

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

**CHARTER ON THE ORGANIZATION AND
OPERATION OF XUAN MAI INVESTMENT
AND CONSTRUCTION JOINT STOCK
CORPORATION**

(Amended and Supplemented in 2026)

Hanoi, January 06, 2026

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**CHARTER ON THE ORGANIZATION AND
OPERATION OF XUAN MAI INVESTMENT AND
CONSTRUCTION JOINT STOCK CORPORATION**
(Amended and Supplemented in 2026)

LEGAL GROUNDS:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, guiding the implementation of the Law on Securities;
- Circular No. 116/2020/TT-BTC Dated December 31, 2020, of the Ministry of Finance Guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- The Charter on Organization and Operation of Xuan Mai Investment and Construction Joint Stock Corporation, as amended on April 24, 2024;
- Pursuant to the Resolution of the General Meeting of Shareholders approved via written ballots (2nd session of 2025) No. 24/2025/NQ/XMC-DHDCD dated December 29, 2025 regarding the amendment and supplementation of the Company's Charter.

The General Meeting of Shareholders of Xuan Mai Investment and Construction Joint Stock Corporation has unanimously approved the amendments to the Company's Charter in accordance with the adjustments stated in the Vote Counting Minutes of the shareholders' opinion poll via written ballots dated December 29, 2025, and collectively commit to complying with this Charter, which includes the following provisions:

PREAMBLE

This Charter was approved by a valid resolution of the General Meeting of Shareholders through the second session of collecting shareholders' opinions via written ballots in 2025, dated December 29, 2025.

CHAPTER I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. Unless the context or subject matter otherwise requires, the following terms in this Charter shall have the meanings ascribed to them below:

- a. *Charter Capital* means the total par value of shares sold or registered for purchase as specified in Article 6 of this Charter;
- b. *Voting Capital* means the share capital whose owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c. *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- d. *Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- e. *Vietnam* means the Socialist Republic of Vietnam;
- f. *Establishment Date* means the date on which the Company was granted the first Business Registration Certificate (Enterprise Registration Certificate);
- g. *Executive* means the General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors;
- h. *Enterprise Manager* means a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director, and individuals holding other managerial positions as prescribed in the Company's Charter;
- i. *Related Person* means an individual or organization as defined in the Law on Enterprises and the Law on Securities;
- j. *Shareholder* means an individual or organization owning at least one share of the Company;
- k. *Founding Shareholder* means a shareholder who owns at least one ordinary share and whose signature is on the list of founding shareholders of the joint stock company;
- l. *Major Shareholder* means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
- m. *Operating Period* means the duration of the Company's operation as prescribed in Article 2 of this Charter and any extended period (if any) approved by the General Meeting of Shareholders of the Company;
- n. *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.
- o. *The Company* means Xuan Mai Investment and Construction Joint Stock Corporation.

2. In this Charter, any reference to one or more regulations or other

documents shall include any amendments, supplements, or replacement documents thereof.

3. The headings (of Chapters and Articles of this Charter) are used for convenience of reference only and shall not affect the interpretation or content of this Charter.

CHAPTER II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING PERIOD, AND THE LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Headquarters, Branches, Representative Offices, and Operating Period of the Company

1. Company Name

- Vietnamese name: CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ XÂY DỰNG XUÂN MAI
- English name: Xuan Mai Investment and Construction Corporation
- Abbreviated name: Xuan Mai Corporation

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

3. The registered head office of the Company is:

- Address: 4th Floor, Xuan Mai Tower, To Hieu Street, Ha Dong District, Hanoi
- Phone: 024.7303.8866
- Fax: 024.7307.8866
- Email: info@xuanmaicorp.vn
- Website: www.xmc.com.vn

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

5. Unless terminated before the expiry date in accordance with Clause 2, Article 58, or extended in accordance with Article 59 of this Charter, the operating period of the Company shall commence from the establishment date and shall be indefinite.

Article 3. The Legal Representative of the Company

1. The Company has only one (01) legal representative.
2. The General Director shall be the legal representative of the Company.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

Article 4. Operational Objectives of the Company

1. Business Sectors: The Company is entitled to conduct business in any sectors and industries that are not prohibited by law.
2. The Company's operational objectives are as follows: The Company's objective is to mobilize and utilize capital effectively in developing production, business, and other sectors with the aim of maximizing profits, creating stable jobs for employees, increasing dividends for shareholders, contributing to the State budget, and developing the Company.

Article 5. Scope of Business and Operations

1. The Company is permitted to plan and conduct all business activities not prohibited by law and to take appropriate measures to achieve the Company's objectives.
2. The Company may conduct business activities in other sectors not prohibited by law and as approved by the General Meeting of Shareholders.

CHAPTER IV

CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The Charter Capital of the Company is: VND 714,056,890,000 (In words: Seven hundred fourteen billion, fifty-six million, eight hundred ninety thousand Vietnamese Dong).

The total Charter Capital of the Company is divided into 71,405,689 shares with a par value of VND 10,000/share..

2. The Company may increase its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. All shares of the Company on the date of adoption of this Charter are ordinary shares. The rights and obligations attached to each class of shares are prescribed in Article 12 of this Charter.

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

5. Ordinary shares must be offered with priority to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to other subjects under conditions and in a manner that the Board of Directors deems appropriate, provided that such conditions are not more favorable than those offered to the

existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in the manners prescribed in this Charter and the prevailing laws. Shares repurchased by the Company shall be held as treasury shares and the Board of Directors may offer them in manners consistent with the provisions of this Charter, the Law on Securities, and relevant guiding documents.

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

Article 7. Share Certificates

1. Shareholders of the Company shall be granted share certificates corresponding to the number and class of shares they own.

2. A share certificate must bear the Company's seal and the signature of the legal representative or an authorized person of the Company. The share certificate must clearly state the number and class of shares held by the shareholder, the full name of the holder, and other information as prescribed by the Law on Enterprises.

3. The transfer of the Company's shares shall be conducted in accordance with the regulations on securities and the securities market.

4. Within a period of ten (10) days from the date of full payment for the shares as prescribed in the Company's share issuance plan (or such other period as specified in the issuance terms), the owner of the shares shall be granted a share certificate. The share owner shall not be required to pay the Company any costs for printing the share certificate.

5. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued with a share certificate by the Company at the request of such shareholder. The shareholder's request must include the following contents:

a) Information about the share certificate that was lost, damaged, or otherwise destroyed;

b) A commitment to take responsibility for any disputes arising from the re-issuance of the new share certificate.

6. In the event of a change in contact address, the shareholder must promptly notify the Company for updating the Register of Shareholders. The Company shall not be held responsible for any failure to contact the shareholder due to the shareholder's failure to notify of the change in address.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company (excluding offer letters, temporary certificates, and similar documents) shall be issued with the seal and the signature of the legal representative of the Company, unless otherwise provided by the terms and conditions of the issuance.

Article 9. Transfer of Shares

1. All shares shall be freely transferable unless otherwise provided by this Charter and the law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the regulations on securities and the securities market.
2. Preference shares with restrictions on transfer shall only be transferred once such restrictions have expired.
3. Shares that have not been fully paid for shall not be transferred and shall not be entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

Article 10. Forfeiture of Shares

1. In the event that a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall provide notice and shall have the right to require such shareholder to pay the remaining amount and be held liable for the Company's financial obligations arising from such failure to pay in full, in proportion to the total par value of the registered shares.
2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and must clearly specify that in the event of failure to pay as requested, any shares not yet fully paid for shall be forfeited.
3. The Board of Directors shall have the right to forfeit shares that have not been fully and timely paid for in the event that the requirements in the aforementioned notice are not fulfilled.
4. Forfeited shares shall be considered as shares authorized for offer as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under conditions and in a manner that the Board of Directors deems appropriate.
5. A shareholder holding forfeited shares must relinquish their status as a shareholder with respect to those shares, but shall remain liable to pay all related amounts plus interest at a percentage (%) bank interest rate announced by the State Bank at the time of forfeiture, as decided by the Board of Directors, from the date of forfeiture until the date of payment. The Board of Directors has full discretion to decide on the enforcement of payment for the full value of the shares at the time of forfeiture or may waive part or all of such payment.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture shall remain effective even in the event of an error or negligence in sending the notice.

Article 11. Redemption of Shares at the Request of Shareholders

1. A shareholder who votes against a resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as prescribed in this Charter shall have the right to request the Company to redeem their shares.

Such request must be made in writing, clearly stating the shareholder's name and address, the number of shares of each class, the intended selling price, and the reason for the redemption request. The request must be sent to the Company within ten (10) working days from the date the General Meeting of Shareholders adopted the resolution on the matters mentioned in this Clause.

2. The Company must redeem the shares at the request of the shareholder as prescribed in Clause 1 of this Article at the market price or at a price determined in accordance with the principles set forth in the Charter of the Company within ninety (90) days from the date of receipt of the request. In the event that an agreement on the price cannot be reached, the parties may request a professional valuation organization to determine the price. The Company shall recommend at least three (03) professional valuation organizations for the shareholder to choose from, and such choice shall be the final decision.

Article 12. Redemption of Shares under the Company's Decision

1. The Company has the right to redeem no more than thirty percent (30%) of the total number of ordinary shares sold, and part or all of the dividend preference shares sold. The Board of Directors has the authority to decide on the redemption of no more than ten percent (10%) of the total number of shares of each class offered within every twelve (12) months. In other cases, the redemption of shares shall be decided by the General Meeting of Shareholders.

2. The Board of Directors shall decide on the share redemption price. For ordinary shares, the redemption price must not exceed the market price at the time of redemption, except for the cases prescribed in Clause 3 of this Article. For other classes of shares, unless otherwise provided in the Company's Charter or agreed upon between the Company and the relevant shareholders, the redemption price must not be lower than the market price.

3. The Company may redeem shares from each shareholder in proportion to their shareholding ratio in the Company in accordance with the following order and procedures:

a. The decision to redeem shares of the Company must be notified by a method that ensures it reaches all shareholders within thirty (30) days from the date such decision is adopted. The notice must include the name and head office address of the Company, the total number and class of shares to be redeemed, the redemption price or principles for determining the redemption price, the procedures and time limit for payment, and the procedures and time limit for shareholders to sell their shares to the Company;

b. Shareholders who agree to sell back their shares must send a written acceptance of the share sale by a method that ensures it reaches the Company within thirty (30) days from the date of the notice. The written acceptance must include the full name, contact address, and legal document number for individual shareholders; the name, enterprise identification number or legal document number, and head office address for institutional shareholders; the number of shares owned and the number of shares agreed to be sold; the payment method;

and the signature of the shareholder or their legal representative. The Company shall only redeem shares within the aforementioned time limit.

4. The Company must carry out procedures to reduce its charter capital corresponding to the total par value of the shares redeemed by the Company within ten (10) days from the date of reporting to the Annual General Meeting of Shareholders as prescribed in this Clause.

5. The redemption of the Company's shares shall only be permitted if it does not affect the payment of the Company's liabilities. After fully paying for the redeemed shares, if the total value of assets recorded in the Company's accounting books decreases by more than ten percent (10%), the Company must notify all creditors and disclose information within fifteen (15) days from the date of completion of the payment obligation for the share redemption.

CHAPTER V **ORGANIZATIONAL, GOVERNANCE, AND CONTROL** **STRUCTURE**

Article 13. Organizational, Governance, and Control Structure

The management, governance, and control structure of the Company includes:

1. The General Meeting of Shareholders;
2. The Supervisory Board;
3. The Board of Directors;
4. The Chief Executive Officer (General Director).

CHAPTER VI **SHAREHOLDERS AND THE GENERAL MEETING OF** **SHAREHOLDERS**

Article 14. Rights of Shareholders

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

2. Shareholders holding ordinary shares shall have the following rights:

a. To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders, or through an authorized representative, or by remote voting. Each ordinary share shall carry one vote;

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

c. To freely transfer fully paid shares in accordance with the provisions of this Charter and the prevailing laws, except for the cases prescribed in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal regulations;

d. To be prioritized in purchasing newly offered shares in proportion to the ratio of ordinary shares they own;

d. To review, look up, and extract information related to shareholders in the List of Shareholders entitled to attend the General Meeting of Shareholders and to request corrections of their own inaccurate information;

e. To review, look up, extract, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g. In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding in the Company after the Company has paid its creditors and shareholders holding other classes of shares in accordance with the law;

h. To request the Company to redeem their shares in the cases prescribed in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same class shall provide its holder with equal rights, obligations, and interests. In the event that the Company has classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

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

3. A shareholder or a group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

a. To nominate candidates to the Board of Directors or the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:

Ordinary shareholders who form a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders prescribed in this Clause shall be entitled to nominate one or more candidates to the Board of Directors and the Supervisory Board as decided by the General Meeting of Shareholders. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

b. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Clause 4, Article 115, and Article 140 of the Law on Enterprises;

c. To review, look up, and extract the minute book and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;

d. To request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be made in writing and must include: full name, contact address, nationality, number of ID card/Citizen Identity Card, Passport or other legal personal identification for individual shareholders; name, head office address, enterprise identification number or legal document number for institutional shareholders; the number of shares and the timing of share registration of each shareholder, the total number of shares of the group and their ownership percentage in the total shares of the Company; the issues to be inspected, and the purpose of the inspection;

e. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 05 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each class of shares held by the shareholder, and the issues proposed to be included in the agenda;

d. Other rights as prescribed in this Charter.

Article 15. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with the Company's Charter and regulations; to observe Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or others. In the event that a shareholder withdraws part or all of the share capital contributed in contravention of this Clause, such shareholder and any person with related interests in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the scope of the value of the shares withdrawn and any resulting damages.

3. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to use the provided information only to exercise and protect their legal rights and interests; strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals.

4. To pay in full and on time for the shares committed to be purchased as prescribed.

5. To attend General Meetings of Shareholders and exercise voting rights through the following forms:

- a) Attending and voting in person at the meeting;
- b) Authorizing other individuals or organizations to attend and vote at the meeting;
- c) Attending and voting via online conferences, electronic voting, or other electronic forms;
- d) Sending votes to the meeting via mail, fax, or email;
- d) Sending votes by other means as prescribed in the Company's Charter.

6. To bear personal responsibility when acting in the name of the Company in any form to perform any of the following acts:

- a. Violating the law;
- b. Conducting business and other transactions for self-interest or to serve the interests of other organizations or individuals;
- c. Paying undue debts when the Company faces potential financial risks.

7. To fulfill other obligations in accordance with prevailing laws.

Article 16. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest competent authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) every 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 may decide to extend the time for the Annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is defined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company's Charter, particularly approving the audited annual financial statements. In the event that the audited report of the Company's annual financial statements contains material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of said approved auditing organization shall be responsible for attending the Company's Annual General Meeting of Shareholders.

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

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

b. The annual balance sheet, semi-annual or quarterly reports, or the audit report of the financial year reflect that the equity has been reduced by half (1/2) compared to the amount at the beginning of the period;

c. The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law, or is reduced by more than one-third (1/3) of the number of members prescribed in Article 28 of this Charter;

d. A shareholder or a group of shareholders as prescribed in Clause 3, Article 14 of this Charter requests in writing the convocation of the General Meeting of Shareholders. The request for convocation must clearly state the reasons and purpose of the meeting, bearing sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies, provided that each copy bears the signature of at least one relevant shareholder;

e. At the request of the Supervisory Board;

f. Other cases as prescribed by law and the Company's Charter.

4. Convocation of Extraordinary General Meeting of Shareholders

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors or the Supervisory Board falls as prescribed in point c, Clause 3 of this Article, or upon receipt of the request prescribed in point d and point e, Clause 3 of this Article;

b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in point a, Clause 4 of this Article, within the next thirty (30) days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c. In the event that the Supervisory Board fails to convene the 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 making the request as prescribed in Clause 3, Article 14 shall have the right to replace the Board of Directors and the Supervisory Board to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the sequence and procedures for convening, conducting the meeting, and issuing resolutions of the General Meeting of Shareholders.

d. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

Article 17. Rights and Obligations of the General Meeting of Shareholders

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

- a. To adopt the development orientation of the Company;
- b. To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
- c. To elect, dismiss, or remove members of the Board of Directors and Supervisors;
- d. To decide on investments or the sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- d. To decide on amendments and supplements to the Company's Charter;
- e. To adopt the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total shares of each class already sold;
- h. To review and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- k. To decide on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l. To approve internal corporate governance regulations, and the operational regulations of the Board of Directors and the Supervisory Board;
- m. To approve the list of approved independent auditing firms; to decide on the independent auditing firm to conduct inspections of the Company's activities, and to dismiss independent auditors when deemed necessary;
- n. Other rights and obligations as prescribed by the Law and the Company's Charter.

2. The General Meeting of Shareholders shall discuss and adopt the following matters:

- a. The annual business plan of the Company;
- b. The audited annual financial statements;
- c. Reports of the Board of Directors on corporate governance and the performance results of the Board of Directors and each of its members;
- d. Reports of the Supervisory Board on the business results of the Company, and the performance results of the Board of Directors and the General Director;
- e. Self-assessment reports on the performance results of the Supervisory Board and its Supervisors;

- f. The dividend rate for each class of shares;
- g. The number of members of the Board of Directors and the Supervisory Board;
- h. Election, dismissal, removal, and replacement of members of the Board of Directors and the Supervisory Board;
- i. Decisions on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j. Approval of the list of approved auditing firms; deciding on an approved auditing firm to inspect the Company's activities when deemed necessary;
- k. Amendments and supplements to the Company's Charter;
- l. Classes of shares and the number of newly issued shares for each class, and the transfer of shares by founding members within the first 03 years from the date of establishment;
- m. Division, separation, consolidation, merger, or transformation of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- o. Decisions on investments or the sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- p. Decisions on the repurchase of more than 10% of the total sold shares of each class;
- q. Inspection and handling of violations by the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
- r. Approval of contracts and transactions regarding borrowing, lending, or sale of assets with a value greater than 10% of the total asset value recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or their related persons;
- s. Contracts or transactions between the Company and subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statement;
- t. Approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;
- u. Approval of the Internal Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;
- v. Other matters as prescribed by law and this Charter.

3. A shareholder shall not be entitled to vote in the following cases:

- a. Approval of contracts as prescribed in Clause 2 of this Article when such shareholder or their related person is a party to the contract;

b. The redemption of shares from such shareholder or their related person, except where the redemption is carried out in proportion to the ownership ratio of all shareholders or is conducted through order matching or a public tender offer on the Stock Exchange.

4. All resolutions and matters included in the meeting agenda must be brought for discussion and voting at the General Meeting of Shareholders.

Article 18. Authorization to Attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person, or authorize in writing one or more other individuals or organizations to attend the meeting, or attend through one of the forms prescribed in Clause 4 of this Article.

2. In the event that more than one authorized representative is appointed, the number of shares authorized to each representative must be specifically identified. If the shareholder does not specify the number of corresponding shares for each authorized representative, the shares shall be distributed equally among all authorized representatives.

3. The authorization for individuals or organizations to represent and attend the General Meeting of Shareholders must be made in writing using the Company's form and must bear signatures in accordance with the following regulations:

a. In the case of an individual shareholder being the authorizer, the power of attorney must bear the signatures of such shareholder and the person authorized to attend the meeting;

b. In the case where the authorized representative of an institutional shareholder is the authorizer, the power of attorney must bear the signatures of such authorized representative, the legal representative of the shareholder, and the person authorized to attend the meeting;

c. In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the person authorized to attend the meeting. The person authorized to attend the General Meeting of Shareholders must submit the written authorization before entering the meeting room.

4. A shareholder shall be considered to have attended and voted at the General Meeting of Shareholders in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another individual or organization to attend and vote at the meeting;
- c. Attending and voting via online conferences, electronic voting, or other electronic forms;
- d. Sending votes to the meeting via mail, fax, or email;
- e. Sending votes by other means as prescribed in the Company's Charter.

Article 19. Variation of Rights

1. The variation or abrogation of special rights attached to a class of preference shares shall take effect only when approved by shareholders holding at least 65% of the ordinary shares attending the meeting, and concurrently approved by shareholders holding at least 75% of the voting rights of such class of preference shares.

2. A meeting of shareholders holding a specific class of preference shares to approve the aforementioned variation of rights shall be valid only if there are at least two (02) shareholders (or their authorized representatives) present, holding at least one-third (1/3) of the par value of the issued shares of that class. In the event that the required quorum is not met, the meeting shall be reconvened within the next thirty (30) days, and the holders of shares of that class (regardless of the number of persons and shares) present in person or via authorized representatives shall be deemed to constitute a sufficient quorum. At such meetings of preference shareholders, the holders of shares of that class present in person or via representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions of Articles 21, 22, and 23 of this Charter.

4. Unless otherwise provided by the terms of share issuance, the special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of profits or assets of the Company shall not be considered varied by the issuance of additional shares of the same class.

Article 20. Convocation, Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases prescribed in Clause 4, Article 16 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following duties:

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be established no more than 10 days prior to the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the meeting at least 20 days before the record date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft resolutions of the General Meeting of Shareholders in accordance with the proposed content of the meeting;

e. Determine the time and venue for the meeting;

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

g. Other tasks to serve the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches their registered contact addresses, and simultaneously disclosed on the website of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the invitation to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda and documents related to the matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that documents are not attached to the notice, the invitation must clearly state the URL link to all meeting documents so that shareholders can access them, including:

a. The meeting agenda and documents used in the meeting;

b. The list and detailed information of candidates in the case of electing members of the Board of Directors and the Supervisory Board;

c. Voting ballots;

d. Draft resolutions for each matter on the agenda.

4. The shareholder or group of shareholders mentioned in Clause 3, Article 14 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least five (05) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, the number and class of shares held by them, and the proposed content for the agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse proposals related to Clause 4 of this Article in the following cases:

a. The proposal is sent past the deadline or is insufficient or incorrect in terms of content as prescribed in Clause 4 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 3, Article 14 of this Charter;

c. The proposed matter does not fall within the authority of the General Meeting of Shareholders for discussion and approval;

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

6. The convener of the General Meeting of Shareholders must accept and include the recommendations prescribed in Clause 4 of this Article into the expected agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the recommendation shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

7. The Board of Directors must prepare draft resolutions for each matter on the agenda.

Article 21. Conditions for Conducting the General Meeting of Shareholders

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

2. In the event that the required quorum is not met within thirty (30) minutes from the scheduled opening time of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first meeting. The reconvened General Meeting of Shareholders shall be conducted only when the attending members, being shareholders and authorized representatives, represent at least 33% of the total voting shares.

3. In the event that the second meeting cannot be conducted due to the lack of a required quorum within thirty (30) minutes from the scheduled opening time, the third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting. In this case, the meeting shall be conducted regardless of the number of attending shareholders or authorized representatives and shall be deemed valid with the authority to decide on all matters intended to be approved at the first General Meeting of Shareholders.

Article 22. Procedures for Conducting and Voting at the General Meeting of Shareholders

1. On the date of the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must continue the registration until all shareholders entitled to attend the meeting have completed their registration.

2. Upon shareholder registration, the Company shall issue each shareholder or authorized representative with voting rights a voting card, and/or voting papers, or ballots (if any) which state the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting rights of such shareholder. When voting at the meeting, the number of cards in favor of a resolution shall be counted first, followed by the number of cards against the resolution. The total number of votes in favor, against, or abstentions for each matter shall be announced by the Chairperson immediately after the vote counting results are available. The Meeting shall elect persons responsible for counting or supervising the vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal, but shall not exceed the number prescribed by prevailing laws.

3. Shareholders, authorized representatives of institutional shareholders, or authorized persons who arrive at the General Meeting of Shareholders after the meeting has opened have the right to register immediately and subsequently

participate and vote at the meeting. The Chairperson is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of voting sessions conducted before the arrival of late shareholders shall remain unaffected.

4. The Chairperson of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily incapacitated, the remaining members shall elect one of them to act as the Chairperson of the meeting on a majority principle. If a Chairperson cannot be elected, the Head of the Supervisory Board shall moderate the meeting for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person with the highest number of votes shall act as the Chairperson.

In other cases, the person who signed the notice to convene the General Meeting of Shareholders shall moderate the meeting for the General Meeting of Shareholders to elect a Chairperson, and the person with the highest number of votes shall be appointed as the Chairperson.

5. The Chairperson has the right to decide on the order, procedures, and events arising outside the agenda of the General Meeting of Shareholders.

6. The Chairperson has the right to adjourn a General Meeting of Shareholders for which a sufficient number of participants have registered for a maximum of no more than 03 working days from the intended opening date, and may only adjourn the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient convenient seating for all attendees;

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c) An attendee obstructs or disrupts the order, posing a risk that the meeting might not be conducted in a fair and lawful manner.

7. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders in contravention of the provisions in Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and moderate the meeting until its conclusion; all resolutions adopted at such meeting shall be effective for implementation.

8. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:

a) To request all attendees to undergo inspection or other legal and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who fail to comply with the Chairperson's chairing authority, intentionally disrupt order, prevent the normal progress of the meeting, or fail to comply with security inspection requirements.

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

- a. Arranging seating at the venue of the General Meeting of Shareholders;
- b. Ensuring the safety of everyone present at the meeting venues;
- c. Facilitating conditions for shareholders to attend (or continue to attend) the meeting.

The Board of Directors has full discretion to change the above measures and apply any measures it deems necessary. The measures applied may include the issuance of entry permits or other selection forms.

10. In the event that the above measures are applied at the General Meeting of Shareholders, the Board of Directors, when determining the venue, may:

- a. Announce that the meeting will be conducted at the venue stated in the notice where the Chairperson is present ("Principal Venue of the Meeting");
- b. Arrange and organize for shareholders or authorized representatives who cannot attend under this Article, or those who wish to participate at a venue other than the Principal Venue, to attend the meeting simultaneously.

The notice of the meeting is not required to state the details of the organizational measures taken under this Article.

11. In this Charter (unless the context otherwise requires), every shareholder shall be deemed to participate in the meeting at the Principal Venue of the meeting. The Company shall hold the General Meeting of Shareholders at least once (01) every year.

12. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote through electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities.

Article 23. Adoption of Resolutions of the General Meeting of Shareholders

1. Except for the cases prescribed in Clause 3 of this Article, resolutions on the following contents shall be adopted if approved by a number of shareholders representing at least 65% of the total votes of all attending shareholders, or more than 50% of the total votes of shareholders with voting rights (in the case of collecting written opinions), except for the cases prescribed in Clauses 3 and 5 of this Article:

- a. Classes of shares and the total number of shares of each class;
- b. Changes to the organizational and management structure of the Company;

c. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements;

d. Changes of business lines or sectors; e. Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by a number of shareholders representing more than 50% of the total votes of all attending shareholders (in the case of a meeting) or more than 50% of the total votes of shareholders with voting rights (in the case of collecting written opinions), except for the cases prescribed in Clauses 1, 3, and 5 of this Article.

3. Voting to elect members of the Board of Directors and the Supervisory Board must be conducted through 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, and the shareholder has the right to accumulate all of their votes for one or several candidates.

The elected members of the Board of Directors or Supervisors shall be determined based on the number of votes from high to low, starting from the candidate with the highest number of votes until the required number of members prescribed in the Company's Charter is reached. In the event that 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 shall be held among the candidates with equal votes, or a selection shall be made according to the criteria in the election regulations or the Company's Charter.

4. 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 of adoption; if the Company has a website, the sending of resolutions may be replaced by posting them on the Company's website.

5. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preference shares shall only be adopted if it is approved by the number of attending preference shareholders of the same class owning 75% or more of the total preference shares of that class, or approved by preference shareholders of the same class owning 75% or more of the total preference shares of that class in the case of adopting a resolution by collecting written opinions.

Article 24. Authority and Procedures for Collecting Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from shareholders to adopt Resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the right to collect written opinions from shareholders regarding all matters within the authority of the General Meeting of

Shareholders to adopt decisions of the General Meeting of Shareholders at any time deemed necessary for the interests of the Company.

2. The Board of Directors must prepare opinion forms, draft Resolutions of the General Meeting of Shareholders, and explanatory documents for the draft Resolutions. The opinion forms, attached with the draft Resolutions and explanatory documents, must be sent by a method that ensures they reach the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and disclosed to shareholders with voting rights within a reasonable time for consideration and voting, and at the latest ten (10) days before the deadline for returning the opinion forms. The preparation of the list of shareholders to receive opinion forms shall comply with Clause 1 and Clause 2, Article 141 of the Law on Enterprises. The requirements and methods for sending opinion forms and attached documents shall comply with Clause 3, Article 20 of this Charter.

3. An opinion form must contain the following primary contents:

- a. Name, head office address, and enterprise identification number;
- b. Purpose of collecting opinions;
- c. Full name, permanent address, nationality, and number of ID Card, Passport, or other legal personal identification for individual shareholders; name, permanent address, nationality, and number of establishment decision or business registration number of the shareholder or authorized representative for institutional shareholders; the number of shares of each class and the number of votes of the shareholder;

d. Matters for which opinions are collected to adopt a Resolution;

e. Voting options, including "in favor", "against", and "abstention" (no opinion) for each matter;

f. Deadline for returning the completed opinion forms to the Company;

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

4. Shareholders may send their completed opinion forms to the Company via mail, fax, or email in accordance with the following regulations:

- a. In the case of sending by mail, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion form sent to the Company must be placed in a sealed envelope, and no one is entitled to open it before the vote counting;

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

- c. Opinion forms sent to the Company after the deadline specified in the form, or those opened (in the case of mail) or disclosed (in the case of fax or email), shall be invalid. Opinion forms that are not returned shall be considered as non-participating votes.

5. The Board of Directors shall count the votes and prepare a minute of vote counting under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Company. The minute of vote counting must contain the following primary contents:

- a. Name, head office address, and enterprise identification number;
- b. Purpose and matters for which opinions were collected to adopt a decision;
- c. Number of shareholders with the total number of voting rights who participated in the voting, classifying valid and invalid votes, with an attached appendix listing the shareholders who participated in the voting;
- d. Total number of votes "in favor", "against", and "abstention" for each matter;
- e. Matters that have been adopted and the corresponding ratio of approval;
- f. Full name and signature of the Chairperson of the Board of Directors, the vote-counting supervisor, and the vote counter.

The members of the Board of Directors, the vote counters, and the vote-counting supervisors shall be jointly and severally liable for the truthfulness and accuracy of the minute of vote counting; and shall be jointly and severally liable for any damages arising from decisions adopted due to untruthful or inaccurate vote counting.

6. The minute of vote counting and the resolution must be sent to shareholders within fifteen (15) days from the date the vote counting concludes. If the Company has a website, the sending of the minute of vote counting and resolution may be replaced by posting them on the Company's website within 24 hours.

7. Responded opinion forms, the minute of vote counting, the full text of the adopted resolution, and relevant documents attached to the opinion forms must be archived at the Company's head office.

8. A resolution adopted by collecting written opinions from shareholders must be approved by a number of shareholders representing more than 50% of the total voting shares and shall have the same validity as a decision adopted at a General Meeting of Shareholders.

Article 25. Resolutions and Minutes of the General Meeting of Shareholders

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

- a. Name, head office address, and enterprise identification number;
- b. Time and venue of the General Meeting of Shareholders;
- c. Agenda and content of the meeting;
- d. Full names of the Chairperson and the Secretary;

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

f. Number of shareholders and total number of votes of attending shareholders; an appendix listing the registered shareholders and representatives attending the meeting with their corresponding number of shares and votes;

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

h. Matters that have been adopted and the corresponding percentage of approval;

i. Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson or the Secretary refuses to sign the minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all the information required by this Clause. The minutes must clearly state the refusal of the Chairperson or the Secretary to sign.

2. Minutes of the General Meeting of Shareholders must be completed and adopted before the closing of the meeting. The Chairperson, the Secretary, or other persons signing the minutes shall be jointly and severally liable for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.

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

5. Minutes of the General Meeting of Shareholders must be posted on the Company's website within twenty-four (24) hours and sent to all shareholders within fifteen (15) days after the conclusion of the meeting; the sending of the minutes may be replaced by posting them on the Company's website.

Article 26. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting results of the General Meeting of Shareholders, a shareholder or a group of shareholders as prescribed in Clause 3, Article 14 of this Charter shall have the right to request a Court or an Arbitrator to consider and cancel a resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the General Meeting of Shareholders or collecting written opinions from shareholders were not carried out in accordance with the Law on Enterprises and the Company's Charter.

2. The sequence and procedures for issuing the resolution and the content of such resolution violate the law or the Company's Charter.

In the event that a resolution of the General Meeting of Shareholders is cancelled by a decision of a Court or an Arbitrator, the convener of the cancelled meeting may consider re-organizing the General Meeting of Shareholders within 60 days in accordance with the sequence and procedures prescribed in the Law on Enterprises and this Charter.

Article 27. Effectiveness of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date specified in such resolution.

2. Resolutions of the General Meeting of Shareholders adopted with 100% of the total voting shares are legal and effective even if the sequence and procedures for adopting such resolutions were not carried out in accordance with the law and the Company's Charter.

3. In the event that a shareholder or a group of shareholders requests a Court or an Arbitrator to cancel a resolution of the General Meeting of Shareholders as prescribed in Article 26 of this Charter, such resolution shall remain effective until a different decision is issued by the Court or Arbitrator, except where interim injunctive measures are applied by a decision of a competent authority.

CHAPTER VII

BOARD OF DIRECTORS

Article 28. Candidacy and Nomination of Members of the Board of Directors

1. In the event that candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can study these candidates before voting. Each candidate for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information related to a candidate for the Board of Directors shall include:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work experience;

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

- e. e. Interests related to the Company and the Company's related parties;
- f. f. Other information (if any) as prescribed in the Company's Charter;
- g. g. As a public company, the Company is responsible for disclosing information about other companies in which the candidate is holding a position as a Board member or other management positions, and any interests of the candidate related to the Company (if any).

2. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Members of the Board of Directors must satisfy the criteria and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises.

Article 29. Composition and Term of Office of Members of the Board of Directors

1. The number of members of the Board of Directors shall be at least five (05) and at most eleven (11). The term of the Board of Directors shall be five (05) years. The term of office of each member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms. Unless otherwise approved by the General Meeting of Shareholders, the total number of non-executive or independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members. The minimum number of non-executive/independent members shall be determined by rounding down. An individual may only be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms.

2. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; from 80% to less than 90% may nominate up to eight (08) candidates; and from 90% or more may nominate up to eleven (11) candidates.

3. A member of the Board of Directors shall lose their status as a member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

4. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on securities and the securities market.

5. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 30. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority to act in the name of the Company to decide on and exercise the Company's rights and obligations, except for those within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

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

b. To recommend the classes of shares and the total number of shares of each class authorized to be offered;

c. To decide on the sale of unsold shares within the number of shares of each class authorized to be offered; to decide on raising additional capital in other forms;

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

e. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

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

g. To decide on solutions for market development, marketing, and technology;

h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions within the deciding authority of the General Meeting of Shareholders as prescribed in point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i. To elect, dismiss, and remove the Chairperson of the Board of Directors; to appoint, dismiss, remove, sign contracts with, and terminate contracts with the General Director, Chief Accountant, and other key managers as prescribed in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of other companies and decide on their remuneration and other benefits;

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

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

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

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

n. To recommend the dividend rate to be paid; to decide on the time and procedures for dividend payment or the handling of losses incurred during business operations;

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

p. To decide on the issuance of the Operational Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after they are adopted by the General Meeting of Shareholders; to decide on the issuance of the Company's regulations on information disclosure;

q. To decide on the investment in or sale of assets of the Company or its branches with a value of less than 35% of the total asset value recorded in the most recent financial statements;

r. To decide on the purchase or withdrawal of no more than 10% of the total sold shares of each class within 12 months;

s. To propose the issuance of bonds, convertible bonds, and warrants that allow holders to purchase shares at a predetermined price;

t. To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;

u. To resolve the Company's complaints against managers, as well as to select the Company's representative to handle legal proceedings against such managers;

v. To determine operational objectives based on the strategic goals adopted by the General Meeting of Shareholders;

w. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on its performance results in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities.

Article 31. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

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

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting. This remuneration shall be distributed among the members of the Board of Directors as agreed within the Board of Directors or divided equally in the event that no agreement can be reached.

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

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in sub-committees of the Board of Directors, or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, meals, accommodation, and other reasonable expenses incurred in the performance of their responsibilities as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

Article 32. Chairperson of the Board of Directors

1. The Board of Directors shall elect a Chairperson from among its members. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director of the Company.

2. The Chairperson of the Board of Directors is responsible for convening the General Meeting of Shareholders and meetings of the Board of Directors, and has other rights and responsibilities as prescribed in this Charter and the Law on Enterprises.

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

- a. To establish the programs and operational plans of the Board of Directors;
- b. To prepare the agenda, content, and documents for meetings; to convene, preside over, and act as the chairperson of the Board of Directors' meetings;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;

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

d. To act as the chairperson of the General Meeting of Shareholders;

e. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

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

5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairperson. In the event that no one is authorized, or the Chairperson is deceased, missing, detained, serving an imprisonment sentence, serving administrative handling measures at a compulsory detoxification center or a compulsory educational establishment, absconding from their place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain occupations, or doing certain jobs, the remaining members shall elect one person among them to hold the position of Chairperson of the Board of Directors on the principle of a majority of the remaining members' approval until there is a new decision by the Board of Directors.

Article 33. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected in the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one member receives the same highest number or percentage of votes, the members shall elect one among them on a majority principle to convene the meeting of the Board of Directors.

2. The Chairperson of the Board of Directors must convene regular meetings of the Board of Directors, establishing the agenda, time, and venue at least three (03) working days before the scheduled meeting date. The Chairperson may convene a meeting whenever deemed necessary, but must meet at least once (01) every quarter.

3. The Chairperson of the Board of Directors shall convene extraordinary meetings when deemed necessary for the interests of the Company. In addition, the Chairperson must convene a meeting of the Board of Directors without unjustifiable delay when one of the following subjects makes a written request stating the purpose of the meeting and the issues to be discussed:

a. The General Director or at least five (05) other managers;

b. At least two (02) members of the Board of Directors;

c. The Supervisory Board or an independent member of the Board of Directors.

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

5. The Chairperson of the Board of Directors must convene the meeting within seven (07) working days from the date of receipt of the request prescribed in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be liable for any damages occurring to the Company; and the requester has the right to replace the Chairperson in convening the meeting of the Board of Directors.

6. At the request of the independent auditor, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

7. Meetings of the Board of Directors shall be conducted at the Company's head office or other locations in Vietnam or abroad as decided by the Chairperson and with the consensus of the Board of Directors.

8. Notice of the Board of Directors' meeting must be sent to the members at least three (03) working days before the meeting date. Members may waive the notice of meeting in writing, and such waiver may have retroactive effect. The notice of meeting must be in Vietnamese and must fully state the agenda, time, and venue, accompanied by necessary documents regarding the issues to be discussed and voted on, as well as voting ballots for members who cannot attend the meeting.

The notice of meeting shall be sent by post, fax, email, or other means, provided that it ensures delivery to the registered address of each member of the Board of Directors at the Company.

9. The Chairperson of the Board of Directors or the convener shall send the notice of meeting and attached documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors. Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to discuss, but not to vote.

10. A meeting of the Board of Directors shall be conducted when three-quarters (3/4) or more of the total number of members are present. In the event that a meeting convened in accordance with this Clause does not have the required number of attending members, it shall be reconvened for a second time within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half (1/2) of the members of the Board of Directors are present.

11. Voting:

a. A member of the Board of Directors shall be considered to have attended and voted at a meeting in the following cases:

- Attending and voting in person at the meeting;

- Authorizing another person to attend and vote in accordance with point c, Clause 11 of this Article;

- Attending and voting via online conferences, electronic voting, or other electronic forms;

- Sending votes to the meeting via mail, fax, or email;

- Sending votes by other means.

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

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

d. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member or their related person has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the required quorum for a meeting of the Board of Directors regarding decisions on which they do not have the right to vote.

e. When an issue arises during a meeting of the Board of Directors regarding the interests of a member or the voting right of a member, and such issue is not resolved by the voluntary waiver of the voting right by the relevant member, the issue shall be referred to the Chairperson of the meeting for a decision. The Chairperson's ruling on such matter shall be final, except where the nature or scope of the interests of the relevant member has not been fully disclosed.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction already signed or intended to be signed with the Company, and knows they are an interested person, is responsible for disclosing the nature and content of such interest at the meeting where the Board of Directors first considers the signing of said contract or transaction. In the event that a member is unaware that they or their related person has an interest at the time the contract or transaction is signed, such member must disclose the relevant interests at the first meeting of the Board of Directors held after they become aware of their interest or potential interest in the related transaction or contract.

13. The Board of Directors shall adopt decisions and pass resolutions based on the approval of a majority (more than 50%) of the attending members. In the event of an equality of votes, the Chairperson of the Board of Directors shall have the casting vote.

14. A meeting of the Board of Directors may be organized in the form of a conference between members of the Board of Directors where all or some of the members are at different locations, provided that each member participating in the meeting is able to:

a. Hear each of the other participating members of the Board of Directors expressing their views in the meeting;

b. Speak to all other participating members simultaneously. Communication between members may be conducted directly via telephone or other means of communication (regardless of whether such means are in use at the time of adoption of this Charter or later) or a combination of all such methods.

A member of the Board of Directors participating in such a meeting is deemed to be "present" at that meeting. The venue of the meeting organized under this regulation shall be the location where the largest group of members of the Board of Directors is gathered, or if no such group exists, the location where the Chairperson of the meeting is present. Decisions adopted in a telephone meeting that is duly organized and conducted shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending the meeting.

15. A resolution in the form of collecting written opinions shall be adopted based on the approval of a majority of the members of the Board of Directors entitled to vote. Such a resolution shall have the same effect and validity as a resolution adopted by members of the Board of Directors at a meeting convened and organized in the usual manner.

16. Meetings of the Board of Directors must be recorded in minutes and may be tape-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and include the primary contents as prescribed in Article 158 of the Law on Enterprises. In the event that the Chairperson or the minute-taker refuses to sign the minutes, but the minutes are signed by all other members of the Board of Directors attending the meeting and contain all the required information as prescribed in Article 158 of the Law on Enterprises, such minutes shall be valid. The Chairperson, the minute-taker, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes. The minutes and documents used in the meeting must be archived at the Company's head office.

17. The Company Secretary/Person in charge of Corporate Governance is responsible for delivering the minutes of the Board of Directors' meetings to the members, and such minutes shall be authentic evidence of the work conducted in those meetings unless an objection to the content of the minutes is raised within ten (10) days from the date of delivery. The minutes of the Board of Directors' meeting shall be prepared in Vietnamese and must be signed by all members of the Board of Directors attending the meeting, or the minutes may be prepared in multiple copies, each of which is signed by at least one (01) member of the Board of Directors who participated in the meeting.

Article 34. Sub-committees of the Board of Directors

1. The Board of Directors may establish and delegate authority to its sub-committees. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should account for

the majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by a decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee shall only take effect when it is approved by a majority of the members attending and voting at the sub-committee meeting.

2. The execution of decisions of the Board of Directors or its sub-committees must comply with prevailing laws, the Company's Charter, and the Internal Regulations on Corporate Governance.

Article 35. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support the company's governance tasks. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not simultaneously work for the approved auditing organization that is performing audits of the Company's financial statements.

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

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

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

c) Advising on meeting procedures;

d) Attending meetings;

e) Advising on the procedures for establishing resolutions of the Board of Directors in accordance with the law;

f) Providing financial information, copies of the minutes of the Board of Directors' meetings, and other information to members of the Board of Directors and members of the Supervisory Board;

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

h) Serving as a point of contact with stakeholders;

i) Maintaining information confidentiality in accordance with the law and the Company's Charter;

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

CHAPTER VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 36. Management Structure

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the leadership of the Board of Directors. The Company shall have one (01) General Director, Deputy General Directors, a Chief Accountant, and other positions as appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be implemented through a duly adopted resolution of the Board of Directors.

Article 37. Company Executives

1. Company executives shall include the General Director, Deputy General Directors, Chief Accountant, and other managers.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit necessary executives with a quantity and qualifications consistent with the structure and management regulations of the company as proposed by the Board of Directors from time to time. Company executives shall be responsible for assisting the Company in achieving its established operational and organizational objectives.

3. The General Director shall be paid a salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

4. Salaries of the executives shall be recorded as business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.

Article 38. Appointment, Dismissal, Duties, and Powers of the General Director

1. The Board of Directors shall appoint a member of the Board or another person as the General Director and enter into a contract specifying the salary, remuneration, benefits, and other related terms. Information regarding the salary, allowances, and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and presented in the Company's Annual Report.

2. The term of office of the General Director shall be three (03) years and may be re-appointed. The appointment may terminate in accordance with the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position.

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

a. To implement resolutions of the Board of Directors and the General Meeting of Shareholders, and the business and investment plans of the Company as adopted by the Board of Directors and the General Meeting of Shareholders;

b. To decide on matters related to the daily business operations of the Company which do not fall within the authority of the Board of Directors;

c. To recommend the number and categories of managers that the Company needs to recruit for appointment or dismissal by the Board of Directors to ensure effective management as proposed by the Board of Directors, and to advise the Board of Directors on deciding salaries, remuneration, benefits, and other terms of labor contracts for such managers;

d. To appoint, dismiss, and remove management positions within the Company, except for those within the authority of the Board of Directors;

e. To decide on salaries and other benefits for employees of the Company, including managers under the General Director's appointing authority;

f. To recruit employees;

g. To enter into contracts in the name of the Company, except for those within the authority of the Board of Directors;

h. To recommend plans for profit distribution or handling of business losses;

i. By October 31 of each year, the General Director must submit a detailed business plan for the next fiscal year to the Board of Directors for approval, ensuring it meets appropriate budget requirements and the five (05) year financial plan;

j. To submit annual financial finalization reports to the Board of Directors;

k. To propose measures to enhance the Company's operations and management;

l. To prepare long-term, annual, and quarterly estimates of the Company (hereinafter referred to as "estimates") for long-term, annual, and quarterly management activities in accordance with the business plan. The annual estimates (including the projected balance sheet, profit and loss statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information as prescribed in the Company's regulations;

m. To perform all other activities in accordance with this Charter, the Company's regulations, resolutions of the Board of Directors, the General Director's labor contract, and the law.

4. The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies upon request.

5. The Board of Directors may dismiss the General Director upon approval by a majority of attending members with voting rights (excluding the vote of the General Director if they are a member of the Board of Directors) and appoint a new General Director as a replacement.

CHAPTER IX

SUPERVISORY BOARD

Article 39. Members of the Supervisory Board

1. The number of members of the Company's Supervisory Board shall be at least three (03) and at most five (05). The Supervisors shall elect one of them as the Head of the Supervisory Board on a majority principle.

2. Members of the Supervisory Board must satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and shall not fall into the following cases:

a) Working in the accounting or finance departments of the Company;

b) Being a member or an employee of the independent auditing firm that performed audits of the Company's financial statements for the three (03) preceding years.

3. Shareholders have the right to aggregate their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; and from 50% to less than 60% may nominate up to five (05) candidates.

4. In the event that the number of candidates for the Supervisory Board through nomination and candidacy remains insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanism prescribed by the Company in the Internal Regulations on Corporate Governance. The mechanism for the incumbent Supervisory Board to nominate candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination is conducted.

5. Members of the Supervisory Board shall be elected by the General Meeting of Shareholders. The term of the Supervisory Board shall not exceed five (05) years; members of the Supervisory Board may be re-elected for an unlimited number of terms.

6. A member of the Supervisory Board shall be dismissed in the following cases:

a) No longer satisfying the criteria and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;

b) Submitting a resignation letter which is subsequently approved.

7. A member of the Supervisory Board shall be removed in the following cases:

a) Failure to fulfill assigned tasks or duties;

b) Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;

c) Repeated or serious violations of the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter;

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

Article 40. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be on a majority principle. More than half of the members of the Supervisory Board must be permanent residents of Vietnam. The Head of the Supervisory Board must possess a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

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

a) To convene meetings of the Supervisory Board;

b) To request the Board of Directors, the Director (General Director), and other executives to provide relevant information for reporting to the Supervisory Board;

c) To prepare and sign the reports of the Supervisory Board, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 41. Rights and Obligations of the Supervisory Board

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

1. To propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's financial statements; to decide on the approved auditing organization to inspect the Company's operations, and to dismiss approved auditors when deemed necessary.

2. To be responsible to shareholders for its supervisory activities.

3. To supervise the financial situation of the Company and the compliance with the law by members of the Board of Directors, the General Director, and other managers.

4. To ensure coordination with the Board of Directors, the General Director, and shareholders.

5. In the event of detecting violations of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide remedial solutions.

6. To develop the Operational Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the

Government detailing the implementation of several articles of the Law on Securities.

8. To have access to the Company's files and documents kept at the head office, branches, and other locations; to have the right to visit the workplaces of managers and employees of the Company during working hours.

9. To have the right to request the Board of Directors, members of the Board of Directors, the Director (General Director), and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.

10. Other rights and obligations as prescribed by law and this Charter.

Article 42. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice a year; the quorum for a meeting shall be at least two-thirds (2/3) of its members. Minutes of the Supervisory Board meetings shall be prepared in a detailed and clear manner. The minute-taker and attending members of the Supervisory Board must sign the minutes. All minutes of the Supervisory Board meetings must be archived to determine the responsibility of each member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters requiring clarification.

Article 43. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Supervisory Board

Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be implemented in accordance with the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consultancy services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the law on corporate income tax and other relevant legal provisions, and must be presented as a separate item in the Company's annual financial statements.

CHAPTER X

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

Article 44. Contracts and Transactions of the Company with Related Persons

1. Contracts and transactions between the Company and the following subjects must be approved by the General Meeting of Shareholders or the Board of Directors:

- a. Shareholders or authorized representatives of institutional shareholders owning more than ten percent (10%) of the total ordinary shares of the Company and their related persons;
- b. Members of the Board of Directors, the General Director, and their related persons;
- c. Enterprises as prescribed in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts and transactions as prescribed in Clause 1 of this Article with a value of less than 35% of the total asset value recorded in the most recent financial statements. In this case, the Legal Representative must send the draft contract or notice of the primary content of the transaction to the members of the Board of Directors and simultaneously post the draft contract at the head office and branches of the Company. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of posting; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

3. The General Meeting of Shareholders shall approve the following contracts and transactions:

- a. Contracts and transactions other than those prescribed in Clause 2 of this Article;
- b. Contracts or transactions for borrowing, lending, or selling assets with a value greater than 10% of the total asset value recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total voting shares or their related persons.

In the case of approval of these contracts or transactions, the Legal Representative must send the draft contract or notice of the primary content of the transaction to the members of the Board of Directors. The Board of Directors shall submit the draft contract or transaction or provide an explanation of its primary content at the General Meeting of Shareholders or collect written opinions from shareholders. In this case, shareholders with interests related to the parties in the contract or transaction shall not have the right to vote; the contract or transaction shall be approved in accordance with Clause 1, Article 23 and Clause 8, Article 24 of this Charter.

4. A contract or transaction shall be void pursuant to a decision of the Court and handled in accordance with the law if entered into in contravention of this Article; the signatory, related shareholders, members of the Board of Directors, or the General Director must jointly and severally compensate for damages incurred and return to the Company any profits derived from the performance of such contract or transaction.

Article 45. Duty of Care

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are responsible for performing their duties, including duties in their capacity as members of sub-committees of the Board of Directors, honestly, in the best interests of the Company, and with the degree of care that a prudent person would exercise in a comparable position and under similar circumstances.

Article 46. Duty of Loyalty and Avoidance of Conflicts of Interest

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

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the public company holds control of 50% or more of the charter capital, and themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on a transaction that brings interest to such member or their related persons as prescribed in the Law on Enterprises.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons must not use or disclose internal information to others for the purpose of carrying out related transactions.

6. A transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and their related individuals or organizations shall not be void in the following cases:

a) For transactions with a value of less than 20% of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction as well as the relationships and interests of the members of the

Board of Directors, members of the Supervisory Board, the General Director, or other executives have been reported to and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interest;

b) For transactions with a value greater than 20%, or transactions leading to an aggregate transaction value arising within 12 months from the date of the first transaction of 20% or more of the total asset value recorded in the most recent financial statements, the material terms of such transaction as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, or other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interest.

Article 47. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers who violate their obligations, duties of loyalty and care, or fail to fulfill their obligations with due diligence and professional competence, shall be liable for damages caused by their violations.

2. The Company shall compensate persons who were, are, or may become a party involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, and not being lawsuits where the Company is the plaintiff) if such person was or is a member of the Board of Directors, a manager, an employee, or an authorized representative of the Company, or if such person acted at the request of the Company in the capacity of a member of the Board of Directors, manager, employee, or authorized representative of the Company, provided that such person acted honestly, prudently, and diligently for the interests of or not against the best interests of the Company, in compliance with the law, and there is no evidence confirming that such person violated their responsibilities. When performing functions, duties, or executing tasks authorized by the Company, members of the Board of Directors, members of the Supervisory Board, managers, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits where the Company is the plaintiff) in the following cases:

a. Having acted honestly, prudently, and diligently for the interests and not in conflict with the interests of the Company;

b. Having complied with the law and there is no evidence confirming the failure to perform their responsibilities.

3. Compensation costs include incurred expenses (including attorney fees), judgment costs, fines, and payments actually incurred or considered reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for such persons to avoid the aforementioned compensation liabilities.

CHAPTER XI

RIGHT TO ACCESS BOOKS AND RECORDS OF THE COMPANY

Article 48. Right to Access Books and Records

1. Ordinary shareholders have the right to access books and records as follows:

a) Ordinary shareholders have the right to review, access, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, access, extract, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the right to review, access, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions required to be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In the event that an authorized representative of a shareholder or a group of shareholders requests to access books and records, they must provide an authorization letter from the shareholder or group of shareholders they represent or a notarized copy of such authorization letter.

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

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

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

CHAPTER XII

EMPLOYEES AND TRADE UNION

Article 49. Employees and Trade Union

1. The General Director must prepare plans for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and executives.

2. The General Director must prepare plans for the Board of Directors to approve matters related to the Company's relationship with trade union

organizations in accordance with the best management standards, practices, and policies, as well as the practices and policies prescribed in this Charter, the Company's regulations, and prevailing laws.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 50. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend payout ratio and the method of annual dividend payment from the Company's retained earnings.
2. In accordance with the Law on Enterprises, the Board of Directors may decide on the payment of interim dividends if such payment is deemed consistent with the Company's profitability.
3. The Company shall not pay interest on dividend payments or any other payments related to a class of shares.
4. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors shall be the body to execute this decision.
5. In the event that dividends or other payments related to a class of shares are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the banking details provided by shareholders. In the event that the Company has transferred the funds according to the exact banking details provided by a shareholder but the shareholder does not receive the money, the Company shall not be held liable for the amount transferred to the beneficiary shareholder. The payment of dividends for shares listed/registered for trading on a Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository (VSD).
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution to determine a specific date to close the list of shareholders (record date). Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notices, or other documents.
7. Other matters related to profit distribution shall be implemented in accordance with the law.

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 51. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.
2. Subject to prior approval from competent authorities, the Company may open bank accounts abroad in necessary cases in accordance with the law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company opens its accounts.

Article 52. Fiscal Year

The Company's fiscal year shall begin on the first day of January each year and end on the 31st day of December of the same year. The first fiscal year shall begin from the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December of that same year.

Article 53. Accounting System

1. The accounting system used by the Company shall be the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese. The Company shall keep accounting records according to the types of business activities in which the Company is engaged. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use Vietnamese Dong (or a freely convertible foreign currency if approved by a competent state authority) as the currency unit for accounting purposes.

CHAPTER XV

ANNUAL REPORTS, INFORMATION DISCLOSURE RESPONSIBILITIES, AND PUBLIC NOTICES

Article 54. Annual, Semi-annual, and Quarterly Financial Statements

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

2. The annual financial statements must include a profit and loss statement that truthfully and objectively reflects the Company's profit and loss situation during the fiscal year; a balance sheet that truthfully and objectively reflects the Company's operational situation as of the reporting date; a cash flow statement; and notes to the financial statements. If the Company is a parent company, it must also include a consolidated balance sheet of the Company and its subsidiaries at the end of each fiscal year.

3. The Company must prepare and disclose semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and the Stock Exchange, and submit them to the relevant tax authorities and the business registration authority in compliance with the Law on Enterprises.

4. Audited financial statements (including the auditor's opinion), semi-annual, and quarterly reports of the Company must be published on the Company's website.

5. Interested organizations and individuals have the right to inspect or photocopy the audited annual financial statements, semi-annual, and quarterly reports during the Company's working hours at its head office and must pay a reasonable fee for such photocopying.

Article 55. Annual Report

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

CHAPTER XVI

AUDITING OF THE COMPANY

Article 56. Auditing

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these entities to conduct the Company's audit for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors. The Company must prepare and send the annual financial statements to the independent auditing firm following the end of the fiscal year.

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

3. Auditors performing the Company's audit are allowed to attend the General Meetings of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express their opinions at the meeting on matters related to the audit.

CHAPTER XVII

SEAL

Article 57. Seal

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

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

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

CHAPTER XVIII

DISSOLUTION OF THE COMPANY

Article 58. Dissolution of the Company

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

a. Expiration of the operation period stated in the Charter without a decision for extension;

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

c. Revocation of the Enterprise Registration Certificate, unless otherwise prescribed by the Law on Tax Administration; d. Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by competent authorities (if required) in accordance with regulations.

Article 59. Extension of Operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiration of the operation period so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.

2. The operation period shall be extended if approved by at least 65% of the total votes of attending shareholders with voting rights, either in person or through authorized representatives at the General Meeting of Shareholders.

Article 60. Liquidation

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

2. The Liquidation Committee is responsible for reporting its establishment date and commencement of operations to the business registration authority. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation before Courts and administrative authorities.

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

- a. Liquidation expenses;
- b. Salaries and insurance costs for employees;
- c. Taxes and other payables to the State;
- d. Loans (if any);

e. Other debts of the Company; The remaining balance after all debts from items (a) to (e) above have been paid shall be distributed to shareholders. Preferred shares shall be given priority for payment.

CHAPTER XIX

INTERNAL DISPUTE RESOLUTION

Article 61. Internal Dispute Resolution

1. In the event of a dispute or complaint arising in connection with the Company's operations or the rights and obligations of shareholders as prescribed in the Company's Charter, the Law on Enterprises, other laws, or administrative regulations between:

a. A shareholder and the Company;

b. A shareholder and the Board of Directors, the Supervisory Board, the General Director, or senior managers;

The parties involved shall attempt to resolve such dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson shall preside over the dispute resolution and request each party to present factual elements related to the dispute within seven (07) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairperson, any party may request the Supervisory Board to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. In the event that no mediation decision is reached within six (06) weeks from the beginning of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Economic Arbitration or an Economic Court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. The payment of court fees shall be made in accordance with the judgment of the Court.

CHAPTER XX

SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 62. Supplements and Amendments to the Charter

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

2. In the event that legal provisions related to the Company's operations are not mentioned in this Charter, or in the case of new legal provisions that differ from the articles in this Charter, such legal provisions shall automatically apply and govern the Company's operations.

CHAPTER XXI

EFFECTIVE DATE

Article 63. Effective Date

1. This Charter (amended and supplemented in 2026), consisting of 21 chapters and 63 articles, was unanimously adopted by the General Meeting of Shareholders of Xuan Mai Investment and Construction Joint Stock Company on

December 29, 2025, and the full text of this Charter was approved for effectiveness.

2. This Charter is the sole and official Charter of the Company.
3. Copies or extracts of the Company's Charter shall be valid if they bear the signature of the Legal Representative of the Company or at least one-half (1/2) of the total members of the Company's Board of Directors.

LEGAL REPRESENTATIVE



TỔNG GIÁM ĐỐC
Nguyễn Minh Đức

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