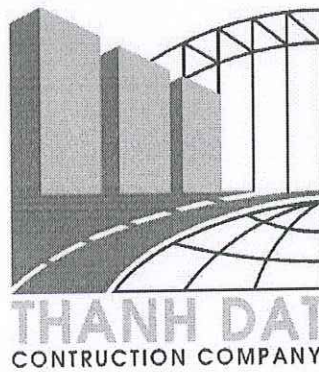


SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom - Happiness

CHARTER
ON THE ORGANIZATION AND OPERATION OF
THANH DAT INVESTMENT DEVELOPMENT JOINT
STOCK COMPANY



Ninh Binh, month 07 year 2026

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PREAMBLE

This Charter was adopted pursuant to the Resolution of the 2023 Annual General Meeting of Shareholders of Thanh Dat Investment Development Joint Stock Company, held on 20 April 2023, and was amended with respect to the Charter Capital in accordance with the Resolution of the Board of Directors dated 7 July 2026.

I. DEFINITIONS

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall have the meanings set forth below:
 - a. "Charter Capital" means the aggregate par value of all issued shares of the Company as prescribed in Article 6 of this Charter.
 - b. "Voting Shares" means shares that entitle their holders to vote on matters falling within the authority of the General Meeting of Shareholders.
 - c. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020.
 - d. "Law on Securities" means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 26 November 2019.
 - e. "Date of Incorporation" means the date on which the Company was first issued its Enterprise Registration Certificate (formerly the Business Registration Certificate).
 - f. "Executive Officer" means the General Director, Deputy General Directors, Chief Accountant, and other managerial positions approved by the Board of Directors.
 - g. "Related Person" means any individual or organization as defined in Clause 46, Article 4 of the Law on Securities.
 - h. "Term of Operation" means the duration of the Company's operation as specified in Article 2 of this Charter, including any extension approved by a Resolution of the General Meeting of Shareholders.
 - i. "Viet Nam" means the Socialist Republic of Viet Nam.
2. References in this Charter to any provision of law or legal document shall include any amendments, supplements, or replacement thereof.
3. The headings of Chapters and Articles in this Charter are inserted for convenience of reference only and shall not affect the interpretation or construction of this Charter.

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

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, and Term of Operation of the Company

1. Company Name
 - Vietnamese Name: CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN THÀNH ĐẠT
 - English Name: THANH DAT INVESTMENT DEVELOPMENT JOINT STOCK

COMPANY

- Trading Name: THANH DAT INVESTMENT DEVELOPMENT COMPANY
- Abbreviation: DTD

2. Legal Form

The Company is a joint stock company with legal entity status in accordance with the applicable laws of the Socialist Republic of Viet Nam.

3. Registered Head Office

- Address: Nguyen Thi Dinh Street, Phu Ly Ward, Ninh Binh Province, Viet Nam.
- Telephone: (+84) 226 388 3136
- Fax: (+84) 226 388 3136
- Website: <http://thanhdathanam.vn/>

4. Branches and Representative Offices

The Company may establish branches and representative offices within its business areas to facilitate the achievement of its business objectives, subject to resolutions of the Board of Directors and in compliance with applicable laws.

5. Term of Operation

Unless terminated prior to its expiry in accordance with Clause 2, Article 54 of this Charter, the Company shall operate from the Date of Incorporation for an indefinite term.

Article 3. Legal Representatives of the Company

The Company shall have two (02) Legal Representatives, comprising:

1. The Chairperson of the Board of Directors;
2. The General Director.

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

Article 4. Objectives of the Company

1. Business Lines of the Company

No	Registered Business Line	VSIC Code	Principal Business Line
1	Construct a residential house	4101	
2	Construct a non-residential building	4102	
3	Construction of railway infrastructure	4211	
4	Construction of road infrastructure	4212	
5	Construction of electrical works	4221	

	Details: Construction of civil electrical works (excluding the construction of multi-purpose hydropower projects and nuclear power plants of special socio-economic significance).		
6	Construction of water supply and drainage works	4222	
7	Construction of telecommunications and communications works	4223	
8	Construction of other public utility works	4229	
9	Construction of hydraulic engineering works	4291	
10	Construction of mining works	4292	
11	Construction of manufacturing and processing works	4293	
12	<p>Construction of other civil engineering projects</p> <p>Details: Construction of civil, industrial, transportation, irrigation, and electrical works with voltage levels up to and including 35 kV; installation and handover of domestic water supply stations; construction of industrial flooring; termite prevention and treatment for construction works. (Excluding the construction and operation of power projects of special significance to the economy, national defense, and national security.)</p>	4299	X
13	Manufacture of concrete and products of concrete, cement and plaster	2395	
14	Rental of other machinery, equipment and tangible goods without operators	7730	
15	Short-term accommodation services	5510	
16	Other accommodation facilities	5590	
17	Restaurants and mobile food service activities	5610	
18	Event catering and other food service activities	5621	
19	Other food service activities	5629	

20	Beverage serving activities	5630	
21	Quarrying of stone, sand, gravel and clay	0810	
22	Water collection, treatment and supply	3600	
23	Manufacture of veneer sheets and wood-based panels	1621	
24	Manufacture of builders' carpentry and joinery	1622	
25	Urban and suburban passenger land transport (excluding transport by bus) Details: Tourist passenger transport.	4931	
26	Wholesale of construction materials and other construction installation equipment	4673	
27	Manufacture of structural metal products Details: Manufacture and erection of steel structural frames and steel roof trusses of all kinds.	2511	
28	Site preparation Details: Excluding blasting services	4312	
29	Renting and leasing of motor vehicles	7710	
30	Real estate activities with own or leased property and land use rights Details: Excluding the development of cemetery infrastructure for the purpose of transferring land use rights associated with such infrastructure	6810	
31	Wholesale of motor vehicles and other motor vehicles	4661	
32	Freight transport by road	4933	
33	Inland freight water transport	5022	
34	Architectural and engineering activities and related technical consultancy	7110	

	Details: Testing of construction materials; static load testing; and inspection and assessment of construction quality.		
35	Manufacture and installation of surface water and groundwater treatment equipment	Business line not classified under the Vietnam Standard Industrial Classification (VSIC).	
36	Warehousing and storage	5210	
37	Cargo handling	5224	
38	Other transportation support activities Details: Coach ticket agency services.	5229	
39	Wholesale of solid, liquid and gaseous fuels and related products	4661	
40	Retail sale of hardware, paints, glass and other construction installation materials in specialized stores	4752	
41	Bán buôn đồ dùng khác cho gia đình	4649	
42	Wholesale of other machinery, equipment and supplies	4659	
43	Other passenger land transport	4932	
44	Service activities incidental to rail transportation	5221	
45	Service activities incidental to land transportation	5225	

	<p style="text-align: center;">Details: Bus terminal operations; cargo handling.</p>		
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2. Objectives of the Company

The Company's objectives are to mobilize and utilize capital in the most efficient manner; continuously organize, develop, and expand its business operations in its registered business sectors for the purpose of maximizing profits; safeguard the legitimate interests of its shareholders; create stable employment and improve the income and living standards of its employees; fulfill all tax obligations to the State Budget in accordance with applicable laws; and ensure the sustainable development of the Company.

Article 5. Scope of Business and Operations

The Company is entitled to formulate plans and carry out all business activities in accordance with its Enterprise Registration Certificate and these Charter, provided that such activities comply with the applicable laws. The Company may adopt all appropriate measures to achieve its objectives.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The Company's charter capital is VND 733,537,880,000 (in words: Seven hundred thirty-three billion, five hundred thirty-seven million, eight hundred eighty thousand Vietnamese dong).

The total charter capital of the Company is divided into 73,353,788 shares, with a par value of VND 10,000 per share (Ten thousand Vietnamese dong per share).

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the applicable provisions of law.
3. As of the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations attached to ordinary shares are set out in Article 12 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the applicable provisions of law.
5. Ordinary shares shall first be offered to the existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by the existing shareholders shall be disposed of by the Board of Directors. The Board of Directors may allocate such shares to such persons on such terms and conditions as it deems appropriate, provided that such shares shall not be offered on terms more favorable

than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the laws on securities.

6. The Company may repurchase shares issued by the Company in accordance with the procedures set forth in this Charter and the applicable laws.
7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the applicable provisions of law.
8. The ownership ratio of foreign investors shall comply with the applicable laws of Vietnam.

Article 7. Share Certificates

1. Each shareholder of the Company shall be issued a share certificate corresponding to the number and class of shares owned by such shareholder.
2. A share certificate shall bear the seal of the Company and the signature of the Company's legal representative in accordance with Clause 1, Article 121 of the Law on Enterprises. The share certificate shall specify the number and class of shares held, the full name of the shareholder, and other particulars as required by the Law on Enterprises.
3. Within a reasonable period from the date on which the Company receives a complete application for the transfer of share ownership in accordance with the Company's regulations, or within the prescribed period from the date the subscriber has fully paid for the shares in accordance with the Company's share issuance plan, the holder of such shares shall be issued a share certificate. The shareholder shall not be required to bear the cost of printing the share certificate.
4. Where a share certificate is damaged, defaced, lost, stolen or destroyed, the holder thereof may request the Company to issue a replacement share certificate, provided that satisfactory evidence of ownership of the shares is submitted and all related expenses are paid to the Company. The shareholder's request shall include the following:
 - a. Information relating to the lost, damaged or otherwise destroyed share certificate;
 - b. An undertaking to assume full responsibility for any disputes arising from the reissuance of the replacement share certificate.

Article 8. Other Securities Certificates

Bond certificates and other securities certificates of the Company (except offering documents, temporary certificates and similar documents) shall bear the seal of the Company and the specimen signature of the Company's legal representative.

Article 9. Transfer of Shares

1. All shares may be freely transferred unless otherwise provided by this Charter or applicable laws. Shares listed on a stock exchange shall be transferred in accordance with the laws governing securities and the securities market.
2. Shares that have not been fully paid for shall not be transferable and shall not be

entitled to the related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from owners' equity for the purpose of increasing share capital, and the pre-emptive right to subscribe for newly issued shares.

Article 10. Forfeiture of Shares

1. Where a shareholder fails to pay in full and on time the subscription amount for shares, the Board of Directors shall issue a notice requiring such shareholder to pay the outstanding amount and shall have the right to require the shareholder to remain liable, up to the total par value of the subscribed shares, for the Company's financial obligations arising from such failure to make full payment.
2. The payment notice shall specify a new payment deadline (which shall be no less than seven (07) days from the date of the notice), the place of payment, and shall clearly state that failure to make payment as required shall result in the forfeiture of the unpaid shares.
3. The Board of Directors shall have the right to forfeit shares that have not been fully paid for by the prescribed deadline if the requirements set out in the payment notice are not complied with.
4. Forfeited shares shall be deemed authorized shares available for offer in accordance with Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may sell, reallocate or otherwise dispose of such forfeited shares, either directly or through authorization, to the former shareholder or to other persons on such terms and in such manner as the Board of Directors deems appropriate.
5. A shareholder whose shares have been forfeited shall cease to be a shareholder with respect to those shares but shall remain liable to pay all outstanding amounts together with interest calculated at the prevailing bank interest rate as determined by the Board of Directors from the date of forfeiture until the date full payment is made. The Board of Directors shall have full authority to enforce payment of the full value of the forfeited shares.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares before the forfeiture takes effect. The forfeiture shall remain valid notwithstanding any omission, error or negligence in the delivery of such notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 11. Organizational Structure, Management and Supervision

The organizational structure, management and supervisory bodies of the Company shall comprise:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Shareholders are the owners of the Company and shall have the rights and obligations corresponding to the number and class of shares they own. Shareholders shall be liable for the debts and other property obligations of the Company only to the extent of the capital they have contributed to the Company.
2. Holders of ordinary shares shall have the following rights:
 - a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly at the General Meeting of Shareholders, through an authorized representative, or by remote voting;
 - b. To receive dividends at the rate determined by the General Meeting of Shareholders;
 - c. To be given pre-emptive rights to subscribe for newly issued shares in proportion to their holdings of ordinary shares;
 - d. To freely transfer their shares to other persons, except as otherwise provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other applicable laws;
 - e. To inspect, review and extract information relating to shareholders in the List of Shareholders entitled to attend the General Meeting of Shareholders, and to request correction of any inaccurate information relating to themselves;
 - f. To inspect, review, extract or obtain copies of the Company's Charter, the minutes of meetings of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;
 - g. In the event of dissolution or bankruptcy of the Company, to receive a proportion of the remaining assets corresponding to their shareholding after the Company has discharged all obligations to creditors and holders of other classes of shares in accordance with law;
 - h. To request the Company to repurchase their shares in the cases specified in Clause 1, Article 132 of the Law on Enterprises and this Charter;
 - i. To be treated equally. Each share of the same class shall confer equal rights, obligations and interests upon its holder. Where the Company issues preference shares, the rights and obligations attached to each class of preference shares shall be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
 - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with applicable laws;
 - k. To have their lawful rights and interests protected, and 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;

1. To enjoy other rights as provided by this Charter and applicable laws.
3. A shareholder or a group of shareholders holding at least five percent (5%) of the total ordinary shares shall have the following rights:
 - a. To inspect, review and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions requiring approval of the Board of Directors, and other documents, except those relating to the Company's trade secrets or business secrets;
 - b. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - c. To request the Board of Supervisors to examine specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and shall include: the full name, contact address, nationality and legal identification of an individual shareholder; the name, enterprise registration number or legal establishment documents and registered office of an institutional shareholder; the number of shares held and the date of registration of such shares by each shareholder; the total number of shares held by the shareholder group and the percentage of ownership in the Company's total shares; the matters to be examined and the purpose of the examination;
 - d. To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (3) working days before the opening date of the meeting. The proposal shall specify the shareholder's name, the number of each class of shares held, and the proposed agenda item;
 - e. To exercise other rights as provided by applicable laws and this Charter.
4. In addition to the rights set out above, a shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the following rights:
 - a. To nominate candidates for election to the Board of Directors and the Board of Supervisors. Ordinary shareholders forming a group for the purpose of nominating candidates shall notify the attending shareholders of such grouping before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or shareholder group referred to in this Clause shall be entitled to nominate one or more candidates for election to the Board of Directors and the Board of Supervisors in accordance with this Charter. Where the number of candidates nominated by such shareholder or shareholder group is fewer than the number they are entitled to nominate, the remaining candidates may be nominated by the Board of Directors, the Board of Supervisors, or other shareholders.

Article 13. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with the Company's Charter and internal management regulations; and to comply with the resolutions and decisions of the General Meeting of Shareholders ("GMS") and the Board of Directors ("BOD").
2. To attend meetings of the General Meeting of Shareholders and exercise voting rights either in person, through an authorized representative, or by remote voting. A shareholder may authorize a member of the Board of Directors to represent him/her at the General Meeting of Shareholders.
3. To fully and timely pay for the subscribed shares.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Not to withdraw the capital contributed in the form of ordinary shares from the Company under any circumstances, except where such shares are repurchased by the Company or another person. Where a shareholder unlawfully withdraws part or all of the contributed share capital in violation of this provision, such shareholder and any related person benefiting therefrom shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any damages arising therefrom.
6. To provide an accurate address when registering to subscribe for shares.
7. To keep confidential any information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the exercise and protection of his/her lawful rights and interests; and not to disclose, copy, or transmit such information to any other organization or individual.
8. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for personal gain or for the benefit of another organization or individual; or
 - c. Paying debts that are not yet due where such payment may expose the Company to financial risks.
9. In the event of any change in a shareholder's permanent address, the shareholder shall promptly notify the Company or the securities company where the shareholder's securities are deposited so that the shareholders' register may be updated. The Company shall not be responsible for any failure to contact a shareholder due to the shareholder's failure to notify the Company of such change of address.
10. To perform other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders entitled to vote and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders ("AGM") shall be held once every fiscal year. The AGM must be convened within four (4) months from the end of the fiscal year upon the proposal of

the Board of Directors. Such meeting may be extended, but not beyond six (6) months from the end of the fiscal year.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and determine an appropriate venue. The AGM shall decide on matters prescribed by law and the Company's Charter, including, in particular, the approval of the audited annual financial statements and the budget for the following fiscal year. Independent auditors may be invited to attend the meeting to provide advice regarding the approval of the annual financial statements.

3. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders ("EGM") in any of the following circumstances:

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

b. Where the number of members of the Board of Directors or the Supervisory Board falls below the minimum number required by law;

c. Upon the request of the Supervisory Board where it has reasonable grounds to believe that members of the Board of Directors or senior executives have seriously breached their obligations under Article 165 of the Law on Enterprises, or where the Board of Directors has acted or intends to act beyond its authority;

d. Upon a written request from a shareholder or group of shareholders as specified in Clauses 3 and 4, Article 12 of this Charter. Such request must clearly state the reasons and purposes for convening the meeting and bear the signatures of all relevant shareholders, or be made in multiple copies collectively containing all required signatures.

4. Convening an Extraordinary General Meeting of Shareholders

a. The Board of Directors shall convene the EGM within thirty (30) days from the date on which the number of remaining members of the Board of Directors or the Supervisory Board falls below the statutory minimum as prescribed in Point b, Clause 3 of this Article, or from the date of receipt of the request specified in Points c and d, Clause 3 of this Article.

b. If the Board of Directors fails to convene the EGM as prescribed in Point a, Clause 4 of this Article within the required period, the Supervisory Board shall convene the meeting within the following thirty (30) days in accordance with Clause 3, Article 140 of the Law on Enterprises.

c. If the Supervisory Board also fails to convene the meeting as prescribed in Point b above, then within the following thirty (30) days, the shareholder or group of shareholders referred to in Point d, Clause 3 of this Article shall have the right to convene the EGM in place of the Board of Directors and the Supervisory Board in accordance with Clause 3, Article 140 of the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the meeting may request the business registration authority to supervise the procedures for convening the meeting, conducting the meeting, and adopting resolutions of the General Meeting of

Shareholders. All expenses incurred for convening and holding the meeting shall be reimbursed by the Company. Such reimbursement shall not include expenses personally incurred by shareholders attending the meeting, including travel, accommodation, and meal expenses.

d. The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 15. Powers and Duties of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall have the following powers and duties:
 - a. To approve the Company's development strategy;
 - b. To decide on the classes of shares and the total number of shares of each class authorized to be offered for sale; and to determine the annual dividend rate for each class of shares;
 - c. To elect, dismiss, or remove members of the Board of Directors and members of the Supervisory Board;
 - d. To decide on investments in, or the sale of, assets having a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in its most recent financial statements;
 - e. To decide on amendments and supplements to the Company's Charter;
 - f. To approve the annual financial statements;
 - g. To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
 - h. To consider and deal with violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
 - i. To decide on the reorganization or dissolution of the Company;
 - j. To determine the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - k. To approve the Internal Corporate Governance Regulations and the Charters of the Board of Directors and the Supervisory Board;
 - l. To approve the list of eligible audit firms; to appoint an approved audit firm to audit the Company's operations; and to dismiss the approved auditor where deemed necessary;
 - m. To exercise other rights and perform other duties as prescribed by applicable laws.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
 - a. The Company's annual business plan;
 - b. The audited annual financial statements;
 - c. The report of the Board of Directors on corporate governance and its operational

performance;

- d. The report of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and the General Director;
 - e. The self-assessment report of the Supervisory Board and each of its members;
 - f. The dividend amount payable for each class of shares;
 - g. The number of members of the Board of Directors and the Supervisory Board;
 - h. The election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
 - i. The budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j. The approval of the list of eligible audit firms and the appointment of an approved audit firm to audit the Company's operations where deemed necessary;
 - k. Amendments and supplements to the Company's Charter;
 - l. The classes and number of new shares to be issued for each class of shares, and the transfer of shares by founding shareholders during the first three (3) years from the date of the Company's incorporation;
 - m. The division, separation, consolidation, merger, or conversion of the Company;
 - n. The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
 - o. Investments in, or the sale of, assets having a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in its most recent financial statements;
 - p. The repurchase of more than ten percent (10%) of the total issued shares of each class;
 - q. The Company's entry into contracts or transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises where the transaction value is equal to or greater than thirty-five percent (35%) of the total value of the Company's assets as stated in its most recent financial statements;
 - r. Approval of the transactions specified in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of certain provisions of the Law on Securities;
 - s. Approval of the Internal Corporate Governance Regulations, the Charter of the Board of Directors, and the Charter of the Supervisory Board;
 - t. Other matters as prescribed by applicable laws and this Charter.
3. All resolutions and matters included in the meeting agenda shall be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of institutional shareholders may attend the General Meeting of Shareholders in person, authorize one or more individuals or

organizations to attend on their behalf, or participate in the meeting through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. Any authorization for a representative to attend the General Meeting of Shareholders shall be made in writing in accordance with the civil laws, using the form prescribed by the Company. The authorization shall clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares represented, the scope and contents of the authorization, the term of authorization, and the signatures of both the authorizing party and the authorized representative. The authorized representative shall submit the written authorization before entering the meeting venue. In the case of re-authorization, the attendee shall additionally present the original authorization document executed by the shareholder or the authorized representative of the institutional shareholder (unless such document has previously been registered with the Company).
3. Votes cast by an authorized representative within the scope of the authorization shall remain valid notwithstanding the occurrence of any of the following events:
 - a. The authorizing person dies, has limited legal capacity, or loses legal capacity;
 - b. The authorizing person revokes the appointment of the authorized representative;
 - c. The authorizing person revokes the authority granted to the authorized representative.

This provision shall not apply if the Company has received notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting is held.

Article 17. Variation of Rights

1. Any amendment to or cancellation of the special rights attached to a class of preference shares shall be effective only if it is approved by shareholders representing at least sixty-five percent (65%) of the ordinary shares attending the meeting and concurrently approved by shareholders representing at least seventy-five percent (75%) of the voting rights attached to the relevant class of preference shares.
2. A meeting of holders of a class of preference shares convened to approve any variation of the rights referred to above shall be valid only if attended by at least two (2) shareholders (or their duly authorized representatives) holding at least one-third (1/3) of the aggregate par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding shares of that class who attend in person or through their authorized representatives, regardless of their number or the number of shares held, shall constitute a valid quorum. At such meetings, holders of the relevant class of preference shares attending in person or through authorized representatives may request that voting be conducted by secret ballot. Each share of the same class shall carry one equal vote at such meetings.
3. The procedures for conducting such separate meetings shall be carried out in

accordance with the provisions of Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms and conditions governing the issuance of shares, the special rights attached to any class of shares having preferential rights with respect to the distribution of the Company's profits or assets shall not be deemed varied solely because the Company issues additional shares of the same class.

Article 18. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of Meeting

1. The Board of Directors shall convene the General Meeting of Shareholders in the circumstances specified in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders shall perform the following duties:

- a. Prepare the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. Such list shall be prepared no more than ten (10) days prior to the date on which the notice of meeting is sent, together with the meeting agenda and other documents in accordance with applicable laws and the Company's regulations. The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;

- b. Prepare the meeting agenda and contents of the meeting;

- c. Prepare the documents to be presented at the meeting;

- d. Prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items;

- e. Determine the date, time, and venue of the meeting;

- f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

- g. Perform other tasks necessary for the organization of the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously disclosed through the information system of the Stock Exchange and on the Company's website. The notice shall be sent at least twenty-one (21) days prior to the date of the meeting (calculated from the date on which the notice is duly dispatched, postage prepaid, or deposited in the mail). The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. Where such documents are not enclosed with the notice of meeting, the notice shall specify the website address where shareholders may access the following documents:

- a. The meeting agenda and documents to be used at the meeting;

- b. The list of candidates and detailed information on each candidate, in the case of the election of members of the Board of Directors or the Supervisory Board;

- c. Voting ballots;

- d. Draft resolutions for each matter included in the meeting agenda.
4. A shareholder or group of shareholders referred to in Clause 3, Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company at least three (3) working days before the opening date of the meeting. The proposal shall include the shareholder's full name, the number and class of shares held, and the matter proposed for inclusion in the meeting agenda.
5. The convener of the General Meeting of Shareholders shall have the right to reject proposals referred to in Clause 4 of this Article. Where a proposal is rejected, the convener must provide a written response stating the reasons therefor no later than two (2) working days before the opening of the General Meeting of Shareholders. A proposal may only be rejected in any of the following circumstances:
 - a. The proposal is submitted after the prescribed deadline or does not comply with the form or content requirements set out in Clause 4 of this Article;
 - b. At the time the proposal is submitted, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares;
 - c. The proposed matter falls outside the authority of the General Meeting of Shareholders;
 - d. Other circumstances as prescribed by applicable laws and this Charter.
6. The convener of the General Meeting of Shareholders shall accept and include proposals made by shareholders or groups of shareholders as specified in Clause 4 of this Article in the proposed agenda and meeting contents, except in the cases specified in Clause 5 of this Article. A proposal shall be officially included in the meeting agenda and contents if approved by the General Meeting of Shareholders.

Article 19. Conditions for Holding the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be validly convened when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.
2. If the quorum specified in Clause 1 of this Article is not met, a notice convening the second meeting shall be sent within thirty (30) days from the date on which the first meeting was intended to be held. The reconvened General Meeting of Shareholders may proceed only if the attending shareholders and their duly authorized representatives represent at least thirty-three percent (33%) of the total voting rights.
3. If the second meeting cannot be held due to the failure to satisfy the quorum requirement, a notice convening the third meeting shall be sent within twenty (20) days from the date on which the second meeting was intended to be held. In such case, the General Meeting of Shareholders shall be validly held regardless of the number of shareholders or authorized representatives attending the meeting, and all resolutions adopted thereat shall be valid.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. On the date of the General Meeting of Shareholders, prior to the opening of the meeting, the Company shall conduct shareholder registration. Registration shall continue until all shareholders entitled to attend the meeting have completed registration, in accordance with the following procedures:

a. Upon registration, the Company shall issue to each shareholder or duly authorized representative entitled to vote a voting card stating the registration number, the name of the shareholder, the name of the authorized representative (if any), and the number of votes attached to the shareholder's shares. At the meeting, the General Meeting of Shareholders shall discuss and vote separately on each agenda item. Voting cards indicating approval shall be collected first, followed by those indicating disapproval, after which the total number of votes for and against shall be counted to determine the outcome. The Chairperson shall announce immediately after each vote the total number of votes in favor, against, abstaining, and invalid votes. Upon the Chairperson's proposal, the General Meeting of Shareholders shall elect vote-counting officers or supervisors of the vote-counting process. The number of members of the vote-counting committee shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal, provided that it does not exceed the number permitted under applicable laws.

b. Shareholders arriving after the commencement of the meeting shall be entitled to register immediately and thereafter participate in and vote at the meeting. The Chairperson shall not be required to suspend the meeting to allow late-arriving shareholders to register, and the validity of any resolutions adopted before their arrival shall remain unaffected.

2. The election of the Chairperson, Secretary, and vote-counting committee shall be conducted as follows:

a. The Chairperson of the Board of Directors shall preside over meetings convened by the Board of Directors. If the Chairperson is absent or temporarily unable to perform his or her duties, the remaining members of the Board of Directors shall elect one of themselves to act as Chairperson by majority vote. If no member is able to act as Chairperson, the Head of the Supervisory Board shall preside over the election of the Chairperson by the General Meeting of Shareholders from among the attendees, and the candidate receiving the highest number of votes shall serve as Chairperson.

b. Except as provided in Point (a) above, the person signing the notice convening the General Meeting of Shareholders shall conduct the election of the Chairperson, and the candidate receiving the highest number of votes shall act as Chairperson of the meeting.

c. The Chairperson shall appoint one or more persons to act as Secretary of the meeting. Upon the Chairperson's proposal, the General Meeting of Shareholders shall elect one or more persons to serve on the vote-counting committee.

3. The meeting agenda and contents shall be approved by the General Meeting of

Shareholders at the opening session. The agenda shall specify the time allocated for each agenda item.

4. The Chairperson shall have the authority to determine the order of business, procedural matters, and any issues arising outside the meeting agenda. The Chairperson or the Secretary of the meeting may take all necessary actions to ensure that the General Meeting of Shareholders is conducted lawfully, orderly, and in a manner that reflects the wishes of the majority of attending shareholders, including:
 - a. Arranging seating at the meeting venue;
 - b. Ensuring the safety and security of all persons present at the meeting venue;
 - c. Facilitating the attendance or continued participation of shareholders. The convener of the General Meeting of Shareholders shall have full authority to modify the foregoing measures and adopt any other necessary measures, including issuing admission passes or implementing other appropriate admission procedures.
5. The convener or the Chairperson of the General Meeting of Shareholders shall have the right to require all attendees to undergo lawful and reasonable security inspections or other security measures; to request the competent authorities to maintain order at the meeting; and to remove from the meeting any person who fails to comply with the Chairperson's directions, intentionally disrupts the meeting, obstructs its orderly conduct, or refuses to comply with security inspection requirements. Where a shareholder or authorized representative refuses to comply with such inspection or security measures, the Chairperson, after consultation with the Board of Directors and upon careful consideration, may refuse admission to or remove such shareholder or representative from the meeting.
6. The General Meeting of Shareholders shall discuss and vote separately on each matter included in the meeting agenda. Voting shall be conducted by indicating approval, disapproval, or abstention. The results of the vote count shall be announced by the Chairperson immediately before the close of the meeting.
7. A shareholder or authorized representative arriving after the meeting has commenced may still register and participate in voting immediately after registration. In such case, the validity of resolutions adopted before such registration shall remain unaffected.
8. The Chairperson may adjourn a General Meeting of Shareholders for which the required quorum has been satisfied for a period of not more than three (3) working days from the scheduled opening date, and may adjourn the meeting or change its venue only in the following circumstances:
 - a. The meeting venue does not have sufficient seating capacity or facilities for all attendees;
 - b. The communication facilities at the meeting venue are inadequate to enable shareholders to participate, discuss, and vote effectively;
 - c. Any attendee obstructs or disrupts the meeting in a manner that may prevent it from being conducted fairly and lawfully.

9. If the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and conduct the meeting until its conclusion. All resolutions adopted at such meeting shall remain valid and effective.
10. Where the Company applies modern technology to organize the General Meeting of Shareholders by electronic or online means, it shall ensure that shareholders are able to attend and exercise their voting rights by electronic voting or other electronic methods in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of certain provisions of the Law on Securities.

Article 21. Conditions for Adoption of Resolutions by the General Meeting of Shareholders

1. Except as provided in Clauses 2 and 3 of this Article, all other resolutions of the General Meeting of Shareholders shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting.
2. Resolutions on the following matters shall be adopted only if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting:
 - a. The classes of shares and the total number of shares of each class;
 - b. Changes to the Company's business lines, trades, or business sectors;
 - c. Changes to the Company's organizational and management structure;
 - d. Investment projects or the sale of assets having a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in its most recent financial statements;
 - e. The reorganization or dissolution of the Company.
3. The election of members of the Board of Directors and the Supervisory Board shall be conducted by the cumulative voting method. Accordingly, each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and may allocate all or part of such votes to one or more candidates. Candidates for membership of the Board of Directors or the Supervisory Board shall be elected in descending order of the number of votes received, beginning with the candidate receiving the highest number of votes until all positions specified in the Company's Charter have been filled. Where two (2) or more candidates receive the same number of votes for the final available seat on the Board of Directors or the Supervisory Board, a re-election shall be held among those candidates, or the successful candidate shall be determined in accordance with the criteria set out in the election regulations.
4. Any resolution of the General Meeting of Shareholders approved by shareholders

representing one hundred percent (100%) of the total voting shares shall be lawful and effective notwithstanding any violation of the procedures for convening the meeting or adopting such resolution under the Law on Enterprises or this Charter.

5. Resolutions of the General Meeting of Shareholders shall be notified to shareholders entitled to attend the meeting within fifteen (15) days from the date of adoption. Where the Company maintains an official website, such notification may be effected by posting the resolution on the Company's website in lieu of sending it directly to shareholders.

Article 22. Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors may obtain shareholders' written opinions at any time to adopt a resolution of the General Meeting of Shareholders whenever it considers such action necessary in the interests of the Company.
2. The Board of Directors shall prepare the written voting ballot, the draft resolution of the General Meeting of Shareholders, and explanatory materials relating to the draft resolution. The written voting ballot, together with the draft resolution and explanatory materials, shall be delivered to each shareholder by a method that ensures receipt at the shareholder's registered address. The Board of Directors shall ensure that such documents are sent and disclosed to shareholders within a reasonable period for review and voting, and in any event at least ten (10) days before the deadline for returning the completed voting ballots.
3. A written voting ballot shall contain the following principal contents:
 - a. The Company's name, head office address, enterprise registration certificate number and date of issuance, and the business registration authority;
 - b. The purpose of obtaining shareholders' written opinions;
 - c. The full name, permanent residential address, nationality, identity card number, passport number, or other lawful personal identification of an individual shareholder; or the name, head office address, nationality, establishment decision number or enterprise registration number of an organizational shareholder or its authorized representative; together with the number of shares of each class held and the corresponding voting rights;
 - d. The matters on which shareholders' opinions are sought for the adoption of a resolution;
 - e. Voting options for each matter, including **For**, **Against**, and **Abstention**;
 - f. The deadline for returning the completed written voting ballot to the Company;
 - g. The full name and signatures of the Chairperson of the Board of Directors and the Company's legal representative.
4. Shareholders may return their completed written voting ballots to the Company by one of the following methods:

a. **By post:** The completed written voting ballot must bear the signature of the individual shareholder or of the authorized representative or legal representative of an organizational shareholder. The ballot must be placed in a sealed envelope and no person may open it before the vote counting commences;

b. **By fax or electronic mail:** Written voting ballots returned by fax or email shall be kept confidential until the vote-counting process begins;

c. Any written voting ballot received by the Company after the deadline specified in the voting ballot shall be invalid. A voting ballot that is not returned shall be deemed a non-participating vote.

5. The Board of Directors shall conduct the vote count and prepare the vote-counting minutes in the presence of the Supervisory Board or a shareholder who does not hold any managerial position within the Company. The vote-counting minutes shall include the following principal contents:

a. The Company's name, head office address, enterprise registration certificate number and date of issuance, and the business registration authority;

b. The purpose of obtaining shareholders' written opinions and the matters submitted for approval;

c. The number of shareholders participating in the voting, the total voting rights represented, distinguishing between valid and invalid voting ballots, together with an appendix listing the participating shareholders;

d. The total number of votes **For**, **Against**, and **Abstaining** on each matter; the matters approved; and the corresponding voting percentages;

e. The full names and signatures of the Chairperson of the Board of Directors, the vote counters, and the vote-counting supervisor.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and shall jointly bear liability for any losses arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

6. The vote-counting minutes shall be published on the Company's website within twenty-four (24) hours after completion of the vote count or sent to shareholders within fifteen (15) days from the date the vote count is completed.

7. The completed written voting ballots, the vote-counting minutes, the full text of the resolutions adopted, and all documents enclosed with the written voting ballots shall be retained at the Company's head office.

8. A resolution adopted by obtaining shareholders' written opinions shall be approved by shareholders representing more than fifty percent (50%) of the total voting shares and shall have the same legal validity and effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Minutes of the General Meeting of Shareholders

1. The Chairperson of the General Meeting of Shareholders shall be responsible for

organizing the preparation and safekeeping of the minutes of the General Meeting of Shareholders. The minutes shall be published on the Company's website within twenty-four (24) hours after the conclusion of the meeting or sent to all shareholders within fifteen (15) days from the date on which the General Meeting of Shareholders concludes. The minutes shall constitute conclusive evidence of the proceedings of the General Meeting of Shareholders unless an objection to their contents is duly raised within ten (10) days from the date the minutes are sent.

The minutes shall be prepared in Vietnamese, signed by the Chairperson and the Secretary of the meeting, and prepared in accordance with the Law on Enterprises and this Charter. The minutes shall include the following principal contents:

- a. The Company's name, head office address, enterprise registration certificate number and date of issuance, and the business registration authority;
- b. The time and venue of the General Meeting of Shareholders;
- c. The meeting agenda and contents;
- d. The full names of the Chairperson and the Secretary of the meeting;
- e. A summary of the proceedings of the meeting and the opinions expressed by shareholders with respect to each agenda item;
- f. The number of shareholders attending the meeting, the total voting rights represented, and an appendix containing the register of attending shareholders and their representatives, specifying the number of shares held and the corresponding voting rights;
- g. The total number of votes cast on each matter submitted for voting, specifying the voting method, the number of valid and invalid votes, votes **For**, **Against**, and **Abstaining**, together with the corresponding percentages of the total voting rights represented at the meeting;
- h. The resolutions adopted and the corresponding approval percentages;
- i. The full names and signatures of the Chairperson and the Secretary of the meeting.

Where the Chairperson or the Secretary refuses to sign the minutes, the minutes shall nevertheless be valid if signed by all other members of the Board of Directors attending the meeting and containing all of the information required under this Clause. The minutes shall clearly state that the Chairperson and/or the Secretary refused to sign.

2. The minutes of the General Meeting of Shareholders shall be completed and approved before the meeting is adjourned. The Chairperson and the Secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. All notes, minutes, attendance registers signed by shareholders attending the meeting, and powers of attorney for attendance shall be retained at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

1. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting minutes relating to the written collection of shareholders' opinions, any shareholder or group of shareholders holding at least five percent (5%) of the total ordinary shares, any member of the Board of Directors, any member of the Supervisory Board, or the General Director shall have the right to petition a competent Court or Arbitration Tribunal to review and annul a resolution of the General Meeting of Shareholders in either of the following circumstances:

a. The procedures for convening the meeting or adopting the resolution of the General Meeting of Shareholders materially violated the provisions of the Law on Enterprises or this Charter, except that any resolution approved by shareholders representing one hundred percent (100%) of the total voting shares shall remain lawful and effective notwithstanding any failure to comply with the prescribed procedures for adopting such resolution.

b. The contents of the resolution violate applicable laws or this Charter.

2. Where a resolution of the General Meeting of Shareholders is annulled pursuant to a decision of a competent Court or Arbitration Tribunal, the person who convened the annulled meeting may consider reconvening the General Meeting of Shareholders within thirty (30) days in accordance with the procedures prescribed by the Law on Enterprises and this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Membership of the Board of Directors

1. Where candidates for election to the Board of Directors have been identified, the Company shall disclose information relating to such candidates on its website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before casting their votes. Each candidate for the Board of Directors shall provide a written undertaking confirming that the personal information disclosed is truthful and accurate and shall undertake to perform his or her duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. The information to be disclosed in respect of each candidate shall include:

a. Full name and date of birth;

b. Professional qualifications;

c. Employment and professional experience;

d. Other managerial positions held (including positions as a member of the board of directors of other companies);

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

f. Other information (if any) as required by the Company's Charter;

- g. The Company shall also disclose information regarding companies in which the candidate currently serves as a member of the board of directors or holds other managerial positions, together with any interests of the candidate related to such companies (if any).
2. Shareholders holding ordinary shares continuously for at least six (6) months shall have the right to aggregate their voting rights to nominate candidates for election to the Board of Directors. A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares may nominate one (1) candidate; from ten percent (10%) to less than thirty percent (30%), up to two (2) candidates; from thirty percent (30%) to less than forty percent (40%), up to three (3) candidates; from forty percent (40%) to less than fifty percent (50%), up to four (4) candidates; from fifty percent (50%) to less than sixty percent (60%), up to five (5) candidates; from sixty percent (60%) to less than seventy percent (70%), up to six (6) candidates; from seventy percent (70%) to eighty percent (80%), up to seven (7) candidates; and from eighty percent (80%) to less than ninety percent (90%), up to eight (8) candidates.
 3. Where the number of candidates nominated or self-nominated for election to the Board of Directors remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize further nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Charter of the Board of Directors. Any additional candidates nominated by the incumbent Board of Directors shall be clearly disclosed before the General Meeting of Shareholders votes on the election of members of the Board of Directors in accordance with applicable laws.
 4. Members of the Board of Directors shall satisfy the qualifications and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the relevant regulations of the Company.

Article 26. Composition and Term of Office of the Board of Directors

1. The Board of Directors shall consist of five (5) members.
2. The term of office of a member of the Board of Directors shall not exceed five (5) years. Members of the Board of Directors may be re-elected for an unlimited number of terms. Non-executive members shall constitute at least one-third (1/3) of the total number of members of the Board of Directors. Independent members shall constitute at least one-fifth (1/5) of the total number of members of the Board of Directors.
3. Shareholders holding voting shares shall have the right to aggregate their voting rights to nominate candidates for election to the Board of Directors.
4. A member of the Board of Directors shall cease to hold office in any of the following circumstances:
 - a. The member no longer satisfies the qualifications for serving as a member of the Board of Directors under the Law on Enterprises or is prohibited by law from serving as a member of the Board of Directors;

- b. The member submits a written resignation to the Company's head office;
 - c. The member suffers from a mental disorder, and the other members of the Board of Directors possess professional evidence demonstrating that such member no longer has legal capacity;
 - d. The member fails to attend meetings of the Board of Directors for a continuous period of six (6) months without the approval of the Board of Directors, and the Board of Directors resolves that such member's position shall be deemed vacant;
 - e. The member is removed from office pursuant to a resolution of the General Meeting of Shareholders.
5. The appointment of members of the Board of Directors shall be disclosed in accordance with the laws on securities and the securities market.
6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Powers and Duties of the Board of Directors

1. The business operations and affairs of the Company shall be supervised and directed by the Board of Directors. The Board of Directors shall have full authority to exercise all rights on behalf of the Company except for those matters falling within the authority of the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors shall be governed by applicable laws, this Charter, and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:
 - a. To decide on the annual business development plan and budget, and determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
 - b. To propose the classes of shares and the total number of shares of each class authorized for offering;
 - c. To decide on the sale of unissued authorized shares of each class and on raising additional capital through other forms;
 - d. To determine the offering price of shares and corporate bonds;
 - e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f. To decide on investment plans and investment projects within its authority and within the limits prescribed by law;
 - g. To approve contracts for the purchase, sale, borrowing, lending, and other contracts or transactions having a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in its most recent financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders pursuant to Point (d), Clause 2, Article 138 and Clause 3, Article 167 of the Law on Enterprises;

h. To elect, dismiss, or remove the Chairperson of the Board of Directors; to appoint, dismiss, enter into, or terminate employment contracts with the General Director and other key managers as prescribed by this Charter; to determine their salaries, remuneration, bonuses, and other benefits; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies; and to determine the remuneration and other benefits of such representatives;

i. To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors; to appoint and dismiss managers of the Company upon the recommendation of the General Director; and to determine their salaries;

j. To supervise and direct the General Director and other managers in the conduct of the Company's day-to-day business operations;

k. To recommend dividend rates; determine interim dividend payments; decide on the timing and procedures for dividend payments; or determine measures for dealing with business losses;

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

m. To recommend the reorganization or dissolution of the Company and to file a petition for the Company's bankruptcy where appropriate;

n. To adopt the Charter of the Board of Directors, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;

o. To resolve claims made by the Company against its managers and to appoint representatives of the Company to deal with legal proceedings involving such managers;

p. To determine the offering price of bonds, shares, and convertible securities where authorized by the General Meeting of Shareholders.

3. The following matters shall require the approval of the Board of Directors:

a. The establishment of branches or representative offices of the Company;

b. The establishment of subsidiaries of the Company;

c. Subject to Clause 2, Article 153 of the Law on Enterprises and except for matters requiring approval by the General Meeting of Shareholders under Clause 3, Article 167 of the Law on Enterprises, to decide on the execution, amendment, or termination of major contracts of the Company, including contracts relating to acquisitions, disposals, mergers, takeovers, and joint ventures;

d. The appointment and dismissal of the Company's commercial representatives and legal counsel;

e. The borrowing of funds and the provision of mortgages, security interests, guarantees, indemnities, or other security arrangements by the Company;

g. Investments not included in the approved business plan or annual budget where

the value exceeds ten percent (10%) of the approved annual business plan and budget;

h. The acquisition or disposal of shares or equity interests in companies established in Vietnam or overseas;

i. The valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;

k. The purchase or redemption by the Company of not more than ten percent (10%) of each class of issued shares;

l. To determine the purchase or redemption price of the Company's shares.

Article 28. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The Company shall be entitled to pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and operating results.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days reasonably required for each member to perform his or her duties and the daily remuneration rate. The Board of Directors shall determine the remuneration payable to each member on the basis of unanimous agreement. The aggregate remuneration and bonuses payable to the Board of Directors shall be decided by the General Meeting of Shareholders at its Annual General Meeting.
3. The remuneration of each member of the Board of Directors shall be treated as an operating expense of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the Annual General Meeting.
4. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal, and other reasonable expenses actually 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 any committees of the Board of Directors.

Article 29. Chairperson of the Board of Directors

1. The Board of Directors shall elect one (1) of its members to serve as the Chairperson of the Board of Directors.
2. The Chairperson of the Board of Directors shall not concurrently hold the office of General Director of the Company.
3. The Chairperson of the Board of Directors shall have the following powers and duties:
 - a. To prepare the agenda and operational plans of the Board of Directors;
 - b. To prepare the agenda, contents, and materials for meetings of the Board of

Directors; to convene, preside over, and chair meetings of the Board of Directors;

c. To organize the adoption of resolutions and decisions of the Board of Directors;

d. To supervise the implementation of resolutions and decisions of the Board of Directors;

e. To chair meetings of the General Meeting of Shareholders;

f. To exercise such other rights and perform such other duties as prescribed by the Law on Enterprises and this Charter.

4. Where the Chairperson of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the effective date of such dismissal or removal.

5. Where the Chairperson of the Board of Directors is absent or unable to perform his or her duties, the Chairperson shall authorize another member of the Board of Directors in writing to exercise the rights and perform the duties of the Chairperson. Where no such authorization is made, or where the Chairperson dies, is declared missing, is held in temporary detention, is serving a prison sentence, is undergoing compulsory administrative measures at a compulsory detoxification establishment or compulsory educational institution, absconds from his or her place of residence, has limited or lost legal capacity, experiences difficulties in cognition or behavioral control, or is prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members of the Board of Directors shall elect one (1) of their members to serve as Chairperson of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. Where the Board of Directors is required to elect a Chairperson, the first meeting of the Board of Directors for the new term to elect the Chairperson and adopt other resolutions within its authority shall be held within seven (7) working days from the date of completion of the election of the Board of Directors for such term. This meeting shall be convened by the member receiving the highest number of votes or the highest voting percentage. Where two (2) or more members receive the same highest number or percentage of votes, such members shall elect one (1) among themselves by majority vote to convene the meeting of the Board of Directors.

2. The Chairperson of the Board of Directors shall convene regular meetings of the Board of Directors and determine the agenda, time, and venue of each meeting at least five (5) days before the scheduled meeting date. The Chairperson may convene meetings whenever deemed necessary, provided that the Board of Directors shall meet at least once every quarter.

3. The Chairperson of the Board of Directors shall convene extraordinary meetings whenever necessary in the interests of the Company. In addition, the Chairperson shall convene a meeting of the Board of Directors without unreasonable delay upon receipt

of a written request stating the purpose of the meeting and the matters to be discussed from any of the following:

- a. The General Director or at least five (5) other managers;
 - b. At least two (2) members of the Board of Directors;
 - c. The Supervisory Board or an independent member of the Board of Directors.
4. A request referred to in Clause 3 of this Article shall be made in writing and specify the purpose of the meeting and the matters to be discussed and decided within the authority of the Board of Directors. A meeting requested under Clause 3 of this Article shall be held within seven (7) days from the date the request is received. If the Chairperson refuses to convene such meeting, the Chairperson shall be liable for any loss or damage suffered by the Company as a result thereof. The persons referred to in Clause 3 of this Article may themselves convene the meeting of the Board of Directors.
5. Notice of a meeting of the Board of Directors shall be given to all members of the Board of Directors at least three (3) days prior to the meeting. The notice shall specify the time, venue, agenda, matters for discussion, and matters for decision. The notice shall be accompanied by the meeting materials and voting forms.

Notice may be delivered by post, facsimile, electronic mail, or other means, provided that it is sent to the address of each member of the Board of Directors registered with the Company.

6. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.

7. Upon the request of the independent auditor, the Chairperson of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the Company's operational and financial situation.
8. Meetings of the Board of Directors may be held at the Company's registered office or at any other location within or outside Vietnam as determined by the Chairperson of the Board of Directors with the approval of the Board of Directors.
9. A first convened meeting of the Board of Directors may proceed only if at least three-fourths (3/4) of the members of the Board of Directors are present in person or represented by authorized proxies.

If the required quorum is not met, the meeting shall be reconvened within seven (7) days from the originally scheduled meeting date. The reconvened meeting may proceed if more than one-half (1/2) of the members of the Board of Directors are present.

10. Voting

- a. Subject to Point (b) of this Clause 10, each member of the Board of Directors, or his or her duly authorized representative attending the meeting in person, shall have one (1) vote.

b. A member of the Board of Directors shall not vote on any contract, transaction, or proposal in which such member or his or her related person has a material interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the quorum required for the Board of Directors to consider and decide upon matters in respect of which the member is not entitled to vote.

c. Subject to Point (b) of this Clause 10, where an issue arises at a meeting concerning the interests of a member of the Board of Directors or such member's voting rights, and such issue cannot be resolved by the voluntary abstention of the relevant member, the matter shall be referred to the Chairperson of the meeting for determination. The decision of the Chairperson shall be final unless the nature or extent of the relevant member's interest has not been fully disclosed.

d. A member of the Board of Directors who benefits from a contract referred to in Points (a) and (b), Clause 4, Article 41 of this Charter shall be deemed to have a material interest in such contract.

11. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction entered into, or proposed to be entered into, with the Company and who is aware of such interest shall disclose the nature and particulars of that interest at the first meeting of the Board of Directors considering the execution of such contract or transaction. Where the member was unaware of his or her own interest or that of a related person at the time the contract or transaction was entered into, the member shall disclose such interest at the first meeting of the Board of Directors held after becoming aware that he or she has or will have an interest in the relevant contract or transaction.
12. The Board of Directors shall adopt resolutions and make decisions by a majority vote of the members present (more than fifty percent (50%)). In the event of an equality of votes, the vote of the Chairperson of the Board of Directors shall be the casting vote.
13. A written resolution of the Board of Directors shall be adopted upon the approval of a majority of the members of the Board of Directors entitled to vote. Such resolution shall have the same validity and effect as a resolution duly adopted at a convened meeting of the Board of Directors.
14. The Chairperson of the Board of Directors shall provide the minutes of each meeting of the Board of Directors to all members. Such minutes shall constitute conclusive evidence of the proceedings of the meeting unless an objection to the contents thereof is raised within ten (10) days from the date on which the minutes are circulated. The minutes shall be prepared in Vietnamese and shall be signed by all members attending the meeting. Alternatively, the minutes may be prepared in multiple counterparts, each of which shall bear the signature of at least one (1) member of the Board of Directors who attended the meeting.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees under its authority to be responsible for development strategy, personnel, remuneration, internal audit, and risk

management. The number of members of each committee shall be determined by the Board of Directors, provided that each committee shall consist of at least three (3) members, including members of the Board of Directors and external members. Independent members and/or non-executive members of the Board of Directors should constitute the majority of the committee, and one (1) of such members shall be appointed by the Board of Directors to serve as the Chairperson of the committee. The operation of each committee shall be governed by the regulations issued by the Board of Directors. A resolution of a committee shall be valid only if approved by a majority of the members present and voting at the committee meeting.

2. The implementation of resolutions or decisions of the Board of Directors or of any committee under the Board of Directors shall comply with applicable laws, this Charter, and the Internal Corporate Governance Regulations.

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors may appoint at least one (1) **Person in Charge of Corporate Governance** to assist the Company in corporate governance matters. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Person in Charge of Corporate Governance shall not concurrently be employed by the approved auditing organization that is conducting the audit of the Company's financial statements.
3. The Person in Charge of Corporate Governance shall have the following rights and duties:
 - a. To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with applicable regulations and on matters concerning the relationship between the Company and its shareholders;
 - b. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c. To advise on the procedural aspects of meetings;
 - d. To attend meetings;
 - e. To advise on the procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;
 - f. To provide financial information, copies of the minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board;
 - g. To monitor and report to the Board of Directors on the Company's information disclosure activities;
 - h. To act as the principal liaison with stakeholders;
 - i. To maintain the confidentiality of information in accordance with applicable laws and this Charter;

j. To perform such other rights and duties as prescribed by applicable laws and this Charter.

CHAPTER VIII. GENERAL DIRECTOR, OTHER EXECUTIVE OFFICERS, AND COMPANY SECRETARY

Article 33. Management Structure

The management structure of the Company shall ensure that the management team is accountable to, and operates under the direction and supervision of, the Board of Directors. The Company shall have one (1) General Director, one or more Deputy General Directors, one (1) Chief Accountant, and such other positions as may be appointed by the Board of Directors. The appointment, dismissal, or removal of the foregoing positions shall be effected by a duly adopted resolution of the Board of Directors.

Article 34. Executive Officers of the Company

1. The executive officers of the Company shall include the General Director and the Chief Accountant.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit such managers as are necessary in numbers and qualifications appropriate to the Company's organizational structure and corporate governance practices as determined by the Board of Directors from time to time. Such managers shall perform their duties with due diligence so as to ensure that the Company's operations and organization achieve their intended objectives.
3. The salary, remuneration, benefits, and other terms and conditions of the employment contract of the General Director shall be determined by the Board of Directors. The employment contracts of other managers shall also be determined by the Board of Directors after consultation with the General Director.
4. The remuneration of executive officers shall be treated as an operating expense of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the Annual General Meeting.

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

1. The Board of Directors shall appoint either one of its members or another qualified person to serve as the General Director and shall enter into an employment contract specifying the salary, remuneration, benefits, and other relevant terms and conditions. Information regarding the salary, allowances, and other benefits of the General Director shall be reported to the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report.
2. The General Director shall be responsible for the day-to-day management of the Company's business operations, shall be subject to the supervision of the Board of Directors, and shall be accountable to the Board of Directors and to law for the performance of his or her assigned rights and duties. The term of office of the General

Director shall be three (3) years and may be renewed through reappointment. The appointment may terminate in accordance with the provisions of the employment contract. The General Director must not be a person prohibited by law from holding such position.

3. The General Director shall have the following powers and duties:

a. To implement the resolutions of the Board of Directors and the General Meeting of Shareholders, and to carry out the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

b. To decide on all matters that do not require a resolution of the Board of Directors, including executing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's day-to-day business operations in accordance with sound management practices;

c. To recommend the number and categories of managers to be recruited for appointment or dismissal by the Board of Directors in order to ensure effective management of the Company, and to advise the Board of Directors on the salaries, remuneration, benefits, and other terms and conditions of employment applicable to such managers;

d. To appoint, dismiss, or remove managers of the Company, except for positions falling within the authority of the Board of Directors;

e. To consult with the Board of Directors in determining the number of employees, their salaries, allowances, benefits, appointments, dismissals, and other terms and conditions of their employment contracts;

f. By 31 December of each year, to submit to the Board of Directors for approval a detailed business plan for the following financial year based on the approved budget framework and the five (5)-year financial plan;

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

h. To prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the "Budgets") to support the Company's long-term, annual, and quarterly management in accordance with its business plans. The annual Budget (including the projected balance sheet, income statement, and cash flow statement) for each financial year shall be submitted to the Board of Directors for approval and shall include such information as required by the Company's internal regulations;

i. To perform all other duties in accordance with this Charter, the Company's internal regulations, resolutions of the Board of Directors, the employment contract of the General Director, and applicable laws.

4. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of his or her assigned powers and duties and shall report to such bodies whenever so requested.

5. The Board of Directors may dismiss the General Director upon the affirmative vote of a majority of the members attending the meeting who are entitled to vote and may

appoint a new General Director as his or her replacement.

IX. BOARD OF SUPERVISORS

Article 36. Nomination and Self-nomination of Members of the Board of Supervisors (Supervisors)

1. The nomination and self-nomination of members of the Board of Supervisors shall be carried out in accordance with the procedures applicable to the nomination and self-nomination of members of the Board of Directors.
2. In the event that the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient as prescribed, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Supervisors. Any additional candidates nominated by the incumbent Board of Supervisors must be publicly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with law.

Article 37. Members of the Board of Supervisors

1. The Board of Supervisors of the Company shall consist of three (03) members. The term of office of each member of the Board of Supervisors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must satisfy the qualifications and conditions prescribed in Article 169 of the Law on Enterprises and must not be employed in the accounting or finance department of the Company, nor be members or employees of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years.
3. A member of the Board of Supervisors shall be dismissed from office in any of the following cases:
 - a. He/she no longer satisfies the qualifications and conditions for serving as a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
 - b. He/she submits a resignation letter, and such resignation is accepted.
4. A member of the Board of Supervisors shall be removed from office in any of the following cases:
 - a. Failing to fulfill the assigned duties and responsibilities;
 - b. Failing to exercise his/her rights and perform his/her obligations without the approval of the Board of Supervisors, and the Board of Supervisors determines that his/her position shall be deemed vacant after six (06) consecutive months, except in cases of force majeure;
 - c. Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
 - d. Other cases as decided by a resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members by majority vote. The election, dismissal, and removal of the Head of the Board of Supervisors shall be decided by majority vote. More than half of the members of the Board of Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business operations.
2. The Head of the Board of Supervisors shall have the following rights and duties:
 - a. To convene meetings of the Board of Supervisors;
 - b. To request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;
 - c. To prepare and sign reports of the Board of Supervisors, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 39. Rights and Duties of the Board of Supervisors

The Board of Supervisors shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following additional rights and obligations:

1. The principal rights and responsibilities of the Board of Supervisors include:
 - a. To propose and recommend that the General Meeting of Shareholders approve the list of accredited auditing firms to audit the Company's financial statements; to decide on the appointment of an accredited auditing firm to examine the Company's operations and to dismiss an accredited auditor when deemed necessary;
 - b. To discuss with the independent auditor the nature and scope of the audit before the audit commences;
 - c. To seek independent professional or legal advice and ensure the participation of external experts with appropriate qualifications and experience in the Company's affairs whenever deemed necessary;
 - d. To examine the annual, semi-annual, and quarterly financial statements;
 - e. To discuss issues and deficiencies identified from interim or year-end audit results, as well as any matters that the independent auditor wishes to discuss;
 - f. To review the management letter issued by the independent auditor and the Company's management's responses thereto;
 - g. To review the Company's reports on internal control systems before they are approved by the Board of Directors;
 - h. To review the results of internal investigations and the responses of the Company's management.
2. To be accountable to the shareholders for the performance of its supervisory duties.
3. To supervise the Company's financial position and monitor compliance with the law by members of the Board of Directors, the General Director, and other managers in the

performance of their duties.

4. To ensure effective coordination with the Board of Directors, the General Director, and the shareholders.
5. Where any violation of law or the Company's Charter by a member of the Board of Directors, the General Director, or any other executive officer is detected, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and require appropriate remedial measures to address its consequences.
6. To formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities.
8. To have the right to access the Company's records and documents kept at its head office, branches, and other locations; and to visit the workplaces of the Company's managers and employees during working hours.
9. To request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents relating to the management, administration, and business operations of the Company. Members of the Board of Directors, the General Director, and other managers shall provide all information and documents relating to the Company's operations upon request by the Board of Supervisors. The Company Secretary shall ensure that copies of all financial information, other information provided to members of the Board of Directors, and copies of the minutes of meetings of the Board of Directors are provided to members of the Board of Supervisors at the same time as they are provided to the Board of Directors.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors shall convene at least two (02) meetings each year. A meeting of the Board of Supervisors shall be attended by at least two-thirds (2/3) of its members. Minutes of meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The person recording the minutes and all members of the Board of Supervisors attending the meeting shall sign the minutes. The minutes of meetings of the Board of Supervisors shall be retained to determine the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director, and representatives of the accredited auditing firm to attend its meetings and provide explanations on matters requiring clarification.

Article 41. Salary, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration,

bonuses, and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses incurred for accommodation, travel, meals, and the engagement of independent advisory services. The aggregate amount of such remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise resolved by the General Meeting of Shareholders.
3. The Board of Supervisors may propose the salaries and operating expenses of the Board of Supervisors for approval by the General Meeting of Shareholders. Such salaries and operating expenses shall be recognized as operating expenses of the Company in accordance with the laws on corporate income tax and other applicable laws, and shall be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall perform their duties, including their duties as members of committees of the Board of Directors, honestly, in the best interests of the Company, and with the degree of care that a prudent person would exercise when holding an equivalent position under similar circumstances.

Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall disclose their related interests in accordance with the Law on Enterprises and other applicable laws. They shall not use business opportunities that may benefit the Company for personal gain and shall use information obtained by virtue of their positions solely for the benefit of the Company. Such information shall not be used for personal benefit or for the benefit of any other organization or individual.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall notify the Board of Directors of any interests that may give rise to a conflict with the interests of the Company through legal entities, transactions, or other persons.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, or other companies in which the public company holds more than fifty percent (50%) of the charter capital, on the one hand, and such persons or their related persons, on the

other hand, in accordance with applicable law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information regarding the relevant resolutions in accordance with the laws on securities disclosure.

4. A member of the Board of Directors shall not vote on any transaction from which such member or his/her related person derives a benefit, in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose inside information to any other person for the purpose of conducting related transactions.
6. The Company shall not grant loans or provide guarantees to members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, their related persons, or any legal entity in which such persons have financial interests, unless such loans or guarantees have been approved by the General Meeting of Shareholders.
7. A contract or transaction between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, their related persons, or any company, partner, association, or organization in which such persons are members or have financial interests shall not be rendered invalid in any of the following circumstances:
 - a. In the case of a contract or transaction with a value of less than twenty percent (20%) of the total value of the Company's assets as recorded in its most recent financial statements, the material terms of the contract or transaction, together with the relevant relationships and interests of the manager or member of the Board of Directors, have been disclosed to the Board of Directors or the relevant committee, and the Board of Directors or such committee has approved the contract or transaction in good faith by a majority vote of the members having no related interests.
 - b. In the case of a contract or transaction with a value exceeding twenty percent (20%) of the total value of the Company's assets as recorded in its most recent financial statements, the material terms of the contract or transaction, together with the relevant relationships and interests of the manager or member of the Board of Directors, have been disclosed to shareholders entitled to vote who have no related interests, and such shareholders have approved the contract or transaction.
 - c. The contract or transaction has been determined by an independent consulting organization to be fair and reasonable in all material respects to the Company's shareholders at the time it was approved by the Board of Directors, a committee of the Board of Directors, or the shareholders.
8. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use any unpublished information of the Company or disclose such information to others for the purpose of carrying out related transactions.

Article 43. Liability for Damages and Indemnification

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers who breach their duties of loyalty and due care or fail to perform their duties with diligence and professional competence shall be liable for any damages arising from such breaches.
2. The Company shall indemnify any person who has been, is, or may become a party to any claim, lawsuit, or legal proceeding (including civil and administrative proceedings, but excluding proceedings initiated by the Company) if such person is or was a member of the Board of Directors, a manager, an employee, or an authorized representative of the Company, or acted at the Company's request in such capacity, provided that such person acted honestly, prudently, diligently, and in the best interests of the Company, or at least not contrary to the Company's best interests, complied with applicable laws, and there is no evidence that such person breached his or her duties.

When performing duties or exercising powers on behalf of the Company, members of the Board of Directors, members of the Supervisory Board, managers, employees, or authorized representatives of the Company shall be indemnified by the Company if they become parties to claims, lawsuits, or legal proceedings (excluding proceedings initiated by the Company), provided that:

- a. They acted honestly, prudently, diligently, in the interests of the Company, and without conflict with the Company's interests;
- b. They complied with applicable laws, and there is no evidence that they failed to fulfill their duties;
- c. Indemnifiable expenses include all actual and reasonable costs incurred in connection with such proceedings, including attorneys' fees, court judgments, fines, settlements, and other payments permitted by law. The Company may purchase insurance for such persons against the liabilities described above.

XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 44. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:
 - a. Ordinary shareholders may examine, inspect, and extract information relating to the names and contact addresses of shareholders in the voting shareholders' register; request correction of inaccurate personal information; examine, inspect, extract, or obtain copies of the Company's Charter, minutes of General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b. A shareholder or group of shareholders holding at least five percent (5%) of the total ordinary shares shall have the right to examine, inspect, and extract minutes, resolutions, and decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Supervisory Board; contracts and transactions subject to approval by the Board of Directors; and other documents, except those relating to the

Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests access to the Company's books and records, such request must be accompanied by the authorization letter or a notarized copy thereof issued by the shareholder or group of shareholders represented.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the right to inspect the Company's shareholders' register, list of shareholders, and other books and records of the Company for purposes related to the performance of their duties, provided that such information is kept confidential.
4. The Company shall keep this Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and all other documents required by law at its head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are kept.
5. The Company's Charter shall be published on the Company's website.

XII. EMPLOYEES AND THE TRADE UNION

Article 45. Employees and the Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters relating to the recruitment and termination of employees, salaries, social insurance, employee welfare, rewards, and disciplinary measures applicable to employees and managers.
2. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the Company's relationship with trade union organizations in accordance with best management standards, practices and policies, the provisions of this Charter, the Company's internal regulations, and applicable laws.

XIII. DISTRIBUTION OF PROFITS

Article 46. Distribution of Profits

1. The General Meeting of Shareholders shall determine the annual dividend rate and the method of dividend payment from the Company's retained earnings.
2. Subject to the Law on Enterprises, the Board of Directors may resolve to declare and pay interim dividends if it considers that such payment is consistent with the Company's profitability and financial capacity.
3. The Company shall not pay interest on any dividend or other amount payable in respect of any class of shares.
4. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of dividends in the form of shares, and the Board of

Directors shall implement such resolution.

5. Where dividends or other amounts relating to any class of shares are paid in cash, such payments shall be made in Vietnamese Dong. Payment may be made directly or through banks based on the banking details provided by the shareholders. If the Company has transferred the payment in accordance with the banking information provided by a shareholder but the shareholder fails to receive the funds, the Company shall not be liable for the amount transferred to the designated beneficiary. Dividends relating to shares listed on a stock exchange may be paid through a securities company or the **Vietnam Securities Depository and Clearing Corporation (VSDC)**.
6. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining the record date for the list of shareholders. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
7. All other matters relating to the distribution of profits shall be implemented in accordance with applicable laws.

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

Article 47. Bank Accounts

1. The Company shall open bank accounts with banks established in Vietnam or foreign banks licensed to operate in Vietnam.
2. Subject to prior approval from the competent authorities, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.
3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency bank accounts maintained with the banks at which the Company has opened accounts.

Article 48. Fiscal Year

The fiscal year of the Company shall commence on the first day of January and end on the thirty-first (31st) day of December of the same calendar year.

The first fiscal year of the Company shall commence on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first (31st) day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 49. Accounting System

1. The Company shall apply the **Vietnam Accounting Standards (VAS)** or such other accounting regime as approved by the Ministry of Finance.
2. The Company shall maintain its accounting books and records in Vietnamese. The Company shall keep accounting records appropriate to the nature of the business activities in which it engages. Such records shall be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The Company shall use the Vietnam Dong as its accounting currency, or a freely convertible foreign currency where approved by the competent state authority.

XV. ANNUAL REPORTS, INFORMATION DISCLOSURE OBLIGATIONS, AND PUBLIC ANNOUNCEMENTS

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

1. The Company shall prepare annual financial statements in accordance with applicable laws and the regulations of the **State Securities Commission of Vietnam (SSC)**. Such financial statements shall be audited in accordance with this Charter and, after being approved by the General Meeting of Shareholders, shall be submitted to the competent tax authority, the State Securities Commission of Vietnam, the Stock Exchange, and the business registration authority.
2. The annual financial statements shall include:
 - a statement of profit or loss presenting a true and fair view of the Company's operating results for the fiscal year;
 - a balance sheet presenting a true and fair view of the Company's financial position as of the reporting date;
 - a cash flow statement; and
 - notes to the financial statements.

The annual financial statements shall include all reports, schedules, and disclosures required under the laws on corporate accounting.

3. The Company shall prepare and disclose semi-annual and quarterly financial reports in accordance with the regulations of the **State Securities Commission of Vietnam, the Stock Exchange** (for listed companies), and shall submit such reports to the competent tax authority and the business registration authority in accordance with the Law on Enterprises.
4. The audited financial statements (including the independent auditor's opinion), together with the Company's semi-annual and quarterly reports, shall be published on the Company's website.
5. Any organization or individual having an interest may inspect or obtain copies of the Company's audited annual financial statements and its semi-annual and quarterly reports during the Company's business hours at its head office, subject to payment of a reasonable copying fee.

Article 51. Annual Report

The Company shall prepare and disclose its Annual Report in accordance with the laws and regulations governing securities and the securities market.

XVI. COMPANY AUDIT

Article 52. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm, or approve a list of independent auditing firms and authorize the Board of

Directors to select one of such firms to conduct the audit of the Company for the following fiscal year, based on the terms and conditions agreed upon with the Board of Directors. The Company shall prepare and submit its annual financial statements to the independent auditing firm upon the close of the fiscal year.

2. The independent auditing firm shall examine, certify, and report on the Company's annual financial statements reflecting its revenues and expenditures, prepare an audit report, and submit such report to the Board of Directors within two (2) months from the end of the fiscal year.
3. The audit report shall be attached to the Company's annual financial statements.
4. The auditor conducting the audit of the Company shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the General Meeting of Shareholders on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 53. Company Seal

1. The Board of Directors shall determine and approve the Company's official seal, which shall be engraved in accordance with applicable laws.
2. The Board of Directors and the General Director shall manage and use the Company's seal in accordance with applicable laws.

XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 54. Termination of Operations

1. The Company may be dissolved or cease operations in the following circumstances:
 - a. The Company is declared bankrupt by a competent court in accordance with applicable laws;
 - b. Early dissolution pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c. Revocation of the Enterprise Registration Certificate, except where otherwise provided under the Law on Tax Administration;
 - d. Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision on dissolution shall be notified to, or approved by, the competent authorities where required by law.

Article 55. Liquidation

1. At least six (6) months prior to the expiration of the Company's operating term, or immediately after a resolution or decision on dissolution is adopted, the Board of Directors shall establish a Liquidation Committee comprising three (3) members. Two (2) members shall be appointed by the General Meeting of Shareholders, and one (1) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members

of the Liquidation Committee may be selected from among the Company's employees or independent professionals. All expenses relating to the liquidation shall be paid by the Company in priority over all other debts and liabilities.

2. The Liquidation Committee shall notify the business registration authority of the date of its establishment and the commencement of its operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation before the courts and administrative authorities.
3. Proceeds from the liquidation of the Company's assets shall be distributed in the following order of priority:

- a. Liquidation expenses;
- b. Salaries, wages, and insurance obligations owed to employees;
- c. Taxes and other amounts payable to the State;
- d. Outstanding loans (if any);
- e. Other debts and liabilities of the Company;

f. The remaining balance, after payment of all obligations specified in Items (a) through (e) above, shall be distributed to the shareholders. Preferred shares shall be paid in priority over ordinary shares.

XIX. INTERNAL DISPUTE RESOLUTION

Article 56. Internal Dispute Resolution

1. In the event of any dispute or claim arising in connection with the Company's operations or the rights and obligations of shareholders under this Charter, the Law on Enterprises, other applicable laws, or administrative regulations, including disputes between:

- a. A shareholder and the Company; or
- b. A shareholder and the Board of Directors, the Supervisory Board, the General

Director, or other senior managers,

the parties concerned shall first seek to resolve such dispute through negotiation and mediation.

Except where the dispute involves 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 process and request each party to present the relevant facts and circumstances within sixty (60) working days from the date the dispute arises.

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

2. If no settlement is reached within six (6) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to a competent arbitration institution or a competent court for resolution.

3. Each party shall bear its own costs incurred in connection with the negotiation and mediation process. Court costs and other litigation expenses shall be allocated in accordance with the final judgment or decision of the competent court.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 57. Amendment and Supplementation of the Charter

1. Any amendment or supplementation to this Charter shall be considered and approved by the General Meeting of Shareholders.
2. Where any provisions of applicable law governing the Company's operations are not addressed in this Charter, or where newly enacted legal provisions differ from those contained herein, such provisions of law shall automatically apply and prevail in regulating the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter, consisting of twenty-one (21) Chapters and fifty-eight (58) Articles, was unanimously adopted by the General Meeting of Shareholders of **Thanh Dat Investment Development Joint Stock Company** on **20 April 2023** at the Company's 2023 Annual General Meeting of Shareholders and became effective in its entirety as of that date.

This Charter was subsequently amended to reflect the revised charter capital in accordance with the Resolution of the Board of Directors dated **13 June 2025**.

2. Copies or extracts of this Charter shall be valid only if duly signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors.

Full name and signature of the legal representative, the founding shareholders, or the authorized representatives of the founding shareholders of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS CHAIRMAN

Legal Representative



CHỦ TỊCH HĐQT
Nguyễn Huy Cường