Point c, Clause 4, Article 15 of this Charter.

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

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared based on the Company's register of shareholders and register of securities owners. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 (twenty) days before the record date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e. Determine the time and location of the meeting;

f. Notify and send the meeting invitation to all shareholders eligible to attend;

g. Other tasks to serve the meeting.

3. The invitation to the General Meeting of Shareholders shall be sent to all shareholders in a manner that ensures it reaches the shareholder's contact address, and simultaneously disclosed on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the meeting invitation to all shareholders on the list of shareholders eligible to

attend at least 21 (twenty-one) days before the opening date of the meeting (calculated from the date the notice is validly sent or forwarded). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the invitation to the General Meeting of Shareholders, the invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

a. Meeting agenda and documents used in the meeting;

b. List and detailed information of candidates in case of electing members of the Board of Directors;

c. Ballot;

d. Form for appointment of authorized representative to attend the meeting;

e. Draft resolution for each issue in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 3, Article 13 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 (three) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the issue proposed to be included in the meeting agenda.

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

a. The proposal was not sent in accordance with the provisions of Clause 4 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of common shares as prescribed in Clause 3, Article 13 of this Charter;

c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;

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

6. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article into the expected agenda and content of the meeting, except for the case prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting 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 the number of shareholders attending represents more than 50% of the total voting shares.

2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 (thirty) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.

3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 20 (twenty) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders attending.

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

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must continue the registration until all shareholders eligible to attend have registered, according to the following order:

a. When conducting shareholder registration, the Company shall issue each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. At the meeting, the cards for voting in favor of the resolution shall be collected first, followed by the cards for voting against the resolution, and finally, the total number of votes in favor or against shall be counted to make a decision. The vote counting results shall be announced by the Chairperson immediately before closing the meeting. The meeting shall elect persons responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall not change.

2. The election of the Chairperson, Secretary, and vote-counting committee is prescribed as follows:

a. The Chairperson of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the

General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting by majority principle. In case a Chairperson cannot be elected, the member of the Board of Directors with the highest position present shall organize the meeting to elect a Chairperson from among those present, and the person with the highest number of votes shall act as the Chairperson of the meeting;

b. Except for the case prescribed in Point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the election of the Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;

c. The Chairperson shall appoint one or more persons to act as Secretary of the meeting;

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

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

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

a. Arrange seating at the location of the General Meeting of Shareholders;

b. Ensure the safety of all persons present at the meeting locations;

c. Facilitate the attendance (or continued attendance) of shareholders at the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The measures applied may include issuing entry passes or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson immediately before closing the meeting.

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

7. The person convening or the Chairperson of the General Meeting of Shareholders has the following rights:

a. Require all attendees to undergo security checks or other legal and reasonable security measures;

b. Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairperson's right to preside, intentionally cause disorder, hinder the normal progress of the meeting, or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chairperson has the right to postpone the General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 03 (three) working days from the intended opening date, and may only postpone the meeting or change the meeting location in the following cases:

a. The meeting location does not have enough convenient seating for all attendees;

b. Communication facilities at the meeting location do not ensure that shareholders can participate, discuss, and vote;

c. There are attendees who obstruct or cause disorder, posing a risk that the meeting will not be conducted fairly and legally.

9. In case the Chairperson postpones or pauses the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the Chairperson and preside over the meeting until it concludes; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms as prescribed in this Charter.

Article 22. Conditions for passing resolutions of the General Meeting of Shareholders

1. Resolutions on matters specified in Points c, d, i, p, Article 16 of this Charter shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases prescribed in Clause 3 of this Article, Clause 2, Article 18, and Clause 8, Article 23 of this Charter.

2. Other resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting; except for the cases prescribed in Clauses 1 and 3 of this Article, Clause 2, Article 18, and Clause 8, Article 23 of this Charter.

3. Except where the Election Regulations provide otherwise and are approved by the General Meeting of Shareholders, the voting for the election of members of the Board of Directors must be carried out as follows:

a. According to the cumulative voting method, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The person elected as a member of the Board of Directors shall be determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in this Charter is reached. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes, or a selection shall be made according to the criteria specified in the election regulations.

b. In case of electing only 01 (one) member of the Board of Directors and there is only 01 (one) candidate, that candidate shall be considered elected if they receive more than 50% of the total votes of shareholders with voting rights present in person or through an authorized representative at the General Meeting of Shareholders.

c. Independent members of the Board of Directors shall be elected separately.

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

Article 23. Authority and procedures for collecting written opinions from shareholders to pass decisions of the General Meeting of Shareholders

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

1. The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the Company's interests, except for the cases specified in Points a, g, h, o, Article 16 of this Charter.

2. The Board of Directors must prepare the opinion collection ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 (ten) days before the deadline for returning the ballot. The requirements and methods for sending the opinion collection ballot and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 19 of this Charter. In case of sending documents and related instruments via electronic means, the Board of Directors may include instructions for shareholders on how to access, receive, or download documents, send ballots back to the Company, and other matters related to electronic methods.

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

a. Name, address of the head office, business registration number;

b. Purpose of opinion collection;

c. Full name, contact address, nationality, and legal identification document number of the individual for shareholders who are individuals; name, business registration number or legal identification document number of the organization, and address of the head office for shareholders who are organizations, or full name, contact address, nationality, and legal identification document number of the individual for the representative of the shareholder who is an organization; number of shares of each type and number of voting shares of the shareholder;

d. Issue requiring opinion collection to pass the decision;

e. Voting options including in favor, against, and abstaining for each issue requiring opinion collection;

f. Deadline for sending the completed opinion collection ballot back to the Company;

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

4. Shareholders may send the completed opinion collection ballot to the Company by mail, fax, or email in accordance with the following provisions:

a. In case of sending by mail, the completed opinion collection ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The ballot sent to the Company must be in a sealed envelope, and no one has the right to open it before the vote counting;

b. In case of sending by fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting;

c. Ballots sent to the Company after the deadline specified in the opinion collection ballot, or those that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Ballots not sent back shall be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote-counting record under the witness of shareholders who do not hold management positions in the Company. The vote-counting record must contain the following main contents:

a. Name, address of the head office, business registration number;

b. Purpose and issues requiring opinion collection to pass the resolution;

c. Number of shareholders with the total number of voting shares participating in the vote, distinguishing between valid and invalid voting shares and the method of sending the ballot, accompanied by an appendix of the list of shareholders participating in the vote;

d. Total number of votes in favor, against, and abstaining for each issue;

e. Issues passed and the corresponding approval voting ratio;

f. Full name and signature of the Chairperson of the Board of Directors, the vote counter, and the vote-counting supervisor.

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

6. The vote-counting record and resolution must be sent to shareholders within 15 (fifteen) days from the date of completion of vote counting. Sending the vote-counting record and resolution may be replaced by posting them on the Company's website within 24 (twenty-four) hours from the time of completion of vote counting.

7. Completed opinion collection ballots, the vote-counting record, the passed resolution, and related documents sent with the ballot must all be kept at the Company's head office.

8. A resolution is passed by way of written opinion collection if approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights, and it shall have the same validity as a resolution passed at the General Meeting of Shareholders.

Article 24. Resolutions and Minutes of the General Meeting of Shareholders

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

a. Name, address of the head office, business registration number;

b. Time and location of the General Meeting of Shareholders;

c. Meeting agenda and content of the meeting;

d. Full name of the Chairperson and Secretary;

e. Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

f. Number of shareholders and total voting shares of shareholders attending the meeting, appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;

g. Total voting shares for each issue voted on, clearly stating the voting method, total number of valid and invalid votes, votes in favor, against, and abstaining; and the corresponding ratio to the total voting shares of shareholders attending the meeting;

h. Issues passed and the corresponding approval voting ratio;

i. Full name and signature of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or Secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and Secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese minutes shall apply.

4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholders' signatures, powers of attorney to attend the meeting, all documents attached to the Minutes (if any), and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

Article 25. Request for cancellation of decisions of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote-counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 3, Article 13 of this Charter have the right to request a Court or Arbitration to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

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

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

In case the decision of the General Meeting of Shareholders is cancelled according to the decision of the Arbitration, the person convening the cancelled General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within

30 (thirty) days in accordance with the order and procedures prescribed in the Law on Enterprises and this Charter.

VII. BOARD OF DIRECTORS

Article 26. Candidacy and nomination of members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, carefully, and for the highest interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

a. Full name, date, month, and year of birth;

b. Professional qualifications;

c. Work history;

d. Other management positions (including positions on the Board of Directors of other companies);

e. Interests related to the Company and related parties of the Company;

f. Other information (if any);

g. Public companies are responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with Clause 4, Article 13 of this Charter and the Law on Enterprises.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required by Clause 4, Article 13 of this Charter, the incumbent Board of Directors shall introduce more candidates or organize nominations in accordance with the Charter, Internal Regulations on corporate governance, and Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the following standards and conditions:

a. A member of the Board of Directors may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 (five) other companies;

b. Not be a person who does not have the right to establish and manage enterprises under the Law on Enterprises;

c. Have professional qualifications and experience in business administration or in the Company's business field or industry, and does not necessarily have to be a shareholder of the company;

d. Other standards and conditions as prescribed by law.

5. Unless otherwise provided by securities law, an independent member of the Board of Directors:

a. Is not a person currently working for the Company, its parent company, or its subsidiaries; is not a person who has worked for the Company, its parent company, or its subsidiaries for at least the 03 (three) consecutive years immediately preceding;

b. Is not a person currently receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;

c. Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling is a major shareholder of the Company; is a manager of the Company or its subsidiaries;

d. Is not a person directly or indirectly owning at least 01% of the total voting shares of the Company;

e. Is not a person who has served as a member of the Board of Directors of the Company for at least the 05 (five) consecutive years immediately preceding, except in the case of being appointed for 02 (two) consecutive terms.

6. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions prescribed in Clause 5 of this Article and shall naturally cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 06 (six) months from the date of receiving the notice from the relevant independent member of the Board of Directors.

Article 27. Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors is 06 persons.

2. The term of a member of the Board of Directors shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 (two) consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided by the Company's Charter.

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

a. The composition of the Board of Directors of a public company must ensure that at least 02 members of the Board of Directors are non-executive members.

b. The number of independent members of the Board of Directors must be at least 20% of the number of members of the Board of Directors.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors in case they are dismissed, removed, or replaced by the General Meeting of Shareholders in the following cases:

a. Do not have sufficient standards and conditions as prescribed in Article 26 of this Charter;

b. Have submitted a resignation letter and it has been accepted;

c. Failure to participate in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure;

d. When the General Meeting of Shareholders deems it necessary;

e. Other cases as stipulated in the Internal Regulations on Corporate Governance, the Regulations on Organization and Operation of the Board of Directors, and in accordance with the provisions of the law.

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

6. Members of the Board of Directors shall have full rights in accordance with the Law on Securities, relevant laws, and this Charter.

Article 28. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and perform the rights and obligations of the Company, except for rights and obligations falling under the competence of the General Meeting of Shareholders.

2. The powers and obligations of the Board of Directors shall be stipulated by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a. To decide on the strategy, medium-term development plans, and annual business plans of the Company;

b. To propose the types of shares and the total number of shares of each type authorized to be offered;

c. To decide on the sale of unsold shares within the authorized number of shares of each type; to decide on raising additional capital in other forms; to propose the issuance of convertible bonds and bonds with warrants;

d. To decide on the selling price of the Company's shares and bonds;

e. To decide on the repurchase of shares in accordance with Article 10 of this Charter.

f. To decide on investment plans and investment projects within its competence and limits as prescribed by law;

g. To decide on market development, marketing, and technology solutions; to establish branches or representative offices of the Company; to establish subsidiaries of the Company;

h. Within the scope of the Board of Directors' powers under the Law on Enterprises and this Charter, the Board of Directors shall decide on the execution, amendment, and cancellation of the Company's contracts; decide on the approval of purchase, sale, borrowing, lending contracts, and other contracts and transactions with a value of 50% or less of the total asset value recorded in the Company's most recent financial statements; and other contracts and transactions within the competence of the General Meeting of Shareholders, except for cases that must be approved/passed by the General Meeting of Shareholders as follows:

- Contracts and transactions specified in Point i, Clause 1, Article 16 of this Charter

- Contracts and transactions specified in Point k, Clause 1, Article 16 of this Charter;

- Contracts and transactions for borrowing, lending, or selling assets with a value greater than 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or their related persons.

i. To elect, relieve, or remove the Chairman of the Board of Directors; to appoint, relieve, sign contracts with, or terminate contracts with the General Director and other key managers as stipulated by the Company's Charter; to decide on the salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders or as commercial representatives in other companies, and to decide on the remuneration and other benefits of such persons;

j. To supervise and direct the General Director and other managers in the daily business operations of the Company;

k. To decide on the organizational structure, internal management regulations of the Company, and to decide on the establishment of subsidiaries, branches, representative offices, and capital contributions or share purchases in other enterprises;

l. To approve the agenda and content of documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect opinions for the General Meeting of Shareholders to pass resolutions;

m. To submit the audited annual financial statements to the General Meeting of Shareholders;

n. To propose the dividend payout level; to decide on the time limit and procedures for dividend payment or handling of losses arising during business operations;

o. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

p. To implement dividend payments to shareholders in accordance with the law after being passed by the Annual General Meeting of Shareholders;

q. To organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director (Director), the person in charge of corporate governance, and other managers of the Company

r. To decide on the issuance of the Regulations on Organization and Operation of the Board of Directors and the Internal Regulations on Corporate Governance after they are passed by the General Meeting of Shareholders; to decide on the issuance of the Regulations on Operation of the Audit Committee under the Board of Directors and the Company's Regulations on Information Disclosure;

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

3. The Board of Directors shall report to the General Meeting of Shareholders on the performance of the Board of Directors and ensure the following contents:

a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with this Charter;

b. A summary of the meetings of the Board of Directors and the decisions of the Board of Directors;

c. A report on transactions between the Company, its subsidiaries, and companies in which the Company holds 50% or more of the Charter capital with members of the Board of Directors and their related persons; transactions between the Company and a company in which a member of the Board of Directors is a founding member or a manager of the enterprise within the 03 (three) years immediately preceding the transaction;

d. Activities of independent members of the Board of Directors and the evaluation results of each independent member regarding the activities of the Board of Directors (for listed companies);

e. Activities of the Audit Committee under the Board of Directors;

f. Activities of other sub-committees under the Board of Directors;

g. Results of supervision of the General Director;

h. Results of supervision of other managers;

i. Future plans.

Article 29. Remuneration, bonuses, and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days necessary to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonus level 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 included in the Company's business expenses in accordance with the law 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. A member of the Board of Directors holding an executive position or a member of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred

in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

7. Members of the Board of Directors have the obligation to report promptly and fully to the Board of Directors the remuneration received from subsidiaries, associated companies, and other organizations.

Article 30. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors shall not concurrently serve as the General Director.

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

a. To implement the resolutions of the General Meeting of Shareholders and the Board of Directors, and the business and investment plans of the Company that have been passed by the General Meeting of Shareholders and the Board of Directors;

b. To decide on matters that do not require approval by the General Meeting of Shareholders or the Board of Directors. To decide on the signing, execution, amendment, and supplementation of contracts and agreements to which the Company is a party, except for cases that must be approved by the General Meeting of Shareholders or the Board of Directors;

c. To appoint or remove the person authorized by the Company to act as the Company's Lawyer;

d. To establish the agenda and activity plan of the Board of Directors; to prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors; to organize the passing of resolutions and decisions of the Board of Directors; to supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;

e. To chair the General Meeting of Shareholders;

f. To ensure that the Board of Directors sends the annual financial statements, the Company's performance report, the audit report, and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders;

g. To perform other tasks outside the scope of competence of the General Meeting of Shareholders and the Board of Directors;

h. Other rights and obligations as prescribed by law, this Charter, the Internal Regulations on Governance, the Company's internal regulations, and the resolutions of the General Meeting of Shareholders and the Board of Directors.

4. In case the Chairman of the Board of Directors resigns or is relieved or removed, the Board of Directors shall elect a replacement within 10 (ten) days from the date of receiving the resignation or the decision of relief or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education center, absconds from their place of residence, is restricted or loses their civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision of the Board of Directors is made.

Article 31. 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 (seven) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members shall elect one person among them by majority principle to convene the meeting of the Board of Directors.

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

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

a. At the request of an independent member of the Board of Directors;

b. At the request of the General Director or at least 05 (five) other Managers;

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

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

5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving the request

specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send a meeting invitation at least 03 (three) working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the member's voting ballot.

The meeting invitation for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Company's Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

7. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. In case the meeting convened according to this Clause does not have enough members present as prescribed, it shall be reconvened within 07 (seven) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

8. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;

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

d. Sending a voting ballot to the meeting via mail, fax, or email;

e. Sending a voting ballot by other means.

9. In case of sending a voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 (one) hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

10. Members must fully attend the meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.

11. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members present; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

12. A resolution in the form of written opinion collection is passed based on the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

Article 32. Sub-committees under the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of the sub-committee shall be decided by the Board of Directors. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the Committee, and one of these members shall be appointed as the Chairman of the Committee as decided by the Board of Directors. The activities of the Committee must comply with the regulations of the Board of Directors. Resolutions of the Committee are only effective when passed by the majority of members attending and voting at the Committee meeting.

2. The implementation of decisions of the Board of Directors, or of a sub-committee under the Board of Directors, must comply with current legal provisions and the provisions of the Company's Charter and Internal Regulations on Corporate Governance.

Article 33. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 (one) person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary.

2. The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

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

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

b. To prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

c. To advise on meeting procedures;

d. To attend meetings;

e. To advise on procedures for drafting resolutions of the Board of Directors in accordance with the law;

f. To provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors;

g. To supervise and report to the Board of Directors on the Company's information disclosure activities;

h. To act as the contact point with related parties;

i. To maintain confidentiality of information in accordance with the law and the Company's Charter;

j. Other rights and obligations as prescribed by law and the Company's Charter.

4. The Board of Directors may remove the person in charge of corporate governance when necessary, but not contrary to current labor laws. The Board of Directors may appoint an assistant to the person in charge of corporate governance from time to time.

5. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary has the following rights and obligations:

a. To assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;

b. To assist members of the Board of Directors in performing their assigned rights and obligations;

c. To assist the Board of Directors in applying and implementing corporate governance principles;

d. To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in complying with obligations to provide information, disclose information, and administrative procedures;

e. Other rights and obligations as prescribed in the Charter.

VIII. GENERAL DIRECTOR AND OTHER MANAGERS

Article 34. Management organizational structure

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

Article 35. Company Managers

1. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other Managers with quantities and standards suitable to the Company's structure and management regulations as stipulated by the Board of Directors. Company Managers have the responsibility to assist the Company in achieving the goals set out in operations and organization.

2. The General Director is entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

3. The salary of Managers shall be included in the Company's business expenses in accordance with the law 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 36. Appointment, removal, duties, and powers of the General Director

1. The Board of Directors shall appoint 01 (one) member of the Board of Directors or hire another person to act as the General Director.

2. The General Director is the person who manages the daily business operations of the Company; is under the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of the General Director shall not exceed 05 (five) years and may be reappointed for an unlimited number of terms and must meet the following conditions:

a. Not falling into the category of persons who do not have the right to establish and manage enterprises under the Law on Enterprises;

b. Not being a related person of the enterprise manager;

c. Having professional qualifications and experience in the Company's business administration and meeting the standards and conditions as prescribed by law and the Charter.

4. The General Director, as the permanent manager of the Company, has the following rights and obligations:

a. To decide on matters related to the daily business operations of the Company that do not fall under the competence of the Board of Directors or the Chairman of the Board of Directors;

b. To decide on contents and sign contracts and agreements within the scope of authorization of the Chairman of the Board of Directors and the Company's Governance Regulations;

c. To organize the implementation of resolutions and decisions of the Board of Directors and the directions of the Chairman of the Board of Directors;

d. No later than October 31 of each year, to unify with the Chairman of the Board of Directors and submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the 05 (five) year financial plan;

e. To prepare long-term, annual, and quarterly estimates of the Company (hereinafter referred to as estimates) serving the long-term, annual, and quarterly management activities of the Company according to the business plan. The annual estimate (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information as stipulated in the Company's regulations;

f. To organize the implementation of the Company's business plans and investment projects;

g. To propose the organizational structure and internal management regulations of the Company;

h. To propose the number and Managers that the Company needs to recruit for the Board of Directors to appoint or remove according to internal regulations and to propose remuneration, salary, and other benefits for such enterprise managers for the Board of Directors to decide;

i. To appoint, relieve, and remove management positions in the Company, except for positions under the competence of the Board of Directors or the decision-making competence of the Chairman of the Board of Directors;

j. To decide on the number of employees, the appointment, removal, salary, allowances, benefits, and other terms related to their labor contracts within the scope of the personnel plan and budget plan approved by the Board of Directors;

k. To recruit labor;

l. To propose plans for dividend payment or handling of business losses;

m. To propose measures to improve the Company's operations and management;

n. To perform other tasks, from time to time, as authorized by the Chairman of the Board of Directors;

o. Other rights and obligations as prescribed by law, this Charter, the Internal Regulations on Governance, the Company's internal regulations, and the resolutions of the General Meeting of Shareholders and the Board of Directors.

5. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned and authorized duties and powers and must report to these levels when requested.

6. The Board of Directors may remove the General Director when the majority of members of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director as a replacement.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 37. Candidacy and nomination of Audit Committee members

1. The Chairman of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be Company Managers.

2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be passed by the Board of Directors at a meeting of the Board of Directors.

Article 38. Composition of the Audit Committee

1. The Audit Committee shall have 02 (two) or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

2. Members of the Audit Committee must have knowledge of accounting and auditing, have general understanding of the law and the Company's operations, and shall 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 organization that has audited the Company's financial statements in the 03 years immediately preceding.

3. The Chairman of the Audit Committee must have a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, or business administration.

Article 39. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations as prescribed by law, the Company's Charter, and has the following rights and obligations:

1. To have the right to access documents related to the Company's operational situation, to exchange with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information serving the activities of the Audit Committee.

2. To have the right to request representatives of the approved auditing organization to attend and answer issues related to the audited financial statements at meetings of the Audit Committee; to monitor and evaluate the independence and objectivity of the auditing company and the effectiveness of the audit process, especially in cases where the company uses non-audit services from the auditor.

3. To use legal, accounting, or other external consulting services when necessary; to propose the independent auditing company, remuneration level, and related terms in the contract with the auditing company for the Board of Directors to pass before

submitting to the Annual General Meeting of Shareholders for approval.

4. To review the internal control and risk management system; to develop and submit to the Board of Directors policies for risk detection and management; to propose to the Board of Directors solutions for handling risks arising in the Company's operations.

5. To prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the General Director, or other managers do not fully perform their responsibilities as stipulated by the Law on Enterprises and the Company's Charter.

6. To develop the Regulations on Operation of the Audit Committee and submit them to the Board of Directors for approval.

7. To supervise the integrity of the Company's financial statements and official disclosures related to the Company's financial results.

8. To review transactions with related persons falling under the approval competence of the Board of Directors or the General Meeting of Shareholders and to provide recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

9. To supervise the Company's internal audit department.

10. To supervise to ensure the Company complies with the provisions of the law, requirements of management agencies, and other internal regulations of the Company.

Article 40. Meetings of the Audit Committee

1. The Audit Committee must meet at least 02 (two) times a year. Meeting minutes shall be prepared in detail and clearly and must be fully kept. The minute-taker and members of the Audit Committee attending the meeting must sign the meeting minutes.

2. The Audit Committee passes decisions by voting at meetings, collecting written opinions, or other forms as stipulated by the Regulations on Operation of the Audit Committee. Each member of the Audit Committee has one voting ballot. Except where the Regulations on Operation of the Audit Committee stipulate a higher ratio, decisions of the Audit Committee are passed if approved by the majority of members attending; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Audit Committee.

Article 41. Report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting on activities at the Annual General Meeting of Shareholders.

2. The report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must ensure 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. A summary of the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;

c. Results of supervision of the financial statements, operational situation, and financial situation of the Company;

d. A report evaluating transactions between the Company, its subsidiaries, and other companies in which the Company holds 50% or more of the Charter capital with members of the Board of Directors, the General Director, other Managers of the Company, and their related persons; transactions between the Company and a company in which a member of the Board of Directors, the General Director, or other Managers of the Company is a founding member or a manager of the enterprise within the 03 years immediately preceding the transaction;

e. Results of evaluation of the Company's internal control and risk management system;

f. Results of supervision of the Board of Directors, the General Director, and other managers of the enterprise;

g. Results of evaluation of the coordination between the Audit Committee and the Board of Directors, the General Director, and shareholders;

h. Other rights and obligations as prescribed by law and the Charter.

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

Members of the Board of Directors, the General Director, and other managers have the responsibility to perform their duties, including duties as members of sub-committees of the Board of Directors, honestly and carefully for the benefit of the Company.

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

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

2. Members of the Board of Directors, the General Director, other managers, and their related persons shall only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, the General Director, and other managers have the obligation to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds 50% or more of the Charter capital with themselves or their related persons as prescribed by law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities 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 as prescribed by the Law on Enterprises and the Company's Charter.

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

6. Transactions between the Company and one or more members of the Board of Directors, the General Director, other Managers, and individuals or organizations related to these persons shall not be void in the following cases:

a. For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, and other managers have been reported to the Board of Directors and passed by the Board of Directors with a majority of votes of members of the Board of Directors without related interests;

b. For transactions with a value of 35% or more, or transactions leading to a transaction value arising within 12 (twelve) months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, and other managers have been disclosed to shareholders and passed by the General Meeting of Shareholders by voting of shareholders without related interests.

Article 43. Responsibility for damages and compensation

1. Members of the Board of Directors, the General Director, and other managers who violate their obligations, responsibilities for honesty and care, and fail to complete their duties must be responsible for damages caused by their violations.

2. The Company shall compensate persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil and administrative cases and not including lawsuits where the Company is the plaintiff) if that person has been or is a member of the Board of Directors, the General Director, another manager, an employee, or an authorized representative of the Company who has been or is performing duties under the Company's authorization, acting honestly and carefully for

the benefit of the Company on the basis of compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and amounts actually incurred (including legal fees) when resolving these cases within the framework allowed by law. The Company may purchase insurance for these persons to avoid the above-mentioned compensation responsibilities.

XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 44. Right to inspect books and records

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

a. Common shareholders have the right to review, inspect, and extract information about names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information; to 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 owning 05% or more of the total common shares have the right to review, inspect, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions that must be passed by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

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

4. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another place, provided that shareholders and the Business Registration Agency are notified of the storage location of these documents.

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

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

1. The General Director shall prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline for employees and Company executives.

2. The General Director shall prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies stipulated in this Charter, the Company's regulations, and current laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide the annual dividend payout level and form of dividend payment from the Company's retained earnings.

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

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

4. In case dividends or other payments related to a class of shares are paid in cash, the Company shall pay in VND. Payment may be made directly or through banks based on bank account details provided by the shareholder. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be liable for the amount the Company has transferred to this shareholder. Dividend payments for shares listed/registered for trading on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation (or an entity with equivalent functions as prescribed by law from time to time).

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, and receive notices or other documents.

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

XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank accounts

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

2. Subject to prior approval from competent authorities, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company has opened accounts.

Article 48. Fiscal year

The Company's fiscal year begins on January 01 of each year and ends on December 31 of each year.

Article 49. Accounting system

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

2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use VND as the accounting currency. In case the Company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for such choice before the law, and notify the direct tax management agency.

XV. ANNUAL REPORT, FINANCIAL STATEMENTS, AND DISCLOSURE RESPONSIBILITIES

Article 50. Annual, semi-annual, and quarterly financial statements

1. The Company shall prepare annual financial statements, and annual financial statements must be audited in accordance with the law. The Company shall disclose audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to competent state agencies.

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

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

Article 51. Annual report

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

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide on the selection of one of these entities to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor performing the audit of the Company's financial statements shall be entitled to attend General Meetings of Shareholders and be entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

XVII. ENTERPRISE SEAL

Article 53. Enterprise seal

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).

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

XVIII.DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

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

a. Expiration of the operating duration stated in the Company's Charter without a decision on extension;

b. Pursuant to a resolution or decision of the General Meeting of Shareholders;

c. Revocation of the Enterprise Registration Certificate, except in cases where the Law on Tax Administration provides otherwise;

d. Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of the duration (including the extended duration) shall be decided by the General Meeting of Shareholders and

implemented by the Board of Directors. This dissolution decision must be notified to or approved by competent authorities (if mandatory) in accordance with regulations.

Article 55. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 (seven) months before the end of the operating duration so that shareholders can vote on the extension of the Company's operation at the proposal of the Board of Directors.

2. The operating duration shall be extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders vote in favor.

Article 56. Liquidation

1. At least six (06) months before the end of the Company's operating duration or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before Courts and administrative agencies.

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

a. Liquidation costs;

b. Debts for salaries, severance pay, social insurance, and other benefits of employees under the signed collective labor agreement and labor contracts;

c. Tax debts;

d. Other debts of the Company;

e. The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal dispute resolution

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

a. Shareholders and the Company;

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

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within 30 (thirty) working days from the date the dispute arises. In case the dispute is related to the Board of Directors or the Chairman of the Board of Directors, any party may request or appoint an independent expert to act as a mediator for the dispute resolution process.

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

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be carried out according to the Court's judgment.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 58. Company Charter

1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.

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

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter, consisting of 21 sections and 59 articles, was unanimously approved by the General Meeting of Shareholders of Binh Duong Mineral and Construction Joint Stock Company on June 19, 2026, at the 2026 Annual General Meeting of Shareholders, and the full text of this Charter was approved.

2. The Charter is made in 05 copies, having equal validity, and must be kept at the Company's headquarters.

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

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

LEGAL REPRESENTATIVE

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signed)

Phan Tan Dat

APPENDIX 1

LIST OF BUSINESS LINES

(Attached to the Charter of Binh Duong Mineral and Construction Joint Stock Company approved by the 2026 Annual General Meeting of Shareholders on June 19, 2026)

No.	Industry code	Industry name
1.	***0810(Main)***	***Mining of stone, sand, gravel, clay*** *Details: Mineral exploration, mining, and processing.*
2.	***0990***	**Other mining support service activities** *Details: Exploration, test drilling, sampling, dewatering, and mining technical support services in accordance with the law.*
3.	4329	**Installation of other construction systems** *(Electrical, mining machinery)*
4.	2392	**Manufacture of clay building materials** *Details: Manufacture of various types of building materials*
5.	4673	**Wholesale of other construction materials and installation equipment** *Details:* *- Wholesale of construction bricks, tiles, stone, sand, gravel* *- Wholesale of other construction materials and installation equipment*
6.	1105	**Manufacture of non-alcoholic beverages, mineral water** *Details: Groundwater extraction; manufacture of purified drinking water*
7.	4933	**Road freight transport** *Details: Road transport business*
8.	5022	**Inland waterway freight transport** *Details: Waterway transport business*
9.	5222	**Service activities incidental to waterway transportation**

		Details: Inland waterway port business *Do not perform any business activities related to: services for establishing, operating, maintaining, and servicing maritime signals, water areas, water zones, public maritime channels, and maritime routes; survey services for water areas, water zones, public maritime channels, and maritime routes serving the publication of Maritime Notices; survey, construction, and publication services for nautical charts of water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications; maritime safety regulation services in water areas, water zones, and public maritime channels; electronic maritime information services; maritime pilotage services.*
10.	5224	**Cargo handling** *(excluding airport cargo handling)*
11.	3900	**Pollution treatment and other waste management activities** *Details: Environmental treatment*
12.	6810	**Real estate business, land use rights owned, used, or leased.** *Details: Real estate business; investment in construction of industrial zone technical infrastructure; tourism zone investment business* *Do not perform any business activities related to:* *- Investment in construction of infrastructure, cemeteries, and graveyards to transfer land use rights associated with infrastructure."*
13.	7499	**Other professional, scientific, and technical activities not elsewhere classified** *Details: Environmental consulting*
14.	5520	**Short-term accommodation services** *Details: Rental of boarding houses, rooms*
15.	3312	**Repair of machinery and equipment**
16.	1079	**Manufacture of other food products not elsewhere classified** *Details: Farming and production of agricultural food products*

17.	0210	**Silviculture, forest care, and forestry seedling nursery** *Details: Forestry tree planting*
18.	4212	**Construction of road works** *Details: Construction of traffic works*
19.	4229	**Construction of other public utility works** *Details: Drilling well construction*
20.	4101	**Construction of residential houses** *Details: Construction of civil works*
21.	0119	**Growing of other annual crops** *Details: Agricultural crop planting*
22.	3700	**Sewerage and wastewater treatment** *Details: Wastewater treatment (only to be treated after completing all procedures regarding land, construction, fire prevention and fighting, and environmental protection)*
23.	6821	**Intermediary services for real estate activities** *Exclude: Real estate auction services, auctions of land use rights, asset auctions, and asset valuation services.*
24.	6829	**Other real estate activities on a fee or contract basis** *Exclude: Real estate auction activities, auction of real estate use rights, auction and valuation of assets.*
25.	4102	**Construction of non-residential buildings** *Details: Construction of workshops, warehouses, offices, commercial service works, rental houses, parking lots, storage warehouses*
26.	4221	**Construction of power works** *Details: Construction of electrical systems, power works in industrial zones (The enterprise shall not construct or operate power plants, including multi-purpose hydropower and nuclear power plants; shall not construct power transmission and distribution lines; shall not provide goods or services under State monopoly, shall not engage in commercial activities according to Decree 94/2017/NĐ-CP on State monopoly goods and services)*

27.	4222	**Construction of water supply and drainage works** *Details: Construction of water supply, drainage, and wastewater treatment systems in industrial zones*
28.	4299	**Construction of other civil engineering works** *Details: Construction of technical infrastructure for industrial zones and other civil engineering works*
29.	3600	**Water collection, treatment, and supply** *Details: Extraction, treatment, and supply of clean water/industrial water for industrial zones in accordance with the law*
30.	5210	**Warehousing and storage of goods** *Details: Warehouse business, storage of goods, warehouse rental in industrial zones*
31.	2399	**Manufacture of other non-metallic mineral products not elsewhere classified** *Details: Crushing, screening, grading, washing, and processing of stone, sand, gravel, and minerals used as common construction materials*
32.	0729	**Mining of other non-ferrous metal ores**
33.	0891	**Mining of chemical and fertilizer minerals**
34.	0892	**Peat mining and collection**
35.	0899	**Other mining not elsewhere classified**

TABLE OF CONTENTS

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 01, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024

- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

- Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/NĐ-CP dated December 31, 2020;

- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

- Pursuant to Resolution No. 02/NQ-ĐHĐCĐ dated June 19, 2026 of the 2026 Annual General Meeting of Shareholders

- Pursuant to the Charter of Binh Duong Mineral and Construction Joint Stock Company.

The Board of Directors hereby issues the Internal Regulations on Corporate Governance of Binh Duong Mineral and Construction Joint Stock Company, including the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. Scope: The Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders (GMS), the Board of Directors, and the General Director; procedures for GMS meetings; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Audit Committee, the General Director, and other activities in accordance with the Company Charter and other applicable laws.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Audit Committee, the General Director, and affiliated persons.

Article 2. Definitions

1. Abbreviations:

a. *"Company"* means Binh Duong Mineral and Construction Joint Stock Company;

b. *"GMS"*: General Meeting of Shareholders;

c. *"BOD"*: Board of Directors;

d. *"AC"*: Audit Committee.

2. The following terms shall be understood as follows:

a. *"Corporate governance"* is a system of principles, including:

- Ensuring a reasonable governance structure;
- Ensuring the operational efficiency of the BOD and its sub-committees;
- Ensuring the rights of shareholders and affiliated persons;
- Ensuring fair treatment among shareholders;
- Ensuring transparency in all activities of the Company.

b. *"Public company"* is a joint stock company as defined in Clause 1, Article 32 of the Law on Securities;

c. *"Major shareholder"* is a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

d. *"Enterprise manager"* is a person who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding management positions as prescribed in the Company Charter;

e. *"Business executive"* is the General Director, Deputy General Directors, Chief Accountant, and other executives as decided by the BOD based on the proposal of the General Director;

f. *"Non-executive member of the BOD"* (hereinafter referred to as non-executive member) is a member of the BOD who is not the General Director, Deputy General Director, Chief Accountant, or other executives as prescribed by the Company Charter;

g. *"Independent member of the BOD"* (hereinafter referred to as independent member) is a member as defined in Clause 2, Article 154 of the Law on Enterprises;

h. *"Corporate governance officer"* is a person with responsibilities and powers as prescribed in Article 281 of Decree No. 155/2020/NĐ-CP;

i. *"Affiliated persons"* are individuals and organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

3. In these Regulations, references to one or more provisions or legal documents shall include any amendments, supplements, or replacements thereof.

4. In case specialized laws have provisions on corporate governance different from those in this Decree, the provisions of the specialized laws shall apply.

CHAPTER II. PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Article 3. Rights and obligations of the GMS

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the joint stock company.

2. The GMS has the following rights and obligations:

a. Approve the Company's development orientation;

b. Decide on amendments and supplements to the Company Charter;

c. Change business lines and sectors;

d. Decide on the types of shares and the total number of shares of each type authorized to be offered;

e. Decide on the annual dividend rate for each type of share;

f. Decide on the repurchase of more than 10% of the total sold shares of each type;

g. Decide on the number of members of the Board of Directors; elect, dismiss, and remove members of the Board of Directors;

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

i. Decide on investment or sale of assets valued at 50% or more of the total asset value recorded in the Company's most recent financial statements;

j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and its sub-committees;

k. Approve contracts and transactions with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements with the following subjects: Shareholders, authorized representatives of shareholders that are organizations owning more than 10% of the total common shares of the Company and their affiliated persons; members of the Board of Directors, the General Director, and their affiliated persons; enterprises that members of the Board of Directors, the General Director, and other managers of the Company must declare in accordance with the Law on Enterprises;

l. Approve annual financial statements;

m. Approve the Company's annual business plan;

n. Approve the report of the Board of Directors on corporate governance and the performance of the Board of Directors and each member of the Board of Directors; independent members of the Board of Directors in the Audit Committee are responsible for reporting at the annual General Meeting of Shareholders in accordance with Clause 2, Article 41 of this Charter;

o. Decide on the division, separation, consolidation, merger, or conversion of the Company;

p. Decide on the organizational structure of the Company; decide on the reorganization or dissolution of the Company;

q. Approve the Internal Regulations on Corporate Governance; Regulations on the Organization and Operation of the Board of Directors;

r. Approve the list of approved auditing firms; decide on the approved auditing firm to inspect the Company's operations, and dismiss approved auditors when deemed necessary;

s. Other rights and obligations as prescribed by law.

Article 4. Authority to convene the GMS

1. The GMS shall meet annually once a year. The GMS must meet annually within 04 months from the end of the fiscal year. The BOD shall decide to extend the annual GMS meeting in case of necessity, but not exceeding 06 months from the end of the fiscal year.

2. Shareholders or groups of shareholders owning 05% or more of the total common shares or another smaller percentage as prescribed in the Company Charter have the right to request the convening of a GMS meeting in the following cases:

a. The BOD seriously violates the rights of shareholders, the obligations of managers, or makes decisions exceeding its assigned authority;

b. Other cases as prescribed in the Company Charter.

3. The request to convene a GMS meeting as prescribed in Clause 2 of this Article must be in writing and include the following contents: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise identification number or legal identification number of the organization, and head office address for organizational shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership percentage in the total shares of the company, the basis and reasons for requesting the convening of the GMS meeting. Attached to the request must be documents and evidence of the BOD's violations, the extent of the violations, or the decision exceeding authority. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and honesty of the documents and evidence provided to the competent authority when requesting the convening of the GMS meeting.

Article 5. Preparation of the list of shareholders entitled to attend the meeting

1. The list of shareholders entitled to attend the GMS meeting shall be prepared based on the company's share register and securities owner register. The list of shareholders entitled to attend the GMS meeting shall be prepared no more than 10 (ten)

days before the date of sending the invitation to the GMS meeting if the Company Charter does not specify a shorter period.

2. The list of shareholders entitled to attend the GMS meeting must include the full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise identification number or legal identification number of the organization, and head office address for organizational shareholders; the number of shares of each type, and the number and date of shareholder registration of each shareholder.

3. Shareholders have the right to check, search, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the GMS meeting; request the correction of incorrect information or the addition of necessary information about themselves in the list of shareholders entitled to attend the GMS meeting. The company's managers must timely provide information in the share register, and correct or supplement incorrect information at the request of shareholders; they shall be responsible for compensating for damages arising from the failure to provide or the untimely or inaccurate provision of information in the share register as requested. The sequence and procedures for requesting information in the share register shall be carried out in accordance with the Company Charter.

Article 6. Notice of closing the list of shareholders entitled to attend the GMS meeting

The notice of closing the list of shareholders entitled to attend the GMS meeting shall be carried out in accordance with the Company Charter and the provisions of securities law applicable to listed companies.

Article 7. Notice of convening the GMS meeting

1. The person convening the GMS meeting must send the meeting invitation to all shareholders on the list of shareholders entitled to attend at least 21 (twenty-one) days before the opening date if the Company Charter does not specify a longer period. The meeting invitation must include the name, head office address, enterprise identification number; the shareholder's name and contact address, the time and location of the meeting, and other requirements for attendees.

2. The meeting invitation shall be sent by a method ensuring it reaches the shareholder's contact address, and simultaneously announced on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading.

3. The GMS meeting agenda and documents related to matters to be voted on at the meeting shall be sent to shareholders or/and posted on the Company's website. In case documents are not sent with the GMS meeting notice, the meeting invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

a. Meeting agenda and documents used in the meeting;

b. List and detailed information of candidates in case of electing members of the Board of Directors;

c. Voting ballots;

d. Form for appointing an authorized representative to attend the meeting;

e. Draft Resolution for each matter in the meeting agenda.

Article 8. GMS agenda and content

1. The person convening the GMS meeting must prepare the meeting agenda, content, and documents used in the meeting.

2. Shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to propose matters to be included in the GMS meeting agenda. The proposal must be in writing and sent to the company at least 03 (three) working days before the opening date, unless the Company Charter specifies a different period. The proposal must clearly state the shareholder's name, the number of shares of each type held by the shareholder, and the matter proposed to be included in the meeting agenda.

3. In case the person convening the GMS meeting refuses the proposal as prescribed in Clause 2 of this Article, they must respond in writing at least 02 (two) working days before the opening date of the GMS meeting and clearly state the reasons. The person convening the GMS meeting may only refuse the proposal if it falls into one of the following cases:

a. The proposal was not sent in accordance with Clause 2 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of common shares as prescribed in Clause 3, Article 13 of the Company Charter;

c. The proposed matter is not within the decision-making authority of the GMS;

d. Other cases as prescribed by Law and the Company Charter.

4. The person convening the GMS meeting must accept and include the proposal as prescribed in Clause 2 of this Article in the tentative agenda and content of the meeting, except in the cases prescribed in Clause 3 of this Article; the proposal shall be officially added to the meeting agenda and content if approved by the GMS.

Article 9. Authorization for representatives to attend the GMS meeting

1. Authorization for individuals or organizations to represent shareholders at the GMS meeting must be in writing. The power of attorney 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 authorized shares, the content of authorization, the scope of authorization, the duration of authorization, and the

signatures of the authorizing party and the authorized party. The authorized individual or organization attending the GMS meeting must present the power of attorney when registering to attend before entering the meeting room.

2. Other cases as prescribed by the Law on Enterprises and the Company Charter.

Article 10. Method of registering to attend the GMS meeting

Before the meeting opens, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend have registered.

Article 11. Conditions for conducting the meeting

1. The GMS meeting shall be conducted when the number of shareholders attending represents more than 50% of the total voting shares.

2. In case the first meeting does not meet the conditions for conducting as prescribed in Clause 1 of this Article, the second meeting notice must be sent within 30 (thirty) days from the intended date of the first meeting. The second GMS meeting shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.

3. In case the second meeting does not meet the conditions for conducting as prescribed in Clause 2 of this Article, the third meeting notice must be sent within 20 (twenty) days from the intended date of the second meeting, unless the Company Charter provides otherwise. The third GMS meeting shall be conducted regardless of the total number of voting shares of the attending shareholders.

4. Only the GMS has the right to decide on changing the meeting agenda sent with the meeting notice in accordance with Article 142 of the Law on Enterprises.

Article 12. Forms of passing GMS resolutions

1. The GMS passes resolutions within its authority by voting at the meeting or by collecting written opinions.

2. Unless the Company Charter provides otherwise, GMS resolutions on the following matters must be passed by voting at the GMS meeting:

a. Amendments and supplements to the Company Charter;

b. Company development orientation;

c. Types of shares and total number of shares of each type;

d. Election, dismissal, and removal of members of the Board of Directors;

e. Decision on investment or sale of assets valued at 50% or more of the total asset value recorded in the Company's most recent financial statements;

f. Approval of annual financial statements;

g. Reorganization or dissolution of the company.

Article 13. Method of voting at the GMS

1. The method of voting, vote counting, and announcement of vote counting results shall be specifically prescribed in the Working Regulations of the GMS, which are decided by the Board of Directors and approved by the GMS.

2. The GMS discusses and votes on each matter in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the chairperson immediately before the closing of the meeting, unless the Company Charter provides otherwise.

3. Shareholders or authorized representatives arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote at the meeting right after registration. The chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on previously shall not change.

Article 14. Method of vote counting

1. GMS decisions on the following matters shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending in person or through authorized representatives present at the GMS meeting:

a. Approval of annual financial statements;

b. Short-term and long-term development plans of the Company;

c. Dismissal, removal, and replacement of members of the BOD and reporting on the BOD's appointment of the General Director;

d. Other matters within the decision-making authority of the GMS.

2. The election of members of the BOD must be carried out in accordance with Clause 3, Article 148 of the Law on Enterprises.

3. GMS decisions related to amending and supplementing the Charter, types of shares and number of shares offered, reorganization or dissolution of the enterprise, transactions for the purchase or sale of Company assets or branches valued at 50% or more of the total asset value of the Company calculated according to the most recent audited financial statements shall be passed when approved by 65% or more of the total voting shares of shareholders present in person or through authorized representatives present at the GMS meeting.

Article 15. Conditions for passing a Resolution

1. A resolution on the content prescribed in points c, d, i, p of Article 3 of these Regulations shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except in the cases prescribed in Clauses 3, 4, and 6 of this Article.

2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except in the cases prescribed in Clauses 1, 3, 4, and 6 of this Article; the specific percentage shall be prescribed by the Company Charter.

3. Unless the Election Regulations provide otherwise and are approved by the GMS, voting to elect members of the Board of Directors must be carried out as follows:

a. According to the cumulative voting method, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors shall be determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case 02 (two) or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria prescribed in the election regulations;

b. In case of electing only 01 (one) member of the Board of Directors and there is only 01 (one) candidate, that candidate shall be considered elected if they receive more than 50% of the total votes of shareholders with voting rights present in person or through authorized representatives present at the GMS meeting;

c. Independent members of the Board of Directors shall be elected separately.

4. In case of passing a resolution by collecting written opinions, the GMS resolution shall be passed if approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights; the specific percentage shall be prescribed by the Company Charter.

5. GMS resolutions must be notified to shareholders entitled to attend the GMS meeting within 15 days from the date of passing; in case the company has a website, sending the resolution can be replaced by posting it on the company's website.

6. A GMS resolution on content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by shareholders of the same type of preferred shares attending the meeting owning 75% or more of the total preferred shares of that type, or approved by shareholders of the same type of preferred shares owning 75% or more of the total preferred shares of that type in case of passing the resolution by collecting written opinions.

7. GMS resolutions passed by 100% of the total voting shares are legal and effective even if the sequence and procedures for passing such resolution were not carried out in accordance with regulations.

Article 16. Announcement of vote counting results

After counting the votes, the Vote Counting Committee will announce the results directly at the GMS meeting. The announcement of vote counting results must specifically state the number of votes in favor, the number of votes against, and the number of abstentions for each matter.

Article 17. Method of objecting to GMS resolutions

1. Within 90 (ninety) days from the date of receiving the resolution or the minutes of the GMS meeting or the minutes of the vote counting results of collecting GMS opinions, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the GMS resolution in the following cases:

a. The sequence and procedures for convening the meeting and making decisions of the GMS seriously violate the provisions of this Law and the Company Charter, except in the cases prescribed in Clause 2, Article 152 of the Law on Enterprises;

b. The content of the resolution violates the law or the Company Charter.

2. Shareholders voting against a resolution on reorganizing the Company or changing the rights and obligations of shareholders prescribed in the Company Charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name and address, the number of shares of each type, the intended selling price, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 (ten) days from the date the GMS passes the resolution on the matters prescribed in this Clause.

3. The Company must repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at the market price or the price calculated according to the principles prescribed in the Company Charter within 90 (ninety) days from the date of receiving the request. In case the parties cannot agree on the price, they may request a professional valuation organization to determine the price. The Company shall introduce at least 03 professional valuation organizations for shareholders to choose from, and that choice shall be the final decision.

Article 18. Minutes of the GMS meeting

1. The GMS meeting must be recorded in minutes and may be recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must include the following main contents:

a. Name, head office address, enterprise identification number;

b. Time and location of the GMS meeting;

c. Meeting agenda and content;

d. Full name of the chairperson and secretary;

e. Summary of the meeting proceedings and opinions expressed at the GMS meeting on each matter in the agenda;

f. Number of shareholders and total voting shares of shareholders attending, appendix of the list of registered shareholders and authorized representatives attending with the corresponding number of shares and votes;

g. Total voting shares for each matter, clearly stating the voting method, total number of valid and invalid votes, votes in favor, against, and abstentions; the corresponding percentage of the total voting shares of shareholders attending;

h. Matters passed and the corresponding percentage of votes in favor;

i. Signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the minutes, these minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The minutes shall clearly state the refusal of the chairperson or secretary to sign;

j. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.

2. The GMS meeting minutes must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting shall be jointly responsible for the honesty and accuracy of the content of the minutes.

3. The GMS meeting minutes must be announced on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.

4. The GMS meeting minutes shall be considered authentic evidence of the work conducted at the GMS meeting unless an objection to the content of the minutes is raised in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes.

5. The GMS meeting minutes, the appendix of the list of registered shareholders with signatures, the power of attorney to attend the meeting, and related documents must be kept at the Company's head office.

Article 19. Announcement of GMS Resolutions

GMS resolutions must be disclosed in accordance with the Company Charter and the provisions of the Law on Enterprises and the Law on Securities.

Article 20. Passing GMS resolutions by collecting written opinions

1. The BOD must prepare opinion collection ballots, draft GMS resolutions, and explanatory documents for the draft resolutions. The BOD must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting, and must send them at least ten (10) days before the deadline for receiving opinion collection ballots. The requirements and methods for sending opinion collection ballots and attached documents shall be carried out in accordance with Clause 3, Article 19 of the Company Charter.

2. The following matters may be passed by collecting written opinions:

a. Amendments and supplements to the Company Charter;

b. Company development orientation;

c. Types of shares and total number of shares of each type authorized to be offered;

d. Dismissal and removal of members of the Board of Directors;

e. Decision on investment or sale of assets valued at 50% or more of the total asset value recorded in the Company's most recent financial statements;

f. Other matters related to the company's operations that the Board of Directors deems necessary to collect opinions from the General Meeting of Shareholders.

3. Opinion collection ballots must include the following main contents:

a. Name, head office address, enterprise identification number;

b. Purpose of collecting opinions;

c. Full name, permanent address, nationality, Citizen Identity Card number, ID card, Passport, or other legal personal identification of individual shareholders; name, enterprise identification number or establishment decision number, head office address of organizational shareholders, or full name, permanent address, nationality, Citizen Identity Card number, ID card, Passport, or other legal personal identification of the authorized representative of organizational shareholders; number of shares of each type and number of voting shares of the shareholder;

d. Matter needing opinion collection to pass a decision;

e. Voting options including in favor, against, and abstaining for each matter;

f. Deadline for sending the completed opinion collection ballot back to the Company;

g. Full name and signature of the Chairman of the BOD and the legal representative of the Company.

4. The completed opinion collection ballot must be signed by the individual shareholder, or the legal representative of the organizational shareholder, or the individual or legal representative of the authorized organization.

5. Opinion collection ballots may be sent to the Company in the following forms:

a. By mail: The opinion collection ballot sent to the Company must be in a sealed envelope, and no one has the right to open it before vote counting;

b. By fax or email: The opinion collection ballot sent to the Company via fax or email must be kept confidential until the time of vote counting;

c. Opinion collection ballots received by the Company after the deadline specified in the ballot or opened in case of mail, or disclosed before the time of vote counting in case of fax or email, are invalid. Opinion collection ballots not sent back are considered as abstentions.

6. The BOD shall count the votes and prepare vote counting minutes under the witness of the Audit Committee or shareholders who are not business executives. The vote counting minutes must include the following main contents:

a. Name, head office address, enterprise identification number;

b. Purpose and matters needing opinion collection to pass a resolution;

c. Number of shareholders with the total number of voting shares that participated in voting, distinguishing between valid and invalid voting shares and the method of sending the voting ballot, accompanied by an appendix of the list of shareholders participating in voting;

d. Total number of votes in favor, against, and abstentions for each matter;

e. Matters passed and the corresponding percentage of votes in favor;

f. Full name and signature of the Chairman of the BOD, the legal representative of the Company, the vote counter, and the vote counting supervisor.

Members of the BOD, vote counters, and vote counting supervisors shall be jointly responsible for the honesty and accuracy of the vote counting minutes; jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.

7. The vote counting minutes must be sent to shareholders within fifteen (15) days from the date of finishing vote counting. In case the Company has a website, sending the vote counting minutes can be replaced by posting them on the Company's website within twenty-four (24) hours from the time of finishing vote counting.

8. The completed opinion collection ballots, vote counting minutes, passed resolutions, and related documents sent with the opinion collection ballots must be kept at the Company's head office.

9. A resolution passed by collecting written opinions must be approved by shareholders representing at least 50% of the total voting shares and shall have the same validity as a resolution passed at a GMS meeting.

Article 21. Passing GMS resolutions by online conference

1. The annual GMS may be held online via the internet. Shareholders may register to attend the meeting and exercise their voting rights on matters at the meeting via the internet conveniently and effectively.

2. Shareholders attending and voting online are also considered as attending the meeting in person. Therefore, when shareholders log in to the Company's online meeting/voting system, they are considered as attending in person, and the voting results are as valid as those of shareholders voting in person at the meeting.

3. Shareholders attend the meeting by using the login code provided by the Meeting Organizing Committee to log in to the system when the meeting is conducted.

4. The shareholder's login code is prescribed by the Organizing Committee in accordance with the requirements of the online service provider at the time of holding the meeting.

5. After the shareholder (or authorized person) logs in to the online meeting system, the shareholder may exercise their rights in accordance with the Charter and the Law on Enterprises.

6. In case of any change in personal information, shareholders shall contact the Depository Member where they opened their accounts to update such information before the record date for the list of shareholders attending the GMS.

7. The Company shall issue the Regulations on Online GMS suitable for each meeting (if any).

CHAPTER III. MEMBERS OF THE BOARD OF DIRECTORS

Article 22. Rights and obligations of the Board of Directors

1. To decide on the strategy, medium-term development plans, and annual business plans of the Company.

2. To propose the types of shares and the total number of shares of each type authorized to be offered.

3. To decide on the sale of unsold shares within the authorized number of shares of each type; to decide on raising additional capital in other forms; to propose the issuance of convertible bonds and bonds with warrants.

4. To decide on the selling price of the Company's shares and bonds.

5. To decide on the share buyback in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises.

6. To decide on investment plans and investment projects within its competence and limits as prescribed by law.

7. To decide on solutions for market development, marketing, and technology; to establish branches or representative offices of the Company; to establish subsidiaries of the Company.

8. Within the scope of the Board of Directors' authority under the Law on Enterprises and the Company Charter, the Board of Directors shall decide on the execution, amendment, and cancellation of the Company's contracts; decide on the approval of purchase, sale, borrowing, lending, and other contracts and transactions valued at 50% or less of the total asset value recorded in the most recent financial statements of the Company, and other contracts and transactions within the scope of the GMS's authority, except for cases requiring approval/passage by the GMS as follows:

Contracts and transactions specified in Point i, Clause 2, Article 3 of This Charter;

a. Contracts and transactions specified in Point k, Clause 2, Article 3 of This Charter;

b. Contracts and transactions for borrowing, lending, or selling assets valued at more than 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total voting shares or their affiliated persons.

9. 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 by the Company Charter; to decide on the salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Board of Members or GMS of other companies, and to decide on the remuneration and other benefits of such persons.

10. To supervise and direct the General Director and other managers in the daily business operations of the Company.

11. To decide on the organizational structure, internal management regulations of the Company, the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares of other enterprises.

12. To approve the program, content, and documents for the GMS meeting, to convene the GMS meeting, or to seek opinions for the GMS to pass resolutions.

13. To submit annual financial statements to the GMS.

14. To propose the dividend payout ratio; to decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations.

15. To implement dividend payments to shareholders in accordance with the law after being passed by the annual GMS;

16. To organize training and workshops on corporate governance and necessary skills for Members of the Board of Directors, the General Director, the Person in charge of corporate governance, and other managers of the Company.

17. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company.

18. To decide on the issuance of the Regulations on the organization and operation of the Board of Directors and the Internal Regulations on Corporate Governance after being passed by the GMS; to decide on the issuance of the Regulations on the operation of the Audit Committee under the Board of Directors and the Regulations on information disclosure of the Company.

19. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company Charter.

Article 23. Organizational structure, standards, and conditions for Members of the Board of Directors

1. Organizational structure:

a. The Board of Directors consists of 06 members, including 02 independent Members of the Board of Directors;

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

c. In case all Members of the Board of Directors end their terms at the same time, they shall continue to be Members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided by the Company Charter;

d. The Company Charter specifies the number, rights, obligations, and methods of organization and coordination of activities of independent Members of the Board of Directors.

2. Members of the Board of Directors must meet the following standards and conditions:

a. Having full civil act capacity, and not being among the subjects prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Having professional qualifications and experience in business management of the Company and not necessarily being a shareholder of the Company, unless otherwise provided by the Company Charter;

c. A Member of the Board of Directors may simultaneously serve as a member of the Board of Directors or the Board of Members at a maximum of 05 (five) other companies;

d. Other standards and conditions as prescribed by law.

3. Except where securities laws provide otherwise, an independent Member of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a. Not being a person currently working for the Company, its parent company, or its subsidiaries; not being a person who has worked for the Company, its parent company, or its subsidiaries for at least the 03 consecutive years immediately preceding;

b. Not being a person currently receiving salary or remuneration from the Company, except for allowances that Members of the Board of Directors are entitled to as prescribed;

c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological older sibling, biological younger sibling is a major shareholder of the Company; a manager of the Company or its subsidiaries;

d. Not being a person directly or indirectly owning at least 01% of the total voting shares of the Company;

e. Not being a person who has served as a Member of the Board of Directors or the Supervisory Board of the Company for at least the 05 consecutive years immediately preceding, except in the case of being appointed for 02 consecutive terms.

4. An independent Member of the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an independent Member of the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must notify the case where an independent Member of the Board of Directors no longer meets the standards and conditions at the nearest GMS meeting or convene a GMS meeting to elect an additional or replacement independent Member of the Board of Directors within 06 (six) months from the date of receiving the notification from the relevant independent Member of the Board of Directors.

Article 24. Methods for shareholders and groups of shareholders to nominate candidates for the position of Member of the Board of Directors

1. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to less than 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.

2. Other cases as prescribed by law and the Company Charter.

Article 25. Method of electing Members of the Board of Directors

The election of Members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected Members of the Board of Directors shall be determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members prescribed by the Company Charter is reached. In case 02 (two) or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Company Charter.

Article 26. Cases of dismissal and removal of Members of the Board of Directors

Members of the Board of Directors shall lose their status as Members of the Board of Directors in the following cases:

1. No longer qualified to be a Member of the Board of Directors as prescribed by the Law on Enterprises or prohibited by law from being a Member of the Board of Directors.

2. Submitting a resignation letter which is accepted.

3. Suffering from mental disorders and other Members of the Board of Directors have professional evidence proving that such person no longer has civil act capacity.

4. Failing to attend meetings of the Board of Directors for 06 (six) consecutive months without the approval of the Board of Directors.

5. According to the decision of the GMS.

6. Intentionally providing false personal information when submitting as a candidate for the Board of Directors.

7. Other cases as prescribed by law and the Company Charter.

Article 27. Notification of the election, dismissal, and removal of Members of the Board of Directors

Notification of the election, dismissal, and removal of Members of the Board of Directors shall be in accordance with the Company Charter.

Article 28. Method of introducing candidates for Members of the Board of Directors

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

1. Full name, date, month, and year of birth.

2. Educational level.

3. Professional qualifications.

4. Work history.

5. Companies where the candidate currently holds the position of Member of the Board of Directors and other management titles.

6. Evaluation report on the candidate's contribution to the Company, in case such candidate is currently a Member of the Board of Directors of the Company.

7. Interests related to the Company (if any).

8. Full name of the shareholder or group of shareholders nominating such candidate (if any).

9. Other information (if any).

Article 29. Election, removal, and dismissal of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among the Members of the Board of Directors.

2. The Chairman of the Board of Directors shall not concurrently serve as the General Director.

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

a. To implement resolutions of the GMS and the Board of Directors, and business and investment plans of the Company passed by the GMS and the Board of Directors;

b. To decide on issues that do not require approval by the GMS or the Board of Directors. To decide on the signing, execution, amendment, and supplementation of contracts and agreements to which the Company is a party, except for cases requiring approval by the GMS or the Board of Directors;

c. To appoint or dismiss the person authorized by the Company to act as the Company's lawyer;

d. To establish the program and activity plan of the Board of Directors; to prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors; to organize the passage of resolutions and decisions of the Board of Directors; to supervise the organization and implementation of resolutions and decisions of the Board of Directors;

e. To chair the GMS meeting;

f. To ensure that the Board of Directors sends the annual financial statements, Company activity reports, audit reports, and inspection reports of the Board of Directors to shareholders at the GMS meeting;

g. To perform other tasks outside the scope of authority of the GMS and the Board of Directors;

h. Other rights and obligations as prescribed by law, this Charter, the Internal Regulations on Corporate Governance, other internal regulations of the Company, and resolutions of the GMS and the Board of Directors.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receiving the resignation letter or the dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors according to the principles prescribed in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, flees from their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors according to the principle that the majority of the remaining members agree until a new decision is made by the Board of Directors.

Article 30. Remuneration and other benefits of Members of the Board of Directors

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the tasks of a Member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the GMS at the annual meeting.

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

4. A Member of the Board of Directors holding an executive position or a Member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks that, according to the Board of Directors, are outside the scope of normal duties of a Member of the Board of Directors, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, food, accommodation, and other reasonable expenses that they have had to pay when

performing their responsibilities as a Member of the Board of Directors, including expenses incurred in attending GMS meetings, Board of Directors meetings, or meetings of sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance by the Company after approval by the GMS. This insurance does not include insurance for the responsibilities of Members of the Board of Directors related to violations of the law and the Company Charter.

7. Members of the Board of Directors have the obligation to report promptly and fully to the Board of Directors the remuneration received from subsidiaries, affiliated companies, and other organizations.

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 31. Cases for convening meetings of the Board of Directors

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

a. Upon the request of an independent Member of the Board of Directors;

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

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

d. Other cases as prescribed by the Company Charter.

2. The request must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

Article 32. Notification of Board of Directors meetings

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

2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving the request as prescribed in Article 31 of This Charter. In case of failure to convene a meeting of the Board of Directors upon request, the Chairman of the Board of Directors shall be responsible for damages incurred to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

3. The meeting notice of the Board of Directors must be sent to Members of the Board of Directors at least three (03) working days before the meeting date. A Member of the Board of Directors may refuse the meeting notice in writing; this refusal may be changed or canceled in writing by that Member of the Board of Directors. The meeting notice of the Board of Directors must be made in writing in Vietnamese and must fully notify the time, location, program, content of issues to be discussed, accompanied by necessary documents regarding issues to be discussed and voted on at the meeting, and the member's voting ballot.

4. The meeting notice shall be sent by mail, fax, email, or other means, but must ensure it reaches the contact address of each Member of the Board of Directors registered with the Company.

Article 33. Conditions for holding Board of Directors meetings

1. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of Members of the Board of Directors are present in person or through a representative (authorized person) if approved by the majority of Members of the Board of Directors.

2. In case the number of members present is insufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the intended date of the first meeting. The second convened meeting shall be conducted if more than half (1/2) of the Members of the Board of Directors are present.

Article 34. Voting method

1. A Member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote if approved by the majority of Members of the Board of Directors;

c. Attending and voting through an online conference, electronic voting, or other electronic forms;

d. Sending a voting ballot to the meeting via mail, fax, or email;

e. Sending a voting ballot by other means as prescribed in the Company Charter.

2. Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which they or their affiliated persons have interests that conflict or may conflict with the interests of the Company. Members of the Board of Directors shall not be counted in the minimum quorum of members present to hold a meeting of the Board of Directors regarding decisions on which they do not have the right to vote.

Article 35. Method of passing resolutions of the Board of Directors

1. The Board of Directors passes decisions and issues resolutions based on the approval of the majority of Members of the Board of Directors present at the meeting. In case the number of votes for and against is equal, the vote of the Chairman of the Board of Directors shall be the casting vote.

2. A resolution in the form of written opinion collection is passed based on the approval of the majority of Members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

Article 36. Minutes of Board of Directors meetings

1. Minutes of Board of Directors meetings must be recorded fully and honestly. The Board of Directors may request a Member of the Board of Directors or another person to act as secretary to record the meeting minutes.

2. In case the chair or the minute-taker refuses to sign the meeting minutes, but if all other Members of the Board of Directors attending and agreeing to pass the meeting minutes sign and the minutes contain full content as prescribed, then such minutes shall be valid. The meeting minutes shall clearly state the refusal of the chair or the minute-taker to sign. The person signing the meeting minutes shall be jointly responsible for the accuracy and honesty of the content of the Board of Directors meeting minutes. The chair and the minute-taker shall be personally responsible for damages incurred to the enterprise due to refusing to sign the meeting minutes as prescribed by the Law on Enterprises, the Company Charter, and relevant laws.

3. The chair, the minute-taker, and those signing the minutes must be responsible for the honesty and accuracy of the content of the Board of Directors meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meeting must be kept at the Company's headquarters.

5. Minutes made in Vietnamese and in a foreign language have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall apply.

Article 37. Notification of Board of Directors resolutions

Resolutions of the Board of Directors must be notified to relevant parties as prescribed by the Company Charter.

Article 38. Board of Directors meetings via telephone or other forms.

1. A meeting of the Board of Directors may be organized in the form of a discussion among Members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:

a. Hear each other Member of the Board of Directors participating in the meeting speak;

b. If desired, speak to all other participating members simultaneously.

- The exchange between members can be carried out directly via telephone or by other means of communication (including the use of this means at the time of passing the Charter or later) or a combination of all these methods. According to this provision, a Member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting organized according to this provision is the location where the largest group of Members of the Board of Directors gathers or, if there is no such group, the location where the meeting chair is present;

- Decisions passed in a meeting via telephone organized and conducted properly shall be effective immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes of all Members of the Board of Directors participating in this meeting.

2. Written resolution: A written resolution must be signed by all of the following Members of the Board of Directors:

a. Members with voting rights on the resolution at the Board of Directors meeting, to conduct the Board of Directors meeting;

b. The number of members present is not lower than the minimum number of members as prescribed.

This type of resolution has the same effect and validity as a resolution passed by Members of the Board of Directors at a meeting convened and organized in the usual manner. A resolution may be passed using multiple copies of the same document if each copy has at least one signature of a member.

CHAPTER V. SUB-COMMITTEES UNDER THE BOARD OF DIRECTORS

Article 39. Sub-committees under the Board of Directors

1. Except for the case of the Audit Committee specifically prescribed in Article 42, Chapter VI below, the Board of Directors may establish a number of additional sub-committees under the Board of Directors in charge of issues as follows:

a. Development Strategy Sub-committee;

b. Risk Management Sub-committee;

c. Personnel and Remuneration Sub-committee.

2. The number of members of a sub-committee shall be decided by the Board of Directors. In the case of the Audit Committee, the number of members is prescribed in Article 42, Chapter VI of This Charter.

a. The Board of Directors specifies in detail the responsibilities of each sub-committee, the responsibilities of members of the sub-committee, or the responsibilities of independent members appointed to be in charge of these sub-committees.

b. The operations of a sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee is only valid when the majority of members attending and voting to pass it at the sub-committee meeting are Members of the Board of Directors.

Article 40. Operating principles of sub-committees

The implementation of decisions of the Board of Directors, or of a sub-committee under the Board of Directors, or of a person with the status of a member of a Board of Directors sub-committee must comply with current legal provisions, the provisions of the Company Charter, and the Regulations on the operation of the sub-committee.

CHAPTER VI. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 41. Standards for members of the Audit Committee

1. The Audit Committee has 02 (two) or more members. The Chairman of the Audit Committee must be an independent Member of the Board of Directors. Other members of the Audit Committee must be non-executive Members of the Board of Directors.

2. Members of the Audit Committee must have knowledge of accounting and auditing, have general understanding of the law and operations of the Company, and 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 auditing organization approved to audit the Company's financial statements in the 03 years immediately preceding.

3. The Chairman of the Audit Committee must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, or business administration, except in special cases.

Article 42. Candidacy and nomination for the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not managers of the Company.

2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be passed by the Board of Directors at a Board of Directors meeting.

Article 43. Rights and obligations of the Audit Committee

The Audit Committee has rights and obligations as prescribed by law, the Company Charter, and the following rights and obligations:

1. To have the right to access documents related to the Company's operational situation, to exchange with other Members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information serving the activities of the Audit Committee.

2. To have the right to request representatives of the approved auditing organization to attend and answer issues related to the audited financial statements at meetings of the Audit Committee; to monitor and evaluate the independence and objectivity of the auditing company and the effectiveness of the audit process, especially in cases where the company uses non-audit services from the auditor.

3. To use legal, accounting, or other external consulting services when necessary; to propose an independent auditing company, remuneration levels, and related terms in the contract with the auditing company for the Board of Directors to pass before submitting to the annual GMS for approval.

4. To review the internal control and risk management system; to develop and

submit to the Board of Directors policies for risk detection and management; to propose to the Board of Directors solutions to handle risks arising in the Company's operations.

5. To prepare written reports to the Board of Directors when discovering that Members of the Board of Directors, the General Director, and other managers do not fully perform their responsibilities as prescribed by the Law on Enterprises and the Company Charter.

6. To develop the Regulations on the operation of the Audit Committee and submit them to the Board of Directors for approval.

7. To supervise the honesty of the Company's financial statements and official announcements related to the Company's financial results.

8. To review transactions with affiliated persons falling under the approval authority of the Board of Directors or the GMS and make recommendations on transactions requiring approval by the Board of Directors or the GMS.

9. To supervise the Company's internal audit department.

10. To supervise to ensure that the Company complies with legal provisions, requirements of regulatory agencies, and other internal regulations of the Company.

Article 44. Regulations on the operation of the Audit Committee

The Audit Committee is responsible for drafting the Regulations on the operation of the Audit Committee, including detailed provisions on meeting activities, reporting duties and responsibilities, and other issues to submit to the Board of Directors for approval according to the template guided by the Minister of Finance on the Regulations on the operation of the Audit Committee.

CHAPTER VII. COMPANY MANAGERS

Article 45. Standards for Company managers

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

2. Company managers must have a sense of diligence to support the Company in achieving the set goals in operations and organization.

Article 46. General Director

1. The Board of Directors appoints one (01) Member of the Board of Directors or another person as the General Director; signs a contract specifying remuneration, salary, and other benefits. The remuneration, salary, and other benefits of the General

Director must be reported at the annual GMS, presented as a separate item in the annual financial statements, and stated in the Company's annual report.

2. The term of the General Director shall not exceed five (05) years and may be re-appointed. The appointment may expire based on the provisions of the labor contract. The General Director shall not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the Company Charter.

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

a. To decide on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors or the Chairman of the Board of Directors;

b. To decide on contents, sign contracts, and agreements within the scope of authorization of the Chairman of the Board of Directors and the Company's Corporate Governance Regulations;

c. To organize the implementation of resolutions and decisions of the Board of Directors and directions of the Chairman of the Board of Directors;

d. By October 31 of each year at the latest, to reach an agreement with the Chairman of the Board of Directors and submit to the Board of Directors for approval the detailed business plan for the next fiscal year based on meeting the requirements of the appropriate budget as well as the five (05)-year financial plan;

e. To prepare long-term, annual, and quarterly estimates of the Company (hereinafter referred to as estimates) serving the long-term, annual, and quarterly management of the Company according to the business plan. The annual estimate (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information prescribed in the Company's regulations;

f. To organize the implementation of the Company's business plan and investment plan;

g. To propose plans for organizational structure and internal management regulations of the Company;

h. To propose the number and Company managers that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and to propose remuneration, salary, and other benefits for such managers for the Board of Directors to decide;

i. To appoint, dismiss, and remove management titles in the Company, except for titles under the authority of the Board of Directors or under the decision-making authority of the Chairman of the Board of Directors;

j. To decide on the number of employees, the appointment, dismissal, salary, allowances, benefits, and other terms related to their labor contracts within the scope of the personnel plan and budget plan approved by the Board of Directors;

k. To recruit employees;

l. To propose plans for dividend payment or handling of business losses;

m. To propose measures to improve the Company's operations and management;

n. To perform other tasks, at each time, as authorized by the Chairman of the Board of Directors;

o. Other rights and obligations as prescribed by law, this Charter, the Internal Regulations on Corporate Governance, other internal regulations of the Company, and resolutions of the GMS and the Board of Directors.

4. The General Director is responsible to the Board of Directors and the GMS for the performance of assigned tasks and powers and must report to these bodies when requested.

5. The Board of Directors may dismiss the General Director when the majority of Members of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director as a replacement.

Article 47. Appointment of other Company managers

Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other managers with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors.

Article 48. Execution of employment contracts with corporate executives

The Company shall enter into employment contracts with corporate executives in accordance with the provisions of labor laws and the Company's Charter.

Article 49. Cases for dismissal of corporate executives

Corporate executives shall be dismissed in cases as prescribed by the Company's Charter and the signed employment contracts.

Article 50. Notification of appointment and dismissal of corporate executives

Notification of the appointment and dismissal of corporate executives shall be made in accordance with the Company's Charter and securities laws.

CHAPTER VIII. COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE, AND THE GENERAL DIRECTOR

Article 51. Coordination between the Board of Directors and the Audit Committee

1. Responsibilities of the Board of Directors in coordination with the Audit Committee

a. Meeting notices and accompanying documents shall be sent to members of the Audit Committee at the same time as they are sent to members of the Board of Directors;

b. Resolutions of the Board of Directors shall be sent to the Audit Committee (simultaneously with the time they are sent to the General Director) within the time limit prescribed in these Regulations and the Company's Charter;

c. When the Audit Committee proposes the selection of an independent auditor, the Board of Directors shall respond to the opinion in accordance with these Regulations and the Company's Charter;

d. Other matters requiring the opinion of the Audit Committee shall be sent within the prescribed time limit, and the Audit Committee shall be responsible for responding in accordance with these Regulations and the Company's Charter.

2. Responsibilities of the Audit Committee in coordination with the Board of Directors

a. Regularly notify the Board of Directors of operational results, and consult the Board of Directors before submitting reports, conclusions, and recommendations to the GMS;

b. During meetings of the Audit Committee, the Audit Committee has the right to request members of the Board of Directors (simultaneously requesting the General Director, members of the internal audit (if any), and independent auditors) to attend and respond to issues of concern to members of the Audit Committee;

c. Periodic and extraordinary inspections by the Audit Committee must have written conclusions (no later than 15 working days from the date of completion) sent to the Board of Directors to provide additional grounds to assist the Board of Directors in the Company's management. Depending on the level and results of the above inspection, the Audit Committee needs to discuss and reach a consensus with the Board of Directors and the General Director before reporting to the GMS. In case of disagreement, the right to reserve opinions recorded in the minutes is granted, and the Chairperson of the Audit Committee is responsible for reporting to the nearest GMS;

d. In case the Audit Committee discovers acts of violation of the law or the Company's Charter by members of the Board of Directors, the Audit Committee shall notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take remedial measures, and at the same time, the Audit Committee is responsible for reporting to the GMS and reporting and disclosing information in accordance with current laws;

e. Regarding recommendations related to the Company's operations and financial situation, the Audit Committee must send documents and related materials at least 15 working days before the intended date of receiving a response;

f. Other matters requiring the opinion of the Board of Directors must be sent at least 7 working days in advance, and the Board of Directors will respond within 7 working days.

Article 52. Coordination between the Board of Directors and the General Director

1. Regarding the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director about coordination and resource utilization within a reasonable time limit as prescribed in the Company's Charter.

2. In urgent cases, the Board of Directors has the right to request the General Director and other executive officers in the Company to provide information about the Company's operations. The Board of Directors must not use information that has not been permitted for disclosure or disclose it to others to perform related transactions.

3. Matters under the authority of the Board of Directors for approval according to the provisions of law and the Company's Charter that are proposed by the General Director must be responded to by the Board of Directors within the time limit prescribed by the Company's Charter.

4. The Board of Directors shall decide on rewards or discipline regarding the completion or non-completion of the implementation of resolutions and other authorized matters of the Board of Directors towards the General Director.

Article 53. Coordination between the Audit Committee and the General Director

The Audit Committee has the function of inspection and supervision.

1. During meetings of the Audit Committee, the Audit Committee has the right to request the General Director (simultaneously requesting members of the Board of Directors, members of the internal audit (if any), and independent auditors) to attend and respond to issues of concern to members of the Audit Committee.

2. Periodic and extraordinary inspections by the Audit Committee must have written conclusions (no later than 15 working days from the date of completion) sent to the General Director to provide additional grounds to assist the General Director in the Company's management. Depending on the level and results of the above inspection, the Audit Committee needs to discuss and reach a consensus with the General Director before reporting to the GMS. In case of disagreement, the right to reserve opinions recorded in the minutes is granted, and the Chairperson of the Audit Committee is responsible for reporting to the nearest GMS.

3. In case the Audit Committee discovers acts of violation of the law or the Company's Charter by the General Director, the Audit Committee shall notify the General Director in writing within 48 hours, requesting the person committing the violation to cease the violation and take remedial measures, and at the same time, the Audit Committee is responsible for reporting to the GMS and disclosing information in accordance with current laws.

4. Members of the Audit Committee have the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the Head Office or the place where records are stored.

5. Regarding information and documents on management, business operations, business situation reports, and financial statements, written requests from the Audit Committee must be sent to the Company at least 48 hours in advance. The Audit Committee must not use information that has not been permitted for disclosure or disclose it to others to perform related transactions.

6. Other matters requiring the opinion of the General Director: must be sent at least 07 (seven) working days in advance, and the General Director will respond within 07 (seven) working days.

Article 54. Coordination between the General Director and the Board of Directors

1. The General Director is the person representing the operation of the Company's activities, ensuring the Company operates continuously and effectively.

2. The General Director is responsible to the GMS and the Board of Directors for the performance of assigned duties and powers and must report to these bodies when requested.

3. When there are proposals for measures to improve the Company's operations and management, the General Director shall send them to the Board of Directors as soon as possible but no less than 07 days before the date such content needs to be decided.

4. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and management officers.

5. Other matters requiring the opinion of the Board of Directors must be sent at least 07 (seven) working days in advance, and the Board of Directors will respond within 07 (seven) working days.

Article 55. Access to information

1. Regarding access to the Company's information and documents, the Audit Committee has the obligation to state the reason in the written request for provision and keep absolute confidentiality of information collected during the process of supervising the Company's operations. Disclosure of this information is only permitted when requested by a competent authority but must be notified to the Board of Directors before provision or in other cases as prescribed by law.

2. This information and documents include:

a. Meeting notices and related documents, voting ballots of members of the Board of Directors;

b. Minutes and Resolutions of the Board of Directors;

c. Reports of the General Director;

d. Information and documents on management and financial statements;

e. Reports evaluating the management work of the Board of Directors;

f. Other related documents.

CHAPTER IX. CORPORATE GOVERNANCE OFFICER

Article 56. Standards for the Corporate Governance Officer

The Corporate Governance Officer must meet the following standards:

1. Have knowledge of the law.

2. Must not simultaneously work for an independent audit firm currently auditing the Company's financial statements.

3. Other standards as prescribed by law, the Company's Charter, and decisions of the Board of Directors.

Article 57. Rights and obligations of the Corporate Governance Officer

1. Advise the Board of Directors on organizing GMS meetings in accordance with regulations and related work between the Company and shareholders.

2. Prepare meetings of the Board of Directors and the GMS at the request of the Board of Directors (including requests from the Audit Committee).

3. Advise on meeting procedures.

4. Attend meetings.

5. Advise on procedures for drafting resolutions of the Board of Directors in accordance with the provisions of law.

6. Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Internal Audit Committee.

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

8. Keep information confidential in accordance with the provisions of law and the Company's Charter.

9. Other rights and obligations as prescribed by law and the Company's Charter.

Article 58. Appointment of the Corporate Governance Officer

The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective conduct of corporate governance activities. The term of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years, and may be reappointed.

Article 59. Cases for dismissal of the Corporate Governance Officer

The Board of Directors may dismiss the Corporate Governance Officer when necessary but not contrary to current labor laws. The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.

Article 60. Notification of appointment and dismissal of the Corporate Governance Officer

Notification of the appointment and dismissal of the Corporate Governance Officer shall be made in accordance with the Company's Charter and securities laws.

CHAPTER X. PREVENTION OF CONFLICTS OF INTEREST

Article 61. Duty of care

Members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives have the responsibility to perform their duties, including duties in the capacity of members of committees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 62. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives must disclose related interests in accordance with Article 159 of the Law on Enterprises and other legal provisions.

2. Members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives are not permitted to use business opportunities that may bring benefits to the Company for personal purposes; at the same time, they must not use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives have the obligation to notify the Board of Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic entities, transactions, or other individuals.

4. Except where the GMS decides otherwise, the Company shall not grant loans or guarantees to members of the Board of Directors, members of committees under the Board of Directors, the General Director, other executives, and individuals and organizations related to the aforementioned members or legal entities in which these persons have financial interests, except in cases where the public company and the organization related to this member are companies in the same group or companies operating in a group of companies, including parent-subsidiary companies, economic groups, and specialized laws that provide otherwise.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, members of committees under the Board of Directors, the General Director, other executives, and individuals and organizations related to them or the company, partner, association, or organization in which members of the Board of Directors, members of committees under the Board of Directors, the General Director,

other executives, or their related persons are members, or have related financial interests shall not be invalidated in the following cases:

a. For contracts with a value less than or equal to thirty-five percent (35%) of the total asset value recorded in the most recent financial statement, important contents of the contract or transaction as well as relationships and interests of members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has permitted the implementation of such contract or transaction honestly by a majority vote of members of the Board of Directors who have no related interests;

b. For contracts with a value greater than thirty-five percent (35%) of the total asset value recorded in the most recent financial statement, important contents of this contract or transaction as well as relationships and interests of members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives have been disclosed to shareholders who have no related interests and have the right to vote on that matter, and those shareholders have approved this contract or transaction;

c. Such contract or transaction is deemed fair and reasonable in all respects related to the Company's shareholders by an independent consulting organization at the time the transaction or contract is approved by the Board of Directors or the GMS.

Members of the Board of Directors, members of committees under the Board of Directors, the General Director, other executives, and organizations and individuals related to the aforementioned members must not use information that has not been permitted for disclosure by the Company or disclose it to others to perform related transactions.

Article 63. Responsibility for damages and compensation

1. Members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives who violate the duty and responsibility of honesty and care, and fail to fulfill their obligations with diligence and professional competence must be responsible for damages caused by their violations.

2. The Company shall compensate persons who have been, are, or may become a related party in complaints, lawsuits, and prosecutions (including civil and administrative cases and not including lawsuits where the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of committees under the Board of Directors, the General Director, another executive, an employee, or an authorized representative of the Company, or that person has been or is acting at the request of the Company in the capacity of a member of the Board of Directors, a corporate executive, an employee, or an authorized representative of the Company, provided that such person has acted honestly, carefully, and diligently for the benefit or not in conflict with the interests of the Company, on the basis of compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.

3. When performing functions, duties, or executing tasks under the Company's authorization, members of the Board of Directors, members of committees under the Board of Directors, other executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a related party in complaints, lawsuits, and prosecutions (except for lawsuits where the Company is the plaintiff) in the following cases:

a. Have acted honestly, carefully, and diligently for the benefit and not in conflict with the interests of the Company;

b. Complied with the law and there is no evidence confirming that they failed to perform their responsibilities.

4. Compensation costs include incurred expenses (including legal fees), judgment costs, fines, and amounts payable that are incurred in reality or considered reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation responsibilities.

CHAPTER XI. AMENDMENT OF INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Article 64. Amendment of Internal Regulations on Corporate Governance

1. The amendment, supplementation, or replacement of these Regulations shall be submitted to the GMS for approval and issued by the Board of Directors.

2. In case provisions of the law related to the Company's operations are not mentioned in these Regulations or in case there are new provisions of the law different from the terms in these Regulations, those provisions of the law shall naturally be applied and regulate the Company's operations.

CHAPTER XII. EFFECTIVE DATE

Article 65. Effective date

1. These Regulations consist of 12 Chapters and 65 Articles, approved by the GMS on June 19, 2026.

2. These Regulations are the unique and official Regulations of the Company.

3. Copies or extracts of the Corporate Governance Regulations must be signed by the Chairperson of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors to be valid./.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

(Signed)

Phan Tan Dat

TABLE OF CONTENTS

REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 01, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;

Pursuant to the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

Decree No. 245/2025/NĐ-CP is the Government's Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020.

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance, guiding a number of articles on corporate governance applicable to public companies under the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Resolution No. 02/NQ-ĐHĐCĐ dated June 19, 2026, of the 2026 Annual General Meeting of Shareholders;

Pursuant to the Charter of Binh Duong Mineral and Construction Joint Stock Company,

The Board of Directors hereby issues the Regulations on Operation of the Board of Directors of Binh Duong Mineral and Construction Joint Stock Company, including the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of adjustment and subjects of application

1. Scope of adjustment: The Regulations on Operation of the Board of Directors regulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the provisions of the Law on Enterprises, the Company's Charter, and other relevant legal provisions.

2. Subjects of application: This Charter applies to the Board of Directors and members of the Board of Directors.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on the principle of collective decision-making. Members of the Board of Directors are personally responsible for their assigned tasks and collectively responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors assigns the General Director the responsibility to organize and execute the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Exercise the powers and responsibilities as prescribed in Chapter II of this Charter.

3. Implement the resolutions and decisions of the Board of Directors and accept the assignments and responsibilities of the Chairman of the Board of Directors, and be personally responsible to the Board of Directors for their work results.

4. Participate in discussions and voting on issues at meetings of the Board of Directors. Participate in discussions and voting on issues at meetings of committees under the Board of Directors if assigned as a member of such committees.

5. Request other members of the Board of Directors or require the Board of General Directors, departments, divisions, units, or subsidiaries of the Company to provide information and documents related to their duties.

6. Have the responsibility to monitor and evaluate the Company's operations to develop the Company's development strategy.

Members of the Board of Directors have obligations as prescribed in the Company's Charter and the following obligations:

a. Perform their duties honestly and prudently in the best interests of the shareholders and the Company;

b. Attend all meetings of the Board of Directors and provide opinions on issues discussed;

c. Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associate companies, and other organizations;

d. Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies controlled by the Company with over 35% of charter capital and the member of the Board of Directors and their related persons; transactions between the Company and a company in which the member of the Board of Directors is a founding member or a manager within the last 03 years prior to the transaction;

e. Disclose information when trading the Company's shares in accordance with the law.

7. Each independent member of the Board of Directors must prepare an evaluation report on the operations of the Board of Directors.

Article 4. Right to be provided with information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.

2. The requested manager must provide information and documents promptly, fully, and accurately as requested by the member of the Board of Directors. The order and procedures for requesting and providing information are prescribed by the Company's Charter.

Article 5. Term and number of members of the Board of Directors

1. The Board of Directors has 06 (six) members, including 02 (two) independent members of the Board of Directors.

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

3. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new

members are elected to replace them and take over the work, unless otherwise provided by the Company's Charter.

4. The Company's Charter specifies the number, rights, obligations, and methods of organization and coordination of activities of independent members of the Board of Directors.

Article 6. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:

a. Not fall into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b. Have professional qualifications and experience in business administration or in the Company's business field, industry, or trade, and do not necessarily have to be a shareholder of the Company, unless otherwise provided by the Company's Charter;

c. A member of the Board of Directors of the Company may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies;

d. Other standards and conditions as per the Company's Charter.

2. An independent member of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a. Not be a person currently working for the Company, its parent company, or its subsidiary; not be a person who has worked for the Company, its parent company, or its subsidiary for at least the 03 preceding consecutive years;

b. Not be a person receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to receive as prescribed;

c. Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological older brother, biological older sister, or biological younger sibling is a major shareholder of the Company; is a manager of the Company or its subsidiary;

d. Not be a person directly or indirectly owning at least 01% of the total voting shares of the Company;

e. Not be a person who has been a member of the Board of Directors of the Company for at least the 05 preceding consecutive years, except in the case of being appointed for 02 consecutive terms;

f. Other standards and conditions as per the Company's Charter.

3. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

Article 7. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors works on a full-time basis and is generally responsible for organizing the operations of the Board of Directors. The Chairman of the Board of Directors plays a leading role in the activities of the Board of Directors.

3. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of General Director.

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

a. Implement the resolutions of the General Meeting of Shareholders and the Board of Directors, and the Company's business and investment plans approved by the General Meeting of Shareholders and the Board of Directors;

b. Decide on matters that do not require approval by the General Meeting of Shareholders or the Board of Directors. Decide on the signing, implementation, amendment, and supplementation of contracts and agreements to which the Company is a party, except for cases that must be approved by the General Meeting of Shareholders or the Board of Directors;

c. Appoint and dismiss the person authorized by the Company to act as the

Company's Lawyer;

d. Prepare the program and plan of activities of the Board of Directors; Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors; Organize the approval of resolutions and decisions of the Board of Directors; Supervise the implementation of resolutions and decisions of the Board of Directors;

e. Chair meetings of the General Meeting of Shareholders;

f. Ensure that the Board of Directors sends the annual financial statements, the Company's operation report, the audit report, and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders;

g. Perform other tasks outside the scope of authority of the General Meeting of Shareholders and the Board of Directors;

h. Other rights and obligations as prescribed by law, this Charter, Internal Corporate Governance Regulations, the Company's internal regulations, and resolutions of the General Meeting of Shareholders and the Board of Directors.

5. In case the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receiving the resignation or removal. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company's Charter. In case there is no authorized person, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors based on the principle of majority consent of the remaining members until a new decision is made by the Board of Directors.

6. When deemed necessary, the Board of Directors shall decide to appoint a company secretary. The company secretary has the following rights and obligations:

a. Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b. Assist members of the Board of Directors in exercising their assigned rights and obligations;

c. Assist the Board of Directors in applying and implementing corporate governance principles;

d. Assist the Company in building shareholder relations and protecting the legal rights and interests of shareholders; compliance with obligations to provide information, disclose information, and administrative procedures;

e. Other rights and obligations as prescribed in the Company's Charter.

Article 8. Dismissal, removal, replacement, and supplementation of members of the Board of Directors

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

a. Does not meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;

b. Has submitted a resignation letter and it has been accepted;

c. Other cases as prescribed in the Company's Charter.

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

a. Does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b. Other cases as prescribed in the Company's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b. The number of independent members of the Board of Directors decreases, failing to ensure the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;

c. Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 9. Methods of electing, dismissing, and removing members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates to the Board of Directors. The nomination of candidates to the Board of Directors shall be carried out as follows:

a. Common shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause have the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

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

3. Voting to elect members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company's Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made based on the criteria of the election regulations or the Company's Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders based on the principle of voting.

Article 10. Notification of election, dismissal, and removal of members of the Board of Directors

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

a. Full name, date of birth;

b. Professional qualifications;

c. Work history;

d. Other management positions (including Board of Directors positions at other companies);

e. Interests related to the Company and the Company's related parties;

f. Other information (if any) as prescribed in the Company's Charter;

g. Public companies must be responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. Notification of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations guiding information disclosure.

Article 11. Sub-committees assisting the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of the sub-committee shall be decided by the Board of Directors, including members of the Board of Directors and external members. Independent members of the Board of Directors / non-executive members of the Board

of Directors should account for the majority in the Committee, and one of these members shall be appointed as the Chairman of the Committee according to the decision of the Board of Directors. The activities of the Committee must comply with the regulations of the Board of Directors. Resolutions of the Committee are only effective when a majority of members attend and vote in favor at the Committee meeting.

2. The implementation of decisions of the Board of Directors or of the sub-committees under the Board of Directors must be in accordance with current legal regulations and the provisions of the Company's Charter and Internal Corporate Governance Regulations.

Chapter III

BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

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

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

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

b. Recommend the types of shares and the total number of shares authorized to be offered for each type;

c. Decide on the sale of unsold shares within the scope of shares authorized to be offered for each type; decide on raising additional capital in other forms; Propose the issuance of convertible bonds and bonds with warrants;

d. Decide on the selling price of the Company's shares and bonds;

e. Decide on share buybacks as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f. Decide on investment plans and investment projects within the authority and limits prescribed by law;

g. Decide on solutions for market development, marketing, and technology; Establish branches or representative offices of the Company; Establish subsidiaries of the Company;

h. Within the scope of authority of the Board of Directors under the Law on Enterprises and the Company's Charter, the Board of Directors decides on the implementation, amendment, and cancellation of the Company's contracts; decide on the approval of purchase, sale, borrowing, lending, and other contracts and transactions valued at 50% or less of the total asset value recorded in the Company's most recent financial statements; and other contracts and transactions within the scope of authority of the General Meeting of Shareholders, except for cases that must be approved/passed by the General Meeting of Shareholders as follows:

- Contracts and transactions specified in Point i, Clause 1, Article 16 of the Company's Charter;

- Contracts and transactions specified in Point k, Clause 1, Article 16 of the Company's Charter;

- Contracts and transactions for borrowing, lending, or selling assets valued at more than 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder.

i. Approve purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in Point m, Clause 2, Article 16 of the Company's Charter and Clause 1, Clause 3, Article 167 of the Law on Enterprises;

j. Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the Director or General Director and other important managers as prescribed by the Company's Charter; decide on the salary, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders at other companies, and decide on the remuneration and other benefits of such persons;

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

l. Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution or share purchase in other enterprises;

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

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

o. Recommend the dividend payout level; decide on the time limit and procedures for dividend payment or handling losses incurred during business operations;

p. Execute dividend payments to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders;

q. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director (Director), Person in charge of corporate governance, and other managers of the Company;

r. Recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;

s. Decide on the issuance of the Regulations on Operation of the Board of Directors and Internal Corporate Governance Regulations after being approved by the General Meeting of Shareholders; decide on the issuance of the Regulations on Operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

t. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.

3. The Board of Directors passes resolutions and decisions by voting at meetings, collecting written opinions, or other forms prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of the law, the resolution of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who voted in favor of passing such resolution or decision shall be jointly and personally responsible for such resolution or decision and must compensate the Company for the damage; members who opposed the passing of the aforementioned resolution or decision shall be exempted from responsibility. In this case, shareholders of the Company have the

right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision.

5. The Board of Directors must report the results of the Board of Directors' operations to the General Meeting of Shareholders in accordance with Article 280 of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

Article 13. Duties and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors approves contracts and transactions valued at less than 35% or transactions leading to a total transaction value arising within 12 (twelve) months from the date of the first transaction valued at less than 35% of the total asset value recorded in the most recent financial statements or another smaller ratio or value as prescribed in the Company's Charter between the Company and one of the following subjects:

a. Members of the Board of Directors, General Director, other managers, and related persons of these subjects;

b. Shareholders, authorized representatives of shareholders owning over 10% of the total common shares of the Company and their related persons;

c. Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The person representing the Company to sign contracts or transactions must notify the Board of Directors about the related subjects for such contracts or transactions and attach the draft contract or the main content of the transaction. The Board of Directors decides on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Company's Charter provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

Article 14. Responsibility of the Board of Directors in convening extraordinary General Meetings of Shareholders

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

a. The Board of Directors deems it necessary for the interests of the Company;

b. The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;

c. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the related shareholders, or the request document may be made in multiple copies and collected with sufficient signatures of the related shareholders;

d. Other cases as prescribed by law and the Company's Charter.

2. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or independent members of the Board of Directors is less than the minimum number of members as prescribed in the Company's Charter or upon receiving the request specified in Point c and Point d, Clause 1 of this Article;

b. In case the Board of Directors does not convene a General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article, then within the next 30 days, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of this Law have the right to represent the company to convene a General Meeting of Shareholders in accordance with this Law. Reasonable expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the company.

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

a. Prepare a list of shareholders entitled to attend the meeting;

b. Provide information and resolve complaints related to the shareholder list;

c. Prepare the program and content of the meeting;

d. Prepare documents for the meeting;

e. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of electing members of the Board of Directors;

f. Determine the time and location of the meeting;

g. Send meeting invitations to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h. Other tasks serving the meeting.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and presided over by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

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

3. The Chairman of the Board of Directors convenes meetings of the Board of Directors in the following cases:

a. At the request of an independent member of the Board of Directors;

b. At the request of the General Director or at least 05 other managers;

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

d. Other cases as prescribed by the Company's Charter.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for the damages incurred to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

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

The meeting invitation for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company's Charter and must ensure it reaches the contact address of each member of the Board of Directors registered at the Company.

7. A meeting of the Board of Directors is conducted when 3/4 or more of the total number of members attend. In case the meeting convened in accordance with this Clause does not have enough members to attend as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend.

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

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;

c. Attending and voting through an online conference, electronic voting, or other electronic forms;

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

e. Sending voting ballots by other means as prescribed in the Company's Charter.

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

10. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.

11. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members attending the meeting; in case of an equal number of votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 16. Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, filmed, and stored in other electronic forms. The minutes must be prepared

in Vietnamese and may be prepared in a foreign language, including the following main contents:

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

b. Time and location of the meeting;

c. Purpose, program, and content of the meeting;

d. Full name of each member attending or authorized person attending and the method of attendance; full name of members not attending and the reason;

e. Issues discussed and voted on at the meeting;

f. Summary of opinions of each member attending in the order of the meeting's proceedings;

g. Voting results, clearly stating the members who voted in favor, against, and abstained;

h. Issues passed and the corresponding voting ratio;

i. Full name and signature of the chair and the minute taker, except for cases prescribed in Clause 2 of this Article.

2. In case the chair or the minute taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to pass the meeting minutes sign and have full content as prescribed in Points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, the minutes shall be effective. The meeting minutes shall clearly state the refusal of the chair or the minute taker to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the minutes of the meeting of the Board of Directors. The chair and the minute taker shall be personally responsible for damages incurred to the enterprise due to refusing to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

3. The chair, the minute taker, and those signing the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.

4. The minutes of the Board of Directors' meetings and documents used in the meetings shall be kept at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Annual reporting

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:

a. The Company's business performance report;

b. Financial statements;

c. Report on the assessment of the Company's management and administration.

Article 18. Remuneration, bonuses, and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration for each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, 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. A member of the Board of Directors holding an executive position or a member of the Board of Directors working on subcommittees of the Board of Directors or performing other tasks outside the scope of the normal duties of a Board member may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities of members of the Board of Directors related to violations of the law and the Charter.

7. Members of the Board of Directors have the obligation to report promptly and fully to the Board of Directors on remuneration received from subsidiaries, affiliated companies, and other organizations.

Article 19. Disclosure of related interests

Unless the Company's Charter provides otherwise more strictly, the disclosure of interests and related persons of the Company shall be implemented in accordance with the following regulations:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a. Name, enterprise identification number, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b. Name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons jointly or individually own capital contributions or shares of over 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 (seven) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors acting in their own name or on behalf of others to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative one; members of the Board of Directors are responsible for informing each other of relevant issues during the process of handling assigned tasks.

2. In the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are still differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting or solicit opinions from members of the Board of Directors in accordance with the law, the Company's Charter, and This Charter.

3. In case of reassignment among members of the Board of Directors, the members of the Board of Directors must hand over related work, files, and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 21. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a cooperative one. The working relationship between the Board of Directors and the Audit Committee follows the principles of equality and independence, while closely coordinating and supporting each other in the process of performing tasks.

2. Upon receiving inspection minutes or summary reports from the Audit Committee, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely corrective actions.

Article 22. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of resolutions.

Article 23. Principles of coordination between the Board of Directors and the General Director

1. The Board of Directors and the General Director shall coordinate their activities according to the following principles:

a. Always act in the common interest and ensure the smooth and seamless operation of the Company;

b. Comply with relevant provisions of the law, the Charter, the Internal Regulations on Corporate Governance, This Charter, and the Company's regulations;

c. Implement the principles of independence, openness, and transparency; there shall be no secret activities in the relationship between the Board of Directors and the General Director;

d. Coordinate work with the highest sense of responsibility, honesty, and cooperation, and regularly and proactively coordinate to resolve obstacles and difficulties;

e. The Board of Directors and the General Director must coordinate their activities in the spirit of ensuring unity in the management and administration of the Company; ensuring internal solidarity and strengthening mutual support in leadership and direction for the development of the Company and in accordance with the provisions of the law and the Company's Charter;

f. Members of the Board of Directors may directly work, question, and exchange with the General Director to grasp the situation of the implementation of assigned tasks. The time for working, questioning, and exchanging must be planned at least 03 (three) days in advance, so as not to affect the daily operational administration of the General Director;

g. The Board of Directors has the responsibility to direct and supervise the General Director in the administration of the Company's routine business operations. However, members of the Board of Directors shall not, in the name of the Board of Directors, directly interfere in the daily administration of the General Director.

2. Coordination of activities between the Board of Directors and the General Director

a. The Board of Directors issues resolutions for the General Director and the Executive Board to implement. At the same time, the Board of Directors inspects and supervises the implementation of resolutions;

b. In case of force majeure leading to the Company's inability to implement and/or interruption in the implementation of resolutions and decisions of the Board of Directors, the General Director is responsible for explaining and being accountable to the Board of Directors and proposing remedial solutions. Incidents are considered force majeure when they are objective, unintended, unforeseeable, and beyond the control of the General Director and the Executive Board;

c. The General Director has the obligation to notify the Board of Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic legal entities, transactions, or other individuals;

d. Regarding the organization of the annual General Meeting of Shareholders, the Board of Directors must notify the General Director about coordination and resource utilization at least 60 (sixty) days in advance;

e. Resolutions of the Board of Directors shall be sent to the General Director within 15 (fifteen) days from the date of establishment;

f. In case of necessity, the Board of Directors (may be through the Chairman of the Board of Directors) has the right to request the General Director and managers in the Company to provide information about the Company's operations;

g. The Board of Directors approves committees in charge of fields to perform the role of control, supervision of administration, and supervision among members of the Board of Directors and members of the Executive Board according to the specific tasks of the aforementioned members;

h. The Board of Directors rewards or disciplines the completion or non-completion of the implementation of resolutions and other authorized matters of the Board of Directors for members of the Board of Directors and members of the Executive Board based on policies, processes, and procedures for evaluating performance, task completion, and responsibilities of each member and the collective Board of Directors and Executive Board;

i. The Board of Directors may suspend or cancel the implementation of decisions of the General Director if deemed contrary to the law, in violation of the Charter, resolutions, and decisions of the Board of Directors and the General Meeting of Shareholders;

j. Other responsibilities of the General Director are specified by the Company's Charter and shall be concretized in the employment contract signed between the General Director and the Chairman of the Board of Directors;

k. Members of the Board of Directors and the General Director acting in their own name or on behalf of others to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

Article 24. Decentralization of authority between the Board of Directors and the General Director

1. Principle of decentralization: The General Director is proactive and has full authority to decide on all matters related to the administration of routine transactions and ensure the smooth daily operation of the Company and its member units in accordance with and within the limits of the authority and authorization of the Board of Directors specified in the Company's Charter, This Charter, Financial Regulations, other regulations of the Company, and written authorizations issued by the Board of Directors and the Chairman of the Board of Directors for each project, program, phase, and in special cases.

2. In the field of capital mobilization:

2.1 The Board of Directors has the authority in accordance with the Company's Charter, and especially the following rights:

a. Propose the types of shares and the total number of shares authorized to be offered for each type;

b. Decide on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; decide on raising additional capital in other forms;

c. Decide on the selling price of the Company's shares and bonds;

d. Decide on raising additional capital in other forms;

e. Propose the issuance of convertible bonds into shares and warrants allowing the owner to purchase shares at a predetermined price;

f. Decide on the offering price of bonds, shares, and convertible securities;

g. Decide on the plan for implementing the repurchase or redemption of shares;

h. Decide on divestment in enterprises.

2.2 The Board of Directors may issue a resolution authorizing the General Director to exercise one or some of the above rights.

2.3 The General Director is responsible for reporting to the Board of Directors and the Chairman of the Board of Directors on the progress and results of the implementation of tasks assigned according to the Resolution of the Board of Directors.

2.4 Other provisions in the Company's Charter.

3. In the field of investment outside the Company:

3.1 Within the framework of the provisions of the law and the Company's Charter, the Board of Directors decides on capital contribution to establish joint-stock companies, limited liability companies, joint ventures, and capital contribution to participate in business cooperation and purchase shares of other enterprises (hereinafter referred to as joint venture units or companies with capital contribution from the Company).

3.2 The General Director of the Company is responsible for managing and organizing the effective monitoring and management of the use of these capital contributions at member companies, joint ventures, and affiliated companies. The General Director and personnel nominated to participate as members of the Board of Directors/Board of Members/Executive Board of the Company are responsible for reporting to the Chairman of the Board of Directors/Board of Directors periodically at meetings or upon request regarding the situation and efficiency of production and business activities at member companies, joint ventures, and affiliated companies with capital contributions from the Company.

3.3 Other provisions in the Company's Charter.

4. In the field of investment in the Company's assets:

4.1 The Board of Directors considers and approves investment plans and investment projects with a total investment amount of less than 35% of the total asset value recorded in the Company's most recent financial statements.

4.2 The Chairman of the Board of Directors may decide to establish an Investment Council headed by the General Director to consider and propose to the Board of Directors for decision: Approval of all investment procedures, including: investment reports, bidding plans for offering/quotation, contracts, designs, estimates, total estimates, incurred costs, settlement of investment capital, and other tasks during the investment preparation, investment implementation, and investment completion phases and putting the project into use.

a. Approval of adjustments to the total project investment amount with incurred value up to 05% (five percent) outside the approved investment budget;

b. Approval of contract incurrences during project implementation with incurred costs exceeding the approval authority of the General Director.

4.3 For ongoing projects and contracts, the General Director has the right to approve and be responsible for related incurred costs, and the total incurred costs must not exceed 5% of the contract value, and must be reported in writing to the Board of Directors/Chairman of the Board of Directors immediately thereafter.

4.4 Other provisions in the Company's Charter.

5. In the field of Contracts:

5.1 The Board of Directors approves purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts that must be approved by the General Meeting of Shareholders according to the Company's Charter.

5.2 The General Director uses bank credit facilities according to approval, and issues bank guarantees/letters of credit.

5.3 Annually, based on the Company's production and business plan, the General Director prepares a proposal for the use of credit limits at all banks that will provide services to the Company and member units for various types of guarantees and additional working capital loans to submit to the Board of Directors for consideration and approval.

5.4 The General Director is responsible for signing contracts that have been approved by the Board of Directors or the General Meeting of Shareholders.

5.5 Other provisions in the Company's Charter.

6. In the field of procurement, management, liquidation, and disposal of assets:

6.1 The Board of Directors decides:

a. Decide on the sale of assets and leasing of assets with a value of less than 35% of the total assets recorded in the Company's most recent financial statements, except for the sale of assets with a value within the authority of the General Meeting of Shareholders;

b. Approve the annual procurement, repair, and liquidation plan for the Company's assets and procurement, repair, and liquidation items that are not in the plan or exceed the annual approved plan and budget;

c. Other provisions in the Company's Charter.

6.2 The General Director decides:

a. Direct the organization and implementation of all investment, procurement, management, repair, and liquidation of assets according to the plan approved by the Board of Directors. Be responsible for the plan, sequence, bidding procedures, and selection of contractors/suppliers, and preside over the settlement of investment capital for completed projects that are in the investment and procurement plan approved by the Board of Directors or the General Meeting of Shareholders;

b. The General Director has the right to decide on the liquidation and disposal of assets according to the plan approved by the Board of Directors. Establish, change, or dissolve the Asset Valuation Council and Asset Liquidation Council to manage and monitor the liquidation of assets when there is a decision to handle assets. Asset liquidation is understood as conducting the destruction or sale of assets that are fully depreciated or still have value but are damaged, degraded, etc., no longer in use, and for which there is a liquidation decision;

c. In addition to complying with the provisions of This Charter and the Company's Charter, the investment, procurement, management, repair, and liquidation of assets must comply with relevant provisions of the law;

d. Other provisions in the Company's Charter.

7. In the field of organization – personnel:

7.1 Regarding organizational structure:

a. The Board of Directors decides on the Company's organizational structure; the establishment of subsidiaries, branches, and representative offices; and capital contribution and purchase of shares of other enterprises; approves the total salary fund and salary-related expenses annually for the Company at the proposal of the General Director;

b. The General Director of the Company signs decisions to establish or dissolve functional departments of the Company in accordance with the general organizational structure of the Company approved by the Board of Directors; issues regulations on the functions, tasks, and powers of the Company's departments;

c. Other provisions in the Company's Charter.

7.2 Regarding personnel:

a. The Board of Directors decides on the appointment, dismissal, and removal of management positions including the Chairman of the Board of Directors, Heads of Subcommittees, General Director, Deputy General Director, Chief Accountant, Company Secretary/Secretariat, and Person in charge of corporate governance;

b. The Board of Directors issues Regulations on nominating personnel to participate in the Board of Directors/Board of Members/Supervisory Board/Executive Board of the Company at subsidiaries, joint ventures, and affiliated companies. The General Director issues a Decision approving the list of personnel participating in the Board of Directors/Board of Members/Supervisory Board/Executive Board of the Company at subsidiaries, joint ventures, and affiliated companies;

c. The General Director decides on other management positions outside the positions under the authority of the Board of Directors. The General Director decides on the number of employees, recruitment, signing, and termination of employment contracts for the Company's employees;

d. The General Director carries out employee recruitment, rewards, discipline, and dismissal of employees in accordance with the provisions of labor law, the Charter, and the Company's Internal Rules;

e. In case of necessity, the Chairman of the Board of Directors directs the General Director to recruit and retain managers with good qualifications, competence, and ethics for the Company. Criteria regarding professional ethics and professional qualifications must be prioritized when the General Director selects managers;

f. Other provisions in the Company's Charter.

7.3 Regarding sending officers on business trips or training domestically or abroad (according to mandatory regulations or the Company's plan).

a. The General Director decides to send Deputy General Directors, the Chief Accountant, and other managers of the Company on business trips or training domestically or abroad according to work requirements or mandatory regulations;

b. The Chairman of the Board of Directors decides to send the General Director, members of the Board of Directors, and Heads of Subcommittees on business trips/training domestically or abroad according to work requirements or mandatory regulations;

c. Other provisions in the Company's Charter.

8. Regarding the fulfillment of reporting responsibilities to the General Meeting of Shareholders and competent management agencies.

8.1 The Board of Directors (or the Audit Committee, if authorized) reports and explains to the General Meeting of Shareholders regarding annual and periodic financial statements.

8.2 At the request of the Board of Directors, the General Director reports and explains to the Board of Directors and the General Meeting of Shareholders regarding: The situation of implementing strategic directions, medium-term development plans, and quarterly/annual production and business plans based on the implementation of strategic documents and annual and medium-term production and business plans approved by the Board of Directors;

a. The status of implementation of strategic orientations, medium-term development plans, and quarterly/annual production and business plans based on the implementation of strategic documents and annual and medium-term production and business plans approved by the Board of Directors;

b. The situation of using investment capital for procurement, mortgaging, leasing, liquidation, and transfer of fixed assets, labor utilization, and other matters under the authority of the General Director in accordance with the Company's Charter;

c. Reports as prescribed/requested by agencies and authorities at all levels regarding security, environmental safety, and other social activities of the Company;

d. The General Director may decide on emergency measures in emergency cases such as: natural disasters, war, fire, force majeure, etc., and be responsible for these decisions, and must report to the Chairman of the Board of Directors as soon as objective conditions permit;

e. Other provisions in the Company's Charter.

Article 25. Communication, use of the Company seal, and seeking opinions

1. The preferred tool for communication and information exchange between the Board of Directors and the General Director is email. Reports or requests for decisions from the Board of Directors or the Chairman of the Board of Directors, if sent via email, must be sent from an address with the Company's domain name (@ksb.vn); emails sent from other addresses are considered invalid.

2. The General Director is responsible for the preservation and use of the Company's round seal in accordance with the Charter and current provisions of the law. Documents signed and issued by the Chairman of the Board of Directors, the General Director, or authorized persons are permitted to use the Company's round seal.

3. Transactions and contracts requiring approval from the Board of Directors must be submitted to the Board of Directors at least 03 (three) working days before the time of signing or implementation. For other matters, the minimum time required for the Board of Directors to provide opinions is 01 (one) day.

4. The Chairman of the Board of Directors notifies their decision in writing, via email, or in case of necessity, may temporarily notify orally and then supplement in writing. In any case, the silence of the Chairman of the Board of Directors shall not be construed as approval or opposition.

Article 26. Violations and handling of violations of the regulations

1. Within their authority, except in cases of risks causing losses to the Company where members of the Board of Directors and the General Director are concluded to have no intention of causing losses to the Company and are compensated by the insurance agency according to the Insurance Contract. Members of the Board of Directors and the General Director shall only be personally responsible and obligated to compensate the Company for decisions and acts that are intentional or due to their negligence that cause damage.

2. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors vote in favor (in this case, the vote of the General Director is not counted if they are also a member of the Board of Directors) and appoint a new General Director to replace them.

Article 27. Evaluation, rewards, and discipline for the General Director

1. Performance evaluation: The Chairman of the Board of Directors, on behalf of the Board of Directors, evaluates the qualities, competence, results, and efficiency of the General Director's administration periodically every 06 months and annually based on the evaluation of the Company's business performance.

2. Rewards: The Board of Directors decides on specific rewards for the General Director according to the Company's policy; this expense is accounted for in the Company's management expenses.

3. Discipline: The General Director is under the supervision of the Board of Directors and is responsible to the General Meeting of Shareholders, the Board of Directors, and before the law for the performance of assigned rights and duties. The General Director may be disciplined, dismissed, or removed in cases specified in the Company's Charter, This Charter, and in accordance with the provisions of the law.

Chapter VII
IMPLEMENTATION PROVISIONS

Article 28. Effectiveness

The Regulations on Operation of the Board of Directors of Binh Duong Mineral and Construction Joint Stock Company consist of 07 chapters and 28 articles and shall take effect from June 26 2026 and replace the Regulations on Operation of the Board of Directors issued on May 12, 2025./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(Signed)

Phan Tan Dat