

**VIETNAM INDUSTRIAL
CONSTRUCTION CORPORATION**

No.: 468/VINAINCON-TCKT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, July 2026

INFORMATION DISCLOSURE

To: - State Securities Commission
- Hanoi Stock Exchange

Organization name: **Vietnam Industrial Construction Corporation.**

Stock ticker: **VVN**

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Type of information disclosed: ☐periodically ☒or irregularly every ☐24 hours
☐upon request.

Content of the published information:

The Vietnam Industrial Construction Corporation issued the Charter on Organization and Operation of the Vietnam Industrial Construction Corporation (7th amendment, July 16, 2025), which was promulgated in accordance with Resolution No.01/2026/NQ-ĐHĐCĐ dated June 23, 2026 of the Corporation's 2026 Annual General Meeting of Shareholders.

The information was published on July 16, 2026 and updated on the Corporation's website, at <http://vinaincon.com.vn/>

We hereby declare that the information published above is true and accurate, and we assume full legal responsibility for the content of this published information.

Best regards!

**PERSON AUTHORIZED TO PUBLISH
INFORMATION**



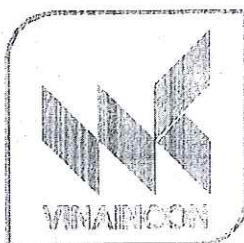
Le Duc Tho

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

RULES OF ORGANIZATION AND OPERATION
VIETNAM INDUSTRIAL CONSTRUCTION CORPORATION
(7th revisions)

Issued together with Resolution No.: 01/2026/NQ-DHĐCĐ dated June 23, 2026
Annual General Meeting of Shareholders 2026
Vietnam Industrial Construction Corporation



Hanoi, July 2026

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INTRODUCTION

These charters were adopted by resolution of the General Meeting of Shareholders held on June 23, 2026.

CHAPTER I. DEFINITION OF TERMS IN THE STATUTES

Article 1. Explanation of Terms

1. In these Regulations, the following terms are understood as follows:

a) "Charter capital" is the total par value of shares sold or registered for purchase upon the establishment of the enterprise and as stipulated in Article 6 of these Charters;

b) "Enterprise Law" refers to the Enterprise Law No.59/2020/QH14 dated June 17, 2020;

c) "Securities Law" refers to Securities Law No.54/2019/QH14 dated November 26, 2021;

d) "Date of establishment" is the date on which the Corporation was first granted its Certificate of Business Registration;

e) "Business executives" refers to the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the Corporation's Charter;

f) "Related parties" are individuals and organizations as defined in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law;

g) "Family members" include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, daughter-in-law, brother of the wife, brother of the husband, biological sister of the wife, biological sister of the husband, biological sibling of the wife, biological sibling of the husband;

h) "Major shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law;

i) "Operating period" refers to the operating period of the Corporation as stipulated in Article 2 of these Charters and any extension period (if any) approved by resolution of the Corporation's General Meeting of Shareholders;

k) "Vietnam" refers to the Socialist Republic of Vietnam;

l) "Non-executive Board Member" refers to a board member who is not the CEO, Deputy CEO, Chief Accountant, or other management personnel directly appointed by the Board of Directors;

m) Other words or terms will be understood and defined in accordance with the 2020 Enterprise Law and related laws.

n) "Subsidiary" refers to enterprises in which the parent company owns more than 50% of the charter capital or the total number of issued common shares of that company;

o) "Associate companies" are businesses in which the parent company owns up to 50% of the charter capital or the total number of issued common shares of that company.

2. In these Regulations, references to one or more other regulations or documents include amendments or replacements to those regulations or documents.

3. The headings (chapters, articles of these Statutes) are used for convenience in understanding the content and do not affect the content of these Statutes.

CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE GENERAL CORPORATION

Article 2. Name, form, headquarters, branches, representative offices and operating period of the Corporation

1. Name of the Corporation:

a) Vietnamese name: **Tổng công ty cổ phần Xây dựng công nghiệp Việt Nam;**

b) English name: **Vietnam Industrial Construction Corporation;**

c) Abbreviation: **VINAINCON;**

2. The Corporation is a joint-stock corporation with legal personality in accordance with current Vietnamese law.

3. The registered office of the Corporation is:

The address and headquarters of the Corporation are located at: VINAINCON Building, 5 Lang Ha Street, O Cho Dua Ward, Hanoi City, Vietnam.

- a) Telephone : (+84) 24.3514 2145
- b) Fax : (+84) 24.3856 0629
- c) Email : headoffice@vinaincon.com
- d) Website : <http://www.vinaincon.com.vn>

4. The Corporation may establish branches and representative offices in its business areas to achieve its operational objectives in accordance with the Board of Directors' decisions and within the limits permitted by law.

5. Unless the Corporation ceases operations prematurely in accordance with Article 57 or extends its operations in accordance with Article 58 of these Charters, its operating term begins from the date of establishment and is indefinite.

Article 3. Legal representative of the Corporation

1. The legal representative of the Corporation is the General Director.
2. The legal representative of the Corporation has the following rights and obligations:
 - a) The legal representative of the Corporation must reside permanently in Vietnam; in case of absence from Vietnam, they must authorize another person in writing to exercise the rights and duties of the Corporation's legal representative.
 - b) The legal representative has the rights and obligations as stipulated in the 2020 Enterprise Law and the provisions of this Charter.
 - c) Other provisions as stipulated in the 2020 Enterprise Law.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE CORPORATION

Article 4. Operational Objectives of the Corporation

1. The business lines and activities of the Corporation are as follows: As specified in the Appendix attached to this Charter.
2. The Corporation's operational objectives are to preserve and develop capital, operate production and business effectively; expand investment and business areas, and build the Corporation into a leading, reputable, and competitive integrated construction and industrial production unit in the construction sector nationwide and to develop into foreign markets.

Article 5. Scope of business and operations of the Corporation

1. The Corporation is permitted to plan and conduct all business activities in accordance with the Corporation's published business lines on the National Business Registration Portal and this Charter, in compliance with current laws and regulations, and to take appropriate measures to achieve the Corporation's objectives.

2. The Corporation may conduct business in other sectors and professions permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Corporation at the time of adopting this Charter is: **550,000,000,000 VND** (*five hundred and fifty billion VND*).

The total charter capital of the Corporation is divided into **55,000,000** shares, each with a par value of **10,000 VND**.

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

3. All shares of the Corporation as of the date of adoption of these Charters are common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of these Charters.

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

5. Newly issued common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Corporation, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed for by shareholders will be decided by the Corporation's Board of Directors. The Board of Directors may distribute these shares to other parties under conditions and in a manner deemed appropriate, but may not sell them under more favorable conditions than those offered to existing shareholders, except in cases where the shares are sold through an auction on the stock exchange.

6. The Corporation may repurchase shares issued by itself in the manner prescribed in this Charter and applicable law. Shares repurchased by the Corporation are treasury shares, and the Board of Directors may offer them for sale in manner consistent with the Securities Law, relevant guiding documents, and the provisions of this Charter.

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

8. The Corporation shall establish and maintain a shareholder register. The shareholder register may be a paper document or an electronic data file recording information about the share ownership of the Corporation's shareholders.

a) The shareholder register must include the following main contents:

- Name and address of the Corporation's head office;
- The total number of shares authorized for sale, the types of shares authorized for sale, and the number of shares authorized for sale of each type;
- The total number of shares sold of each class and the value of equity contributed;
- Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder;
- The number of shares of each type held by each shareholder, and the share registration date.

b) The shareholder register is kept at the head office of the Corporation or other organizations authorized to maintain shareholder registers. Shareholders have the right to check, search, extract, and copy the names and contact addresses of company shareholders in the shareholder register.

c) If a shareholder changes their contact address, they must promptly notify the Corporation so that the information can be updated in the shareholder register. The Corporation will not be responsible for the inability to contact a shareholder due to failure to notify them of the change in their contact address.

d) The Corporation must promptly update changes in shareholders in the shareholder register upon request from the relevant shareholder as stipulated in the Charter.

9. The maximum foreign ownership ratio in the Corporation shall not exceed 5% of the Corporation's charter capital.

Article 7. Stock Certificate

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

2. A stock certificate is a certificate issued by the Corporation or the Securities Depository Organization, a book entry, or electronic data confirming

ownership of one or more shares of the Corporation. Stock certificates must contain all the information stipulated in Clause 1, Article 121 of the Enterprise Law.

3. In the event that a share certificate is lost, destroyed, or damaged, the shareholder may request a new share certificate provided they offer proof of ownership and pay all related costs to the Corporation.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. Shares of the Corporation are freely transferable unless otherwise stipulated in this Charter and by law. Shares of the Corporation listed and registered for trading on the stock exchange are transferable in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

Article 10. Reclamation of shares

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount along with interest on the unpaid amount and any costs incurred by the Corporation due to the failure to pay in full.

2. The aforementioned payment notice must clearly state the minimum payment deadline of seven (07) days from the date of sending the notice, the payment location, and the notice must clearly state that in case of non-payment as required, the remaining unpaid shares will be reclaimed.

3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.

4. Repurchased shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution of these shares under conditions and in a manner deemed appropriate by the Board of Directors, ensuring compliance with Clause 6, Article 6 of these Charters.

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but must still pay related amounts and accrued interest at the average interbank deposit interest rate published at the time of repurchase, based on the percentage of repurchased shares as determined by the Board of Directors, from the date of repurchase until the date of payment. The Board of Directors has the full authority to decide on the enforcement of payment of the full value of the shares at the time of repurchase.

6. The recall notice is sent to the holder of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

The organizational structure for management, administration, and control of the Corporation includes:

1. General Shareholders' Meeting;
2. Board of Directors;
3. Supervisory Board;
4. General Director.

CHAPTER VI. SHAREHOLDERS AND THE SHAREHOLDER MEETING

Article 12. Rights of Shareholders

1. Shareholders are the owners of the Corporation, possessing corresponding rights and obligations based on the number and type of shares they own. Shareholders are only liable for the Corporation's debts and other financial obligations to the extent of their contributed capital.

2. Ordinary shareholders have the following rights:

a) Attend and speak at General Meetings of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by voting remotely;

b) Receive dividends at the rate decided by the General Meeting of Shareholders;

c) Shares that have been fully paid are freely transferable in accordance with the provisions of this Charter and applicable law;

d) They have priority in purchasing newly offered shares in proportion to their ownership of common stock;

e) Review, search for, and retrieve information related to shareholders and request corrections to inaccurate information;

f) Access to information on the list of shareholders entitled to attend the General Meeting of Shareholders;

g) Review, search, extract, or copy the Corporation's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

h) In the event of the Corporation's dissolution or bankruptcy, the shareholder shall receive a portion of the remaining assets corresponding to their shareholding ratio in the Corporation after the Corporation has paid all debts (including obligations to the state, taxes, fees, etc.) and paid other shareholders holding shares of the Corporation in accordance with the law;

i) Request the Corporation to repurchase their shares in the cases stipulated in Article 132 of the Enterprise Law;

k) Other rights as prescribed by law and these Statutes.

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

a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Articles 115 and 139 of the Enterprise Law;

b) Verify and obtain a copy or excerpt of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;

c) Request the Supervisory Board to examine specific issues related to the management and operation of the Corporation when deemed necessary. The request must be in writing; it must include the full name, permanent address, nationality, Citizen Identification Card number, National Identity Card number, Passport number, or other legally valid personal identification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number of shares and registration date of each shareholder, the total number of shares of the entire shareholder group, and their ownership percentage in the total shares of the Corporation; the issue to be examined, and the purpose of the examination.

4. An organization that is a shareholder of Vietnam Industrial Construction Corporation and owns at least 10% of the total number of common shares may authorize a maximum of 05 representatives by proxy.

5. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:

a) Ordinary shareholders who voluntarily form a group meeting the prescribed conditions to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the General Meeting of Shareholders about the group meeting no later than the opening of the meeting;

b) The number of candidates that each group is entitled to nominate is determined according to the Election Regulations decided by the General Meeting of Shareholders.

c) Other rights as prescribed by law and these Statutes.

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. Comply with the Corporation's Charter and internal regulations; abide by the decisions of the General Meeting of Shareholders and the Board of Directors.

2. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:

a) Attend and vote directly at the meeting;

b) Authorize another person to attend and vote at the meeting;

c) Attend and vote through online meetings, electronic voting, or other electronic means;

d) Send the ballot to the meeting via mail, fax, or email.

3. Make payment for the registered shares as per regulations.

4. Provide an accurate address when registering to purchase shares.

5. Fulfill other obligations as required by applicable law.

6. Individuals shall be held personally liable for any of the following acts committed in the name of the Corporation:

a) Violation of the law;

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

c) Paying off debts that are not yet due in order to mitigate financial risks for the Corporation;

d) Other actions that affect the interests of the Corporation.

7. Maintain the confidentiality of information provided by the company in accordance with the company's charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the company to other organizations or individuals.

8. Other obligations as prescribed by the Enterprise Law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Corporation. The Annual General Meeting of Shareholders is held once (01) a year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the financial year. The Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the financial year;

2. The Board of Directors shall convene a meeting and select a suitable venue for the Annual General Meeting of Shareholders. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Corporation's Charter. The Corporation may invite representatives from an independent auditing firm to attend the Annual General Meeting of Shareholders to explain relevant matters.

3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

a) The Board of Directors deems it necessary for the benefit of the Corporation;

b) The number of members of the Board of Directors and Supervisory Board is less than the number of members prescribed by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in this Charter;

c) Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of these Charters request the convening of a General Meeting of Shareholders. The request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders, or the request must be made in multiple copies and include the signatures of all relevant shareholders;

d) The Supervisory Board may request the convening of an extraordinary General Meeting of Shareholders if the Supervisory Board has reason to believe that members of the Board of Directors or other executives have seriously violated their obligations under Article 165 of the Enterprise Law, or that the Board of Directors has acted or intends to act outside the scope of its authority;

e) Other cases as prescribed by law and these Regulations.

4. Convene an extraordinary general meeting of shareholders.

a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date of occurrence of the event in accordance with the cases in Clause 3 of this Article;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law;

c) In the event that the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders with the request as prescribed in point c, clause 3 of this Article has the right to replace the Board of Directors and the Supervisory Board in convening a General Meeting of Shareholders as prescribed in clause 4, Article 140 of the Enterprise Law.

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

d) An extraordinary general meeting of shareholders may adopt resolutions by means of written consultation or other forms permitted by law.

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

1. The annual general meeting of shareholders has the right to discuss and approve the following matters:

a) Audited annual financial statements;

b) Report of the Board of Directors;

c) Report of the Supervisory Board;

d) Short-term and long-term development plans of the Corporation.

2. Annual and extraordinary general meetings of shareholders shall make decisions on the following matters:

- a) Approve the annual financial report;
- b) The annual dividend payment for each type of share shall comply with the Enterprise Law and the rights associated with that type of share. This dividend shall not exceed the amount proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;
- c) Number of members of the Board of Directors;
- d) Selecting an independent auditing firm;
- e) Electing, dismissing, removing, and replacing members of the Board of Directors and the Supervisory Board;
- f) Total remuneration of members of the Board of Directors and Supervisory Board, and a report on remuneration of the Board of Directors and Supervisory Board;
- g) Supplementing and amending the Corporation's Charter;
- h) The type of shares and the number of new shares to be issued for each type of share;
- i) Dividing, separating, merging, consolidating, or transforming the Corporation;
- j) Reorganize and dissolve (liquidate) the Corporation and appoint a liquidator;
- k) To inspect and handle violations by the Board of Directors and the Supervisory Board that cause damage to the Corporation and shareholders;
- l) Decisions on investment/sale transactions involving assets valued at 35% or more of the total asset value of the Corporation as recorded in the most recent audited financial statements;
- m) Decision to repurchase more than 10% of the total issued shares of each class;
- n) The Corporation enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the Corporation's assets as recorded in the most recent financial statement;
- o) Other matters as prescribed by law and these Statutes.

3. Shareholders are not allowed to participate in voting in the following cases:

- a) Approve contracts as stipulated in Clause 2 of this Article when that shareholder or a person related to that shareholder is a party to the contract;

b) The repurchase of shares from that shareholder or a person related to that shareholder, except in cases where the repurchase is carried out proportionally to the ownership of all shareholders, or the repurchase is carried out through order matching transactions on the stock exchange, or a public tender offer as prescribed by law.

4. All matters of the Congress may be adopted by voting at the Congress or by written consultation.

Article 16. Authorized Representatives

1. Shareholders who are legally entitled to attend the General Meeting of Shareholders may authorize individuals or organizations to represent them. If more than one authorized representative is present, the number of shares and votes authorized for each representative must be specifically identified.

2. The authorization of a representative to attend the General Meeting of Shareholders must be in writing, using the form provided by the Corporation, and must be signed as prescribed below:

a) In the case where an individual shareholder is the authorized representative, the power of attorney must be signed by that shareholder and the individual or legal representative of the organization authorized to attend the meeting;

b) In the case where the institutional shareholder is the authorized representative, the power of attorney must be signed by the authorized representative, the legal representative of the institutional and individual shareholder, and the legal representative of the organization authorized to attend the meeting;

c) Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting before entering the meeting room.

3. In cases where a lawyer signs a representative appointment document on behalf of the authorized person, the appointment of a representative is only considered valid if the representative appointment document is presented together with the power of attorney for the lawyer (if it has not been previously registered with the Corporation).

4. Except as provided in Clause 3 of this Article, the voting ballot of a person authorized to attend the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:

a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;

- b) The person who granted the authorization has revoked the designation;
- c) The grantor has revoked the authority of the grantee.

This clause does not apply if the Corporation receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Changes to Rights

1. Changes or cancellations of special rights associated with a class of preferred shares shall take effect when approved by shareholders holding at least 65% of the common shares present at a meeting and simultaneously approved by shareholders holding at least 65% of the voting rights of the aforementioned class of preferred shares. A meeting of shareholders holding a class of preferred shares to approve the change of the aforementioned rights shall only be valid if there are at least two (02) shareholders (or their authorized representatives) holding at least one-third ($1/3$) of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within thirty (30) days thereafter, and those holding shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the aforementioned preferred stock shareholder meetings, those holding such shares, present in person or through a representative, may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

2. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19 and 21 of these Regulations.

3. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Corporation's profits or assets shall not be altered when the Corporation issues additional shares of the same class.

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

1. The Board of Directors convenes a General Meeting of Shareholders, or the General Meeting of Shareholders is convened in accordance with the circumstances stipulated in point b or point c of Clause 4, Article 14 of these Charters.

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

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than (10) days before the date of sending the notice inviting the General Meeting of Shareholders;

b) Prepare the program and content for the congress;

c) Prepare documents for the conference;

d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;

e) Determine the time and location for holding the congress;

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

g) Other tasks related to the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by registered mail and simultaneously published on the website of the Corporation and the State Securities Commission, and the Stock Exchange. The convenor of the General Meeting of Shareholders must send the notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted, paid for, or placed in the mailbox). The agenda of the General Meeting of Shareholders, and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the website of the Corporation. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

a) Meeting agenda and materials to be used in the meeting;

b) A list and detailed information of candidates in the event of electing members of the Board of Directors or Supervisory Board;

c) Voting slip;

d) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Corporation at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals must include the

shareholder's full name, permanent address, nationality, Citizen Identity Card number, Citizen Identification Card, Passport or other legally valid personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the content of the proposal to be included in the agenda.

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

a) The petition was submitted late, or was incomplete or contained incorrect information;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 10% of the common shares as stipulated in Clause 3, Article 12 of these Charters;

c) The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law and these Regulations.

Article 19. Conditions for holding a General Meeting of Shareholders

1. A General Meeting of Shareholders is convened when the number of shareholders in attendance represents more than 50% of the total number of voting shares.

2. If there is not enough required number of delegates within thirty (30) minutes from the time of the meeting's opening, the convener has the right to cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the date of the first planned General Meeting of Shareholders. The second General Meeting of Shareholders can only be held when the number of shareholders attending represents at least 33% of the total number of voting shares.

3. If the second meeting cannot be held due to insufficient number of delegates within thirty (30) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days from the date of the planned second meeting. In this case, the meeting shall be held regardless of the total number of valid voting rights of the attending shareholders, which shall have the right to decide on all matters intended to be approved at the first General Meeting of Shareholders.

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

1. Before the meeting commences, the Corporation must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting have registered.

2. When registering shareholders, the Corporation issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast. During the general meeting, voting cards supporting the resolution are collected/counted first, followed by voting cards opposing the resolution. Finally, the total number of votes in favor or against is counted to determine the decision. The total number of votes in favor, against, blank, or invalid for each issue is announced by the Chairman immediately after the vote on that issue. The General Meeting elects those responsible for counting the votes (Vote Counting Committee) or supervising the vote counting, as proposed by the Chairman. The number of members of the Vote Counting Committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

3. Shareholders or their authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

4. The Chairman of the Board of Directors presides over meetings convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the Vice Chairman shall preside over the meeting. If both the Chairman and Vice Chairman are absent, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall preside over the meeting so that the General Meeting of Shareholders can elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting.

In other cases, the person who signs the document convening the General Meeting of Shareholders presides over the meeting. The General Meeting of Shareholders elects the chairman of the meeting, and the person with the highest number of votes is appointed as the chairman.

5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.

6. The chairperson of the meeting may conduct the necessary activities to conduct the General Meeting of Shareholders in a valid, orderly manner, according to the approved agenda and reflecting the wishes of the majority of attending delegates.

7. The presiding officer of the meeting may adjourn the meeting upon the unanimous agreement or request of the General Meeting of Shareholders, provided that the required number of delegates have been present as stipulated in Clause 8, Article 146 of the Enterprise Law.

8. The person convening the General Meeting of Shareholders has the right to require shareholders or their authorized representatives attending the meeting to undergo inspections or other lawful and reasonable security measures. If a shareholder or authorized representative fails to comply with the aforementioned inspection or security measures, the person convening the General Meeting of Shareholders, after careful consideration, has the right to refuse or expel that shareholder or representative from the meeting.

9. The person convening the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

- a) Arrange seating at the venue for the Shareholders' General Meeting;
- b) Ensure the safety of everyone present at the meeting venues;
- c) To facilitate shareholder attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Measures applied may include issuing entry passes or using other selection methods.

10. In the event that the General Meeting of Shareholders applies the above-mentioned measures, the person convening the General Meeting of Shareholders, when determining the meeting location, may:

- a) The meeting will be held at the location specified in the notice, and the meeting chairman will be present there ("Main venue of the meeting");
- b) Arrangements shall be made so that shareholders or authorized representatives who are unable to attend the meeting under these Articles, or those who wish to participate from a location other than the main meeting venue, may simultaneously attend the meeting;

The announcement regarding the organization of the congress does not need to detail the organizational measures as stipulated in this Article.

11. Under these Articles of Association (unless circumstances require otherwise), all shareholders shall be deemed to be participating in the meeting at the main meeting place.

12. Annually, the Corporation shall hold a General Meeting of Shareholders at least once (01). The annual General Meeting of Shareholders shall not be held in the form of obtaining shareholder opinions in writing.

Article 21. Adoption of decisions by the General Meeting of Shareholders

1. A resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% of the total voting rights of all shareholders present at the meeting; the specific percentage is stipulated in the company's charter:

- a) The type of shares and the total number of shares of each type;
- b) Changes in industry, occupation, and business sector;
- c) Changes to the company's organizational and management structure;
- d) Investment projects or asset sales with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement, or a smaller percentage or value as stipulated in the company's charter;
- d) Reorganizing or dissolving the company;
- e) Other matters as stipulated in the company's charter.

2. Resolutions on other matters shall be adopted when approved by shareholders representing more than 50% of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 1 and 3 of this Article; the specific percentage shall be stipulated in the company's charter.

3. Unless otherwise stipulated in the company's charter, the voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's

charter is reached. If two or more candidates receive the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be held among those candidates or a selection will be made according to the election regulations or the company's charter.

4. In cases where resolutions are adopted through written consultation, the resolution of the General Meeting of Shareholders is considered adopted if it is approved by shareholders representing more than 50% of the total voting shares; the specific percentage is stipulated in the company's charter.

5. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date the resolution is adopted; if the company has a website, sending the resolution may be replaced by posting it on the company's website.

Article 22. Authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders.

The authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to approve decisions of the General Meeting of Shareholders when deemed necessary for the benefit of the Corporation.

2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors must ensure that the documents are sent and published to shareholders within a reasonable time for consideration and voting, and must send them at least fifteen (15) days before the deadline for receiving ballots.

3. The feedback form must include the following key information:

a) Name, address of head office, business registration number;

b) Purpose of soliciting opinions;

c) Full name, permanent address, nationality, Citizen ID card number, National ID card number, Passport number, or other legally valid personal identification of the individual shareholder; name, enterprise code or establishment decision number, and head office address of the organizational shareholder; or full name, permanent address, nationality, Citizen ID card number, National ID card number, Passport number, or other legally valid personal identification of the authorized representative of the organizational shareholder; number of shares of each class and voting rights of the shareholder;

- d) Issues requiring consultation before a decision can be made;
- e) The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
- f) Deadline for submitting the answered feedback forms to the Corporation;
- g) Full name and signature of the Chairman of the Board of Directors and the legal representative of the Corporation.

4. The completed opinion poll form must be signed by the individual shareholder, or the legal representative of the shareholder (organization or individual), or the authorized legal representative of the organization.

5. Feedback forms can be sent to the Corporation through the following methods:

- a) By mail: Opinion survey forms sent to the Corporation must be enclosed in sealed envelopes, and no one is allowed to open them before the votes are counted;
- b) Sending by fax or email: Opinion forms sent to the Corporation via fax or email must be kept confidential until the vote count.

Opinion ballots received by the Corporation after the deadline specified in the ballot form, or that have been opened in the case of mail submissions, or published before the vote count in the case of fax or email submissions, are invalid. Unreturned ballots are considered non-voting ballots.

6. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who are not executives of the business. The vote counting report must include the following main contents:

- a) Name, address of head office, business registration number;
- b) The purpose and issues requiring consultation for the resolution to be adopted;
- c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
- d) The total number of votes in favor, against, and abstentions for each issue;
- e) Issues that have been approved;
- f) Full name and signature of the Chairman of the Board of Directors, the legal representative of the Corporation, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

7. The vote count minutes and Resolution must be sent to shareholders within fifteen (15) days from the date of the end of the vote count. If the Corporation has a website, sending the vote count minutes may be replaced by posting them on the Corporation's website within twenty-four (24) hours from the time of the end of the vote count.

8. The completed opinion poll forms, vote counting records, adopted resolutions, and related documents accompanying the opinion poll forms must all be kept at the Corporation's headquarters.

9. Resolutions adopted through written shareholder consultation must be approved by the number of shareholders in accordance with the quorum stipulated in Article 21 of these Charters.

Article 23. Minutes of the General Meeting of Shareholders

1. Shareholders' General Meetings must be recorded in minutes and may also be audio-recorded or recorded and stored electronically. The minutes must be in Vietnamese, and may also be in English, and must include the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- e) Summarize the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- f) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) Issues that were approved and the corresponding percentage of votes in favor;

i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the content as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

Minutes prepared in both Vietnamese and English have equal legal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The chairperson and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The minutes of the General Meeting of Shareholders must be published on the Corporation's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of the meeting's conclusion.

4. Minutes of the General Meeting of Shareholders, appendix listing registered shareholders with shareholder signatures, proxies for attending the meeting, and related documents must be kept at the head office of the Corporation.

Article 24. Request for annulment of a decision of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the results of the written shareholder vote, members of the Board of Directors, Supervisors, General Directors, shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter have the right to request the Court or Arbitration to review and annul the decision of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening meetings or obtaining shareholder opinions in writing and making decisions of the General Meeting of Shareholders are not carried out in accordance with the provisions of the Enterprise Law and these Charters, except as provided in Clause 2, Article 152 of the Enterprise Law;

2. The content of the resolution violates the law or these Statutes.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination and candidacy of Board of Directors members

1. In cases where candidates have been identified in advance, information related to the Board of Directors candidates shall be included in the General Meeting of Shareholders' Meeting documents and published at least ten (10) days before the opening date of the General Meeting of Shareholders' Meeting on the Corporation's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must make a written commitment regarding the truthfulness, accuracy and reasonableness of the published personal information and must commit to performing their duties honestly if elected as members of the Board of Directors. The information related to Board of Directors candidates published shall include at least the following contents:

- a) Full name, date of birth (day, month, year);
- b) Educational qualifications;
- c) Professional qualifications;
- d) Work experience;
- e) Companies or organizations where the candidate currently holds positions as a member of the Board of Directors or other management positions;
- f) An evaluation report on the candidate's contributions to the Corporation, in case the candidate is currently a member of the Corporation's Board of Directors;
- g) Any interests related to the Corporation (if any);
- h) The full name of the shareholder or group of shareholders nominating the candidate (if any);
- i) Other information (if any).

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

3. If the number of candidates nominated and elected to the Board of Directors is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law , the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the company's charter and internal regulations on corporate governance. The Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

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

a) Possess full legal capacity and not be subject to any prohibitions on managing businesses as stipulated in the Enterprise Law.

b) Being an individual shareholder owning at least 10% of the total number of common shares, or another person with a university degree, professional qualifications, and practical experience in business management or in the main business sectors of the Corporation.

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

1. The number of members of the Board of Directors of the Corporation is from 05 to 07 members. The term of office of a member of the Board of Directors is not more than five (05) years and can be re-elected for an unlimited number of terms.

2. The structure of the Board of Directors is as follows:

a) The Board of Directors must have at least 01 (one) non-executive member in the case where the Corporation has a Board of Directors of 03 to 05 members;

b) The Board of Directors must have at least 02 (two) non-executive members in the case where the Corporation has a Board of Directors of 06 to 07 members;

3. The General Meeting of Shareholders may dismiss members of the Board of Directors in the following cases:

a) Not eligible to be a member of the Board of Directors according to the provisions of the Enterprise Law or prohibited by law from being a member of the Board of Directors;

b) There is a letter of resignation;

c) The person suffers from a mental disorder and another member of the Board of Directors has professional evidence demonstrating that the person is no longer capable of acting;

d) Not attending meetings of the Board of Directors for six (06) consecutive months, except in case of force majeure;

e) By decision of the General Meeting of Shareholders;

f) Providing false personal information when submitting it to the Corporation as a candidate for the Board of Directors;

g) Cease to be appointed as the representative of the capital contribution as authorized by the institutional shareholder;

h) Other cases as prescribed by law and these Regulations.

4. If a member is elected to fill a vacancy or replace a member who has been dismissed or removed from office within the term of office, that member's term will be the remaining term of the Board of Directors.

5. The appointment of members of the Board of Directors must be disclosed in accordance with legal regulations.

6. Members of the Board of Directors may not be shareholders of the Corporation.

Article 27. Powers and obligations of the Board of Directors

1. The business operations and activities of the Corporation are subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and obligations of the Corporation that do not fall under the authority of the General Meeting of Shareholders.

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

a) Deciding on the Corporation's strategic plan, medium-term development plan, and annual business plan;

b) Determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

c) Appointing and dismissing, signing contracts with, and terminating contracts with the General Director, and determining the General Director's salary; Appointing, dismissing, and removing from office the Deputy General Directors, Chief Accountant, Directors of affiliated branches, and the Chairman of the One – Member Limited Liability Company are owned by the Corporation at the suggestion of the General Director, who also determines the salaries and other benefits of these individuals;

Other job titles will be specified in detail in the Corporation's internal governance regulations.

- d) Supervising and directing the General Director and other executives;
- e) To resolve the Corporation's complaints against business executives, as well as to decide on the Corporation's representatives to handle legal matters related to those executives;
- f) Deciding on the organizational structure of the Corporation, the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- g) Propose the reorganization or dissolution of the Corporation;
- h) To issue the internal regulations on corporate governance after approval by the General Meeting of Shareholders. To decide on the issuance of other internal management regulations;
- i) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to approve decisions;
- j) Propose the annual dividend rate; decide on the timing and procedures for dividend payment;
- k) Propose the types of shares to be issued and the total number of shares to be issued for each type;
- l) Propose the issuance of convertible bonds and bonds with warrants;
- m) Deciding on the offering price of shares and bonds in cases where authorized by the General Meeting of Shareholders;
- n) Submit the annual financial statements and the corporate governance report to the General Meeting of Shareholders;
- o) Reporting to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;
- p) Appoint authorized representatives to exercise ownership rights over shares or capital contributions of the Corporation in other enterprises, and decide on the remuneration and other benefits of those representatives;
- q) Other rights and obligations (if any).

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

- a) Establish branches or representative offices of the Corporation;
- b) Establish subsidiary companies of the Corporation;
- c) Within the scope stipulated in Clause 2, Article 153 of the Enterprise Law, and excluding the cases stipulated in Clause 2, Article 138 and Clauses 1 and 4, Article 167 of the Enterprise Law. The Board of Directors decides on the implementation, modification, and cancellation of the Corporation's contracts, subject to approval by the General Meeting of Shareholders .

d) Appointing and dismissing individuals authorized by the Corporation to act as its commercial representatives and legal counsel;

e) The Corporation's borrowing and the fulfillment of mortgages, guarantees, collateral, and compensation obligations;

f) Investments not included in the business plan exceeding 10% of the annual production and business plan value;

g) The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;

h) Valuation of assets contributed to the Corporation in non-monetary form during the issuance of shares or bonds by the Corporation, including gold, land use rights, intellectual property rights, technology and technological know-how, etc.;

i) The repurchase or redemption shall not exceed 10% of the total number of shares of each class offered for sale within twelve (12) months;

j) Deciding on the repurchase or redemption price of the Corporation's shares;

k) Other business matters or transactions that the Board of Directors decides require approval within its scope of authority and responsibility.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically the Board's oversight of the General Director and other executives during the fiscal year.

5. Unless otherwise provided by law and the Articles of Association, the Board of Directors may authorize subordinate staff and other executives to represent and handle affairs on behalf of the Corporation.

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

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total amount of remuneration for the Board of Directors is determined by the General Meeting of Shareholders. This remuneration is distributed among the members of the Board of Directors according to an agreement within the Board of Directors or equally distributed in the absence of an agreement.

2. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties which the Board of Directors deems outside the ordinary scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board of Directors.

3. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

Article 29. Chairman and Vice-Chairman of the Board of Directors

1. The Board of Directors shall elect the Chairman and Vice-Chairman of the Board of Directors from among its members by majority vote. The Vice-Chairman of the Board of Directors shall have the same rights and obligations as the Chairman in cases where he/she is authorized to do so or when the Chairman is absent and unable to perform his/her duties.

2. The Chairman of the Board of Directors is responsible for preparing the agenda and documents, convening and presiding over meetings of the Board of Directors; presiding over meetings of the General Meeting of Shareholders; and also has other rights and obligations as stipulated in the Enterprise Law and these Charters.

3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial report, the Corporation's operational report, the audit report, and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.

4. The Chairman and Vice-Chairman of the Board of Directors may be dismissed by decision of the Board of Directors. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

5. The Chairman of the Board of Directors may not also hold the position of General Director .

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of the end of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest percentage of votes. In case there is more than one (01) member with the highest percentage of votes, the members shall vote by majority to choose one (01) person among them to convene the meeting of the Board of Directors.

2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least three (03) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but must hold at least one (01) meeting every quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay unless there is a valid reason, when one of the following parties requests in writing, clearly stating the purpose of the meeting and the issues to be discussed:

- a) Supervisory Board;
- b) General Director or at least five (05) other executives;
- c) At least two (02) members of the Board of Directors;

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request mentioned in Clause 3 of this Article. In case of failure to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Corporation; the persons requesting the meeting as mentioned in Clause 3 of Article 30 have the right to convene a meeting of the Board of Directors.

5. In the event that an independent auditing firm requests an audit of the Corporation's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Corporation's situation.

6. Board of Directors meetings shall be held at the Corporation's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the unanimous consent of the Board of Directors.

7. Notices of Board of Directors meetings must be sent to Board members and Supervisors at least three (03) working days before the meeting date. The notice of the Board of Directors meeting must be in writing in Vietnamese and must fully inform the time, place of the meeting, agenda, content of the issues to be discussed, along with necessary documents on the issues to be discussed and voted on at the meeting and the members' voting ballots.

The meeting notice shall be sent by mail, fax, email, or other means, but must ensure that it reaches the contact address of each member of the Board of Directors and the Supervisors registered with the Corporation.

8. Meetings of the Board of Directors shall be held when at least three-quarters (3/4) of the total number of Board members are present, either in person or through a representative (authorized person) if approved by a majority of the Board members.

If the required number of members is not present, a second meeting must be convened within seven (07) days from the date of the first scheduled meeting. The second meeting will be held if more than half (1/2) of the Board of Directors members are present.

9. Board meetings may be held in the form of online conferences among members of the Board when all or some members are located in different places, provided that each participating member is able to:

a) Listen to each of the other Board members who are participating in the meeting speak;

b) To address all other attending members simultaneously. Discussions among members may take place in person by telephone or by other means of communication, or a combination of these methods. A Board member participating in such a meeting is considered to be "present" at that meeting. The meeting location as stipulated in this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted by telephone take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

10. Members of the Board of Directors may send voting ballots to the meeting via mail, fax, or email. In the case of sending voting ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballot may only be opened in the presence of all attendees.

11. Voting

a) Except as provided in point b of this clause, each member of the Board of Directors or authorized person as provided in clause 8 of this Article who is present in person at the Board of Directors meeting has one (01) voting right;

b) Board members are not permitted to vote on contracts, transactions, or proposals in which they or a person related to them have an interest that conflicts with, or may conflict with, the interests of the Corporation. Board members are not counted toward the minimum quorum required to convene a Board meeting regarding decisions on which they do not have the right to vote;

c) As stipulated in point d of this clause, when an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors who does not voluntarily waive their voting rights, the chairman's decision shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract as stipulated in points a and b of Clause 5, Article 40 of these Charters shall be considered to have a substantial interest in that contract;

e) Auditors have the right to attend Board of Directors meetings and participate in discussions, but they do not have the right to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been or is being considered for a contract or transaction with the Corporation and is aware of their own interest is responsible for disclosing this interest at the first Board meeting discussing the signing of the contract or transaction. If a member of the Board of Directors is unaware of their own or related parties' interest at the time the contract or transaction is signed with the Corporation, that member must disclose the relevant interest at the first Board meeting held after they become aware of their interest or potential interest in the aforementioned transaction or contract.

13. The Board of Directors adopts decisions and resolutions based on a majority vote of the Board members present at the meeting. In the event of a tie vote, the vote of the Chairman of the Board of Directors shall be the deciding vote.

14. Resolutions adopted by written consultation are based on the unanimous agreement of a majority of the Board of Directors members with voting rights. These resolutions have the same effect and value as resolutions adopted at a meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and these minutes serve as authentic evidence of the work done at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the person recording the minutes.

16. In cases where a resolution or decision passed by the Board of Directors is contrary to the law, a resolution of the General Meeting of Shareholders, or the company's charter, and causes damage to the Corporation,

the members who approved the resolution or decision shall be jointly and severally liable for the individual responsibility for that resolution or decision and shall compensate the Corporation for the damage; members who opposed the resolution or decision shall be exempt from liability. In this case, the shareholders of the Corporation have the right to request the Court to suspend or annul the aforementioned resolution or decision.

Article 31. Subcommittees of the Board of Directors

The Board of Directors may establish a subcommittee to be responsible for development policy, human resources, compensation, and internal audit. The number of members of the subcommittee is decided by the Board of Directors, but should have at least three (03) members including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the subcommittee and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of the members attending and voting at the subcommittee meeting are members of the Board of Directors.

Article 32. The person in charge of administration also serves as the General Secretary of the Corporation.

1. The Board of Directors shall appoint at least one (01) person to be the Head of Corporate Governance to support the effective conduct of Corporate Governance activities. The term of office of the Head of Corporate Governance shall be decided by the Board of Directors, with a maximum of five (05) years.

2. The person in charge of the Corporation's administration must meet the following standards:

- a) Possess knowledge of the law;
- b) They are not allowed to simultaneously work for the independent auditing firm that is auditing the Corporation's financial statements;
- c) Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Head of Corporate Governance when necessary, provided that this is not contrary to current labor laws. The Board of Directors may appoint an Assistant to the Head of Corporate Governance from time to time.

4. The person in charge of the Corporation's administration has the following rights and obligations:

a) Assisting the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and handling related matters between the Corporation and shareholders;

b) Prepare for meetings of the Board of Directors, Supervisory Board, and General Shareholders' Meeting as requested by the Board of Directors or the Supervisory Board;

c) Providing procedural support for meetings;

d) Attend meetings;

e) Assisting in the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;

g) Monitoring and reporting to the Board of Directors on the Corporation's information disclosure activities;

h) Maintain confidentiality of information in accordance with the law and the Corporation's Charter;

i) Other rights and obligations as prescribed by law and the Corporation's Charter.

CHAPTER VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organizational structure of the management apparatus

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

Article 34. Business Managers

1. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Corporation may recruit other executives in a number and with qualifications appropriate to the Corporation's structure and management regulations as stipulated by the Board of Directors. These executives must diligently support the Corporation in achieving its operational and organizational goals.

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

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

1. The Board of Directors appoints one (01) member of the Board of Directors or hires another person to be the General Director; stipulates the remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, shown as a separate item in the Annual Financial Report and included in the Annual Report of the Corporation.

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

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

a) Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, and the business plan and investment plan of the Corporation that have been approved by the Board of Directors and the General Meeting of Shareholders;

b) To make decisions on matters that do not require a decision from the Board of Directors, including signing financial and commercial contracts on behalf of the Corporation, and organizing and managing the Corporation's day-to-day business operations in accordance with best management practices;

c) Deciding on solutions for market development, marketing, and technology; approving purchase, sale, loan, and other contracts with a value less than 15% of the total asset value recorded in the Corporation's most recent financial statement, excluding contracts and transactions stipulated in Clause 5, Article 40 of this Charter, and in accordance with other internal management regulations of the Corporation (if any);

d) To propose to the Board of Directors the organizational structure and internal management regulations of the Corporation;

e) Propose measures to improve the operations and management of the Corporation;

f) Propose the number and type of business executives that the Corporation needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations, and propose remuneration, salaries, and other benefits for business executives for the Board of Directors to decide;

g) Consult with the Board of Directors to decide on the number of employees, their appointment, dismissal, salary, allowances, benefits, and other terms related to their employment contracts for positions other than those under the authority of the General Meeting of Shareholders and the Board of Directors;

h) Annually, submit to the Board of Directors for approval a detailed business plan for the following fiscal year;

i) Other rights and obligations as prescribed by law, this Charter, the Corporation's internal regulations, and resolutions of the Board of Directors.

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

5. The Board of Directors may dismiss the CEO when a majority of the Board members present at the meeting with voting rights approve the dismissal. Within 60 days of the decision to dismiss or remove from office, the Board of Directors shall consider and decide on the selection and appointment of a replacement.

6. Conditions and standards for the General Director:

a) Not subject to the provisions of Clause 2, Article 17 of the 2020 Enterprise Law;

b) They must not be related to the business manager, the auditor of the Corporation; the representative of state capital, or the representative of enterprise capital in the Corporation;

c) Possess professional qualifications and experience in business management within the Corporation.

CHAPTER IX. THE SUPERVISORY BOARD

Article 36. Candidacy and Nomination of Supervisors

1. The nomination and candidacy of Supervisors shall be conducted in accordance with the provisions of Clauses 1 and 2 of Article 25 of these Regulations.

2. If the number of candidates for the Supervisory Board nominated through application is insufficient, the incumbent Supervisory Board may nominate additional candidates.

Article 37. Supervisors

1. The number of Supervisors of the Corporation is three (03) people. The term of office of the Supervisors is not more than five (05) years and can be re-elected for an unlimited number of terms.

2. The auditor must meet the standards and conditions stipulated in Clause 3, Article 103 and Clause 1, Article 169 of the Enterprise Law, the Corporation's Charter, and must not fall under the following cases:

- a) Working in the accounting and finance department of the Corporation;
- b) Being a member or employee of an independent auditing firm that audited the Corporation's financial statements for the three (03) consecutive years prior to that.

3. The Supervisors shall elect one (01) person among themselves as the Head of the Supervisory Board by majority principle. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the Corporation and must work full-time at the Corporation. The Head of the Supervisory Board has the following rights and responsibilities:

- a) Convene a meeting of the Supervisory Board;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

4. The supervisor shall be dismissed in the following cases:

- a) No longer meets the qualifications and conditions to be a Supervisor as stipulated in the Enterprise Law;
- b) Not exercising their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) A resignation letter has been submitted and accepted;
- d) Other cases as prescribed by law and these Regulations.

5. Supervisors are dismissed in the following cases:

- a) Failure to complete assigned tasks or duties;
- b) Serious or repeated violations of the duties of the Supervisors as stipulated in the Enterprise Law and the Corporation's Charter;
- c) By decision of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and these Regulations.

Article 38. Supervisory Board

1. The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

a) It is possible to propose and recommend that the General Meeting of Shareholders approve the appointment of an independent auditing firm to audit the Corporation's financial statements;

b) Be accountable to shareholders for their supervisory activities;

c) To assess the completeness, legality, and accuracy of the Corporation's annual and six-month business performance reports, the Board of Directors' management evaluation report, and to present the assessment report at the annual General Meeting of Shareholders. To review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and to make recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;

d) In case of detecting violations of the law or violations of the Corporation's Charter by members of the Board of Directors, the General Director and other executives, a written notification must be sent to the Board of Directors within forty-eight (48) hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences;

e) Reporting to the General Meeting of Shareholders as prescribed by the Enterprise Law.

f) Other rights and obligations as prescribed by law and these Statutes.

2. Members of the Board of Directors, the General Director, and other executives must provide complete, accurate, and timely information and documents on the management, operation, and activities of the Corporation as requested by the Supervisory Board. The person in charge of the Corporation's governance must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors are provided to the Supervisors at the same time and in the same manner as to shareholders and members of the Board of Directors.

3. The Supervisory Board may issue regulations on the meetings of the Supervisory Board and the way the Supervisory Board operates. The Supervisory Board must meet at least two (02) times a year and the meeting shall be held when at least two-thirds (2/3) of the Supervisors are present.

4. The remuneration, salary, and other benefits of the Supervisory Board are determined by the General Meeting of Shareholders. The Supervisory Board shall be reimbursed for reasonable expenses for accommodation, travel, and other incidental costs incurred when attending meetings of the Supervisory Board or performing other activities of the Supervisory Board.

CHAPTER X. RESPONSIBILITIES OF BOARD MEMBERS, SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 39. Responsibility for Care

Members of the Board of Directors, Supervisors, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Corporation.

Article 40. Responsibility for honesty and avoiding conflicts of interest

1. Members of the Board of Directors, Supervisory Board, General Director, and other executives must disclose their relevant interests as prescribed in Article 164 of the Enterprise Law and other legal regulations.

2. Members of the Board of Directors, Supervisory Board, General Director, and other executives are not permitted to use business opportunities that could benefit the Corporation for personal gain; nor are they permitted to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, Supervisors, the General Director, and other executives are obligated to inform the Board of Directors of all potential conflicts of interest with the Corporation that they may obtain through other economic entities, transactions, or individuals.

4. Unless otherwise decided by the General Meeting of Shareholders, the Corporation shall not grant loans or guarantees to members of the Board of Directors, Supervisory Board, General Director, other executives, and individuals or organizations related to the aforementioned members or legal entities in which these individuals have financial interests, except in cases where such related organizations or legal entities are public companies and related companies within the Corporation.

5. Contracts or transactions between the Corporation and one or more members of the Board of Directors, Supervisory Board, General Director, other executives and individuals or organizations related to them, or businesses,

partners, associations, or organizations of which the members of the Board of Directors, Supervisory Board, General Director, other executives, or those related to them are members or have a financial interest shall not be invalidated in the following cases:

a) For contracts with a value less than thirty-five percent (35%) of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board members, Supervisors, General Managers, and other executives, have been reported to the Board. Furthermore, the Board has authorized the execution of such contract or transaction in good faith by a majority vote of Board members with no vested interest;

b) For contracts with a value of thirty-five percent (35%) or more of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationship and interests of the Board members, Supervisors, General Managers, and other executives, have been disclosed to shareholders with no vested interest who have the right to vote on the matter, and those shareholders have approved the contract or transaction;

c) The contract or transaction is deemed fair and reasonable in all respects relating to the shareholders of the Corporation at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

d) Members of the Board of Directors, Supervisory Board, General Director, other executives, and organizations and individuals related to the aforementioned members are prohibited from using or disclosing unauthorized information of the Corporation to conduct related transactions.

Article 41. Liability for damages and compensation

1. Members of the Board of Directors, Supervisors, General Managers, and other executives who violate their duties and responsibilities of integrity and diligence, or fail to perform their duties with conscientiousness and professional competence, shall be held liable for damages caused by their misconduct.

2. The Corporation shall compensate individuals who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, and not cases initiated by the Corporation) if that person has been or is a member of the Board of Directors, Supervisory Board, General Director, other executive, employee, or authorized representative of the Corporation, or if that person has acted or is acting at the request of the

Corporation as a member of the Board of Directors, business executive, employee, or authorized representative of the Corporation, provided that person acted honestly, carefully, and diligently in the interests of or not in conflict with the interests of the Corporation, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. When performing functions, duties, or carrying out tasks as authorized by the Corporation, members of the Board of Directors, Supervisors, other executives, employees, or authorized representatives of the Corporation shall be compensated by the Corporation when they become a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Corporation) in the following cases:

a) Acted honestly, cautiously, and diligently in the best interests of the Corporation and in a manner that did not conflict with its interests;

b) Complying with the law and there is no evidence to confirm that they failed to fulfill their responsibilities.

4. Compensation costs include incidental expenses (including attorney fees), judgment costs, fines, and payments actually incurred or deemed reasonable in resolving these cases within the framework of the law. The Corporation may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

CHAPTER XI. RIGHT TO INSPECT THE GENERAL CORPORATION'S ACCOUNTING AND RECORDS

Article 42. Right to investigate books and records

1. Shareholders or groups of shareholders mentioned in Clause 2, Article 25 of these Charters have the right, directly or through an authorized representative, to submit a written request to examine the list of shareholders, the minutes of the General Meeting of Shareholders, and to obtain copies or extracts of these documents during working hours and at the head office of the Corporation. The request for examination by an authorized representative of the shareholder must be accompanied by the power of attorney from the shareholder that the representative is acting on or a notarized copy of that power of attorney.

2. Members of the Board of Directors, Supervisory Board, General Director, and other executives have the right to inspect the Corporation's shareholder register, shareholder list, and other books and records for purposes related to their positions, provided that such information is kept confidential.

3. The Corporation must keep this Charter and its amendments, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

4. The Corporation's charter must be published on the Corporation's website.

CHAPTER XII: THE RELATIONSHIP BETWEEN THE CORPORATION AND ITS OWNED ENTERPRISES

Article 43. Organizational structure of the Corporation

1. The Corporation is the parent company in a group of businesses operating under a parent-subsidary model, with the function of directly producing, trading, and investing financially in other businesses, operating in accordance with the Law on Enterprises and other relevant legal regulations; exercising the rights and obligations of the owner with respect to the capital invested in subsidiaries and affiliated companies.

2. Subsidiaries are companies in which the parent company holds more than 50% of the charter capital, and are organized in the following forms: limited liability companies, joint-stock companies, and overseas companies.

3. Affiliated companies are companies in which the parent company holds up to 50% of the charter capital, and are organized in the following forms: limited liability companies, joint-stock companies, companies with foreign capital contributions, and companies located abroad.

Article 44. Relationship between the parent company and its subsidiaries

1. The Corporation exercises the rights, obligations, and responsibilities of shareholders, members, and capital contributors in accordance with the law and the company's charter. Specifically:

a) Depending on the legal form of the subsidiary, the Corporation exercises its rights and obligations as a contributing member, owner, or shareholder in relation to the subsidiary in accordance with the relevant provisions of the Enterprise Law, relevant laws, and this Charter;

b) Contracts, transactions, and other relationships between the parent company and its subsidiaries must be established and executed independently and equally, subject to the conditions applicable to independent legal entities, except as provided in point a of this clause;

c) The parent company shall not interfere in the operations of its subsidiary companies that fall outside the scope of authority specified in point a, clause 1 of this Article.

2. The parent company manages its subsidiaries through its representatives at those companies and is responsible for the efficient use, preservation, and development of the capital invested in those companies.

Article 45. Relationship between the parent company and its subsidiary, which is a One-member limited liability company:

The Corporation is the owner of the One-member limited liability company established by the Corporation; it exercises the rights and obligations of the owner with respect to the One-member limited liability company as stipulated in Articles 76, 77, and 78 of the Enterprise Law and this Charter.

Article 46. Relationship between the Corporation and its affiliated companies

The parent company exercises the rights and obligations of a contributing party through its representative in the affiliated company, in accordance with the law and the affiliated company's charter.

Article 47. Relationship between the Corporation and its dependent economic accounting units

1. Dependent economic accounting units have the right to business autonomy according to the hierarchical structure of the Corporation, but are bound by obligations and rights to the Corporation. The Corporation is ultimately responsible for the financial obligations arising from the commitments of these units within the scope of its authorization.

2. Subordinate economic accounting units are authorized to enter into economic contracts and carry out business, financial, organizational, and personnel activities according to the hierarchical structure of the Corporation. The powers and responsibilities of these subordinate economic accounting units are specified in their organizational and operational regulations, which are approved by the Corporation's Board of Directors.

CHAPTER XIII. WORKERS AND TRADE UNIONS

Article 48. Workers and trade unions

1. Upon the recommendation of the General Director, the Board of Directors approves the internal management regulations on employee recruitment, salaries and bonuses, social insurance, benefits, rewards and disciplinary actions for managers and employees.

2. The General Director must develop a plan for the Board of Directors to approve matters related to the Corporation's relationship with the trade union in accordance with the Corporation's regulations and rules and applicable laws.

3. If job losses occur due to the need to reorganize production and business activities or changes in technology, the policy for these workers will be handled according to the current provisions of the Labor Code.

CHAPTER XIV. PROFIT DISTRIBUTION

Article 49. Profit Distribution

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of dividend payment annually from the undistributed after-tax profits of the Corporation.

2. The corporation does not pay interest on dividend payments or other payments related to shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares.

4. In cases where dividends or other payments related to a particular stock are paid in cash, the Corporation must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Corporation has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Corporation shall not be liable for the amount transferred to that shareholder. For deposited shares, dividends shall be paid through a securities company or the Vietnam Securities Depository Center.

5. The Board of Directors shall determine a specific date for closing the shareholder list in accordance with the law. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends, shares, notices, or other documents.

6. The realized profit of the Corporation after offsetting the previous year's losses as stipulated by the Corporate Income Tax Law and paying corporate income tax will be distributed as follows:

a) Distribute profits to affiliated capital contributors according to the terms of the contract (if any).

b) Offsetting losses from previous years that have expired can be deducted from pre-tax profits.

c) Dividend distribution and fund allocation are as follows:

- Paying dividends to shareholders;
- Allocate funds for investment and development;
- Allocate funds for rewards and welfare;
- Allocation of funds for bonuses for the management and executive board;
- Undistributed profits.

The allocation ratios for these funds are proposed by the Board of Directors to the General Meeting of Shareholders for approval each year;

7. Other matters related to profit distribution shall be handled in accordance with the law.

CHAPTER XV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 50. Bank Accounts

1. The Corporation opens accounts and conducts transactions at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. With prior approval from the competent authority, the Corporation may, if necessary, open bank accounts abroad in accordance with the provisions of the law.

Article 51. Fiscal Year

The Corporation's fiscal year is based on the calendar year, beginning on the first day of January and ending on the last day of December each year.

Article 52. Accounting System

1. The Corporation uses the Vietnamese Enterprise Accounting System issued by the Ministry of Finance or other accounting systems approved by the Ministry of Finance.

2. The Corporation shall maintain accounting records in Vietnamese and keep accounting records in accordance with accounting laws and related legislation.

3. The Corporation uses the Vietnamese Dong as its accounting currency. If the Corporation's economic transactions are primarily conducted in other foreign currencies, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

CHAPTER XVI. ANNUAL REPORTS, FINANCIAL REPORTS AND DISCLOSURE RESPONSIBILITIES

Article 53. Annual, semi-annual, and quarterly financial reports

1. The Corporation must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission, and these statements must be audited as stipulated in Article 55 of these Charters. At the end of each fiscal year, the Corporation must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange, and the Business Registration Authority.

2. Annual financial statements must include: balance sheet, income statement, cash flow statement, and notes to the financial statements. The financial statements must truthfully and objectively reflect the profit/loss and operating situation of the Corporation up to the date of preparing the report.

3. The Corporation shall prepare, publish, and submit reviewed quarterly and semi-annual financial reports and audited annual financial reports to the relevant regulatory authorities in accordance with current regulations.

4. The audited annual financial statements (including the auditor's opinion), the reviewed semi-annual financial statements, and the quarterly financial statements are published on the Corporation's website.

5. Interested organizations and individuals have the right to examine or copy the audited annual financial statements, reviewed semi-annual reports, and quarterly financial statements during business hours at the Corporation's headquarters, provided they pay a reasonable fee for the copying.

Article 54. Annual Report

The corporation must prepare and publish an Annual Report in accordance with the regulations of the law on securities and the securities market.

CHAPTER XVII. AUDIT OF THE CORPORATION

Article 55. Auditing

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm, approve a list of independent auditing firms, or authorize the Board of Directors to decide on the selection of an auditing firm for the Corporation's financial statements for the following fiscal year. The Corporation must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.

2. An independent auditing firm shall examine, verify, prepare an audit report and submit that report to the Corporation within ninety (90) days from the end of the fiscal year.

3. Independent auditors conducting the audit of the Corporation may be invited to attend the General Meeting of Shareholders and may express their opinions at the meeting on matters related to the audit of the Corporation's financial statements.

CHAPTER XVIII. SEALS AND DOCUMENT ARCHIVING REGIMES

Article 56. Seals and document retention procedures

1. The Board of Directors decides to approve the official seal of the Corporation. The seal includes a seal engraved at a seal manufacturing facility or a seal in the form of a digital signature as prescribed by law on electronic transactions.

2. The Board of Directors and the General Director are responsible for managing the company seal. The use of the seal will be carried out in accordance with the regulations of the Corporation and in compliance with current laws.

3. Document storage procedures: The Corporation must retain the following documents:

a) Charter of the Corporation; amendments and supplements to the Corporation's Charter; internal management regulations of the Corporation; shareholder register;

b) Business registration certificate, industrial property protection certificate; product quality registration certificate; other licenses and certificates;

c) Documents and papers confirming the Corporation's ownership of assets;

- d) Minutes of the General Meeting of Shareholders, Board of Directors; decisions of the Corporation;
- e) Prospectus for the issuance of securities;
- f) Reports of the Supervisory Board, conclusions of the inspection agency, conclusions of the independent audit organization;
- g) Accounting books, accounting documents, and annual financial statements;
- h) Other documents as required by law.

The corporation must retain the documents specified in Clause 3 of this Article at its head office, with the retention period in accordance with the provisions of the law.

CHAPTER XIX. TERMINATION, EXTENSION OF OPERATIONS AND LIQUIDATION

Article 57. Termination of operations

1. The corporation may be dissolved in the following circumstances:
 - a) The Corporation's operating term expires, including any extensions that may have been granted;
 - b) Dissolution before the scheduled date by decision of the General Meeting of Shareholders;
 - c) The business registration certificate is revoked;
 - d) Other cases as prescribed by law.
2. The dissolution of the Corporation before the scheduled end date (including any extended deadlines) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

Article 58. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the operating term so that shareholders can vote on the extension of the Corporation's operation as proposed by the Board of Directors.
2. The operating period shall be extended when 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders approve it.

Article 59. Liquidation

1. At least six (06) months before the end of the Corporation's operating term or after the decision to dissolve the Corporation, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing organization. Members of the Liquidation Committee may be selected from among the Corporation's employees or independent experts. All costs related to liquidation shall be paid by the Corporation before other debts of the Corporation.

2. The Liquidation Board is responsible for reporting its establishment date and commencement date to the Business Registration Authority. From that point onwards, the Liquidation Board acts on behalf of the Corporation in all matters related to the liquidation of the Corporation before the Courts and administrative agencies.

3. The proceeds from the liquidation will be paid out in the following order:

- a) Liquidation costs;
- b) Outstanding wages, severance pay, social insurance contributions, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
- c) Tax debt;
- d) Other debts of the Corporation;
- e) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

CHAPTER XX. RESOLVING INTERNAL DISPUTES

Article 60. Resolution of Internal Disputes

1. In the event of disputes or complaints arising related to the Corporation's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, other legal regulations, the Corporation's Charter, and the regulations between:

- a) Shareholders and the Corporation;
- b) Shareholders with the Board of Directors, Supervisory Board, General Director, or other executives;

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board presides over the dispute resolution process and requires each party to present relevant information within 15 working days of the dispute arising. In cases involving the Board of Directors or the Chairman of the Board, either party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If a conciliation agreement is not reached within six (06) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, a party may bring the dispute to the Economic Arbitration or the Economic Court.

3. The parties shall bear their own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

CHAPTER XXI. SUPPLEMENTS AND AMENDMENTS TO THE STATUTES

Article 61. Charter of the Corporation

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.

2. In the event that there are legal provisions relating to the Corporation's operations not mentioned in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Corporation's operations.

CHAPTER XXII. EFFECTIVE DATE

Article 62. Effective Date

1. This Charter, comprising 22 chapters and 62 articles, was unanimously approved by the General Meeting of Shareholders of Vietnam Industrial Construction Corporation on June 23, 2026, at the Corporation's headquarters: VINAINCON Building, 5 Lang Ha Street, O Cho Dua Ward, Hanoi City, and the full text of this Charter was accepted as effective.

2. The regulations are made in ten (10) original copies, all of equal value, in which:

a) One (01) copy submitted to the local State Notary Office;

b) Five (05) registrations at the government agency as prescribed by the People's Committee of Hanoi City;

c) Four (04) copies kept at the head office of the Corporation.

3. This charter is the sole and official charter of the Vietnam Industrial Construction Corporation.

4. Copies or extracts of the Corporation's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

**Legal representative
of Vietnam Industrial Construction Corporation**

The image shows a handwritten signature in black ink over a red circular corporate seal. The seal contains the text: "M.S.D.N: 0100779345", "TỔNG CÔNG TY", "CƠ PHÂN", "XÂY DỰNG", "CÔNG NGHIỆP", "VIỆT NAM", and "THÀNH PHỐ HÀ NỘI". To the right of the seal, the text "TỔNG GIÁM ĐỐC" is printed in red.

Do Chi Nguyen

Appendix
Registered business activities
of Vietnam Industrial Construction Corporation

No.	Department Name	Industry code
1	Building a house to live in.	4101
2	Building houses not to live in.	4102
3	Extraction of chemical and fertilizer minerals	0891
4	Peat extraction and collection	0892
5	Salt mining	0893
6	Other mining not classified elsewhere	0899
7	Manufacture of concrete and products from cement and gypsum	2395
8	Cutting, shaping, and finishing stone.	2396
9	Manufacturing of metal components	2511
10	Manufacture of metal tanks, containers and storage vessels.	2512
11	Metal forging, stamping, pressing and rolling; powder metallurgy.	2591
12	Manufacture of other metal products not elsewhere classified	2599
13	Construction of power plants	4221
14	Construction of water supply and drainage systems.	4222
15	Construction of telecommunications and communication infrastructure.	4223
16	Construction of other public works	4229
17	Electrical system installation	4321
18	Other specialized construction activities	4390
19	Wholesale of electronic and telecommunication equipment and components.	4652
20	Inland waterway freight transport	5022
21	Warehousing and goods storage	5210
22	Restaurants and mobile food service	5610
23	Beverage serving service	5630
24	Business management consulting and other management consulting activities	7020
25	Other human resource supply	7822
26	Travel agency	7911
27	Tour operator	7912
28	Iron ore mining	0710
29	Extraction of stone, sand, gravel, and clay.	0810
30	Other food and beverage services	5629
31	Patent brokerage and marketing activities	7491
32	Other remaining professional, scientific and technological	7499

No.	Department Name	Industry code
	activities not classified elsewhere.	
33	Extraction of other non-ferrous metal ores	0729
34	Other mining support service activities	0990
35	Basic chemical production	2011
36	Manufacture of building materials from clay	2392
37	Repair and maintenance of machinery and equipment	3312
38	Repair and maintenance of electrical equipment	3314
39	Construction of hydraulic structures	4291
40	Construction of mining facilities	4292
41	Construction of processing and manufacturing facilities.	4293
42	Construction of other civil engineering works	4299
43	Demolition	4311
44	Install other building systems	4329
45	Wholesale trade of automobiles and other motor vehicles.	4661
46	Retail sale of automobiles and other motor vehicles	4781
47	Agents, brokers, and auctioneers of goods.	4610
48	Wholesale of computers, peripherals, and software.	4651
49	Wholesale of metals and metal ores	4672
50	Road passenger transport within and outside the city. (excluding bus transport)	4931
51	Activities that directly support railway transport services.	5221
52	Activities that directly support road transport services.	5225
53	Loading and unloading goods	5224
54	Other short-term accommodation services	5520
55	Architectural and related engineering consulting activities	7110
56	Scientific research and technological development in the field of natural sciences.	7211
57	Rental of machinery, equipment and other tangible goods without operators.	7730
58	Other tourism-related activities	7990
59	Installation of industrial machinery and equipment	3320
60	Site preparation	4312
61	Wholesale of other building materials and installation equipment.	4673
62	Road freight transport	4933
63	Temporary labor supply	7821
64	Manufacture of cement, lime, and gypsum	2394
65	Manufacture of products from other non-metallic minerals not elsewhere classified	2399
66	Mechanical processing; metal treatment and coating	2592
67	Electricity generation from non-renewable energy sources	3511

No.	Department Name	Industry code
68	Electricity generation from renewable energy sources	3512
69	Electricity transmission and distribution	3513
70	Drainage and wastewater treatment	3700
71	Railway construction	4211
72	Road construction	4212
73	Installation of water supply and drainage systems, heating and air conditioning systems.	4322
74	Completion of construction work	4330
75	Wholesale trade of automobiles and other motor vehicles.	4661
76	Wholesale of machinery, equipment and other machine parts	4659
77	Other specialized wholesale trade not classified elsewhere	4679
78	Retail sale of hardware, paints, glass, and other building materials and installation equipment.	4752
79	Other support services related to transportation	5229
80	Real estate business, land use rights belonging to the owner, user or lessee.	6810
81	Real estate brokerage services	6821
82	Other real estate activities on a fee or contract basis	6829
83	Motor vehicle rental	7710
84	Commercial brokerage;	The occupation code does not match the Vietnamese economic classification system.
	Passenger transportation by car under contract and on fixed routes;	
	Prepare an investment project for the construction of the building;	
	Construction planning and design;	
	Design of civil and industrial building structures;	
	Architectural design of the building: interior and exterior design;	
	Water supply and drainage design - water environment;	
	Electrical design for civil and industrial buildings;	
	Design of automatic control systems for power lines and substations up to 220KV and civil and industrial construction projects;	
	Designing fire protection and firefighting systems for construction projects;	
	Design of power lines and substations up to 500 KV;	
	Hydraulic engineering design; Hydroelectric power plant construction;	
	Designing bridge and road structures;	
	Railway infrastructure design;	
	Surveying the terrain, designing transportation infrastructure and auxiliary facilities on roads of level IV and below;	

No.	Department Name	Industry code
	Surveying and measuring construction projects; Supervision of construction and completion of civil and industrial projects; Supervising the construction and completion of transportation infrastructure projects (bridges, roads); Supervising the construction and completion of electrical works; Quality control of construction projects; Certification of structural safety compliance for construction works and certification of conformity regarding construction quality; Bidding activities (including but not limited to consulting services in bidding and project management for construction investment projects); Review and evaluate designs, investment projects, cost estimates and total investment estimates for construction projects ; provide consultancy on final settlement of construction investment capital. Assessing environmental impacts and measures to control smoke, dust, and noise; Exporting and importing goods that the company trades in; (For businesses operating in regulated sectors, enterprises may only conduct business when they meet all the conditions stipulated by law.)	