VIETNAM NATIONAL COAL AND MINERAL INDUSTRIES HOLDING CORPORATION LIMITED
VINACOMIN - MATERIALS TRADING JSC

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER

ON ORGANIZATION AND OPERATION
(Ninth Amendment)

INTRODUCTION

1. Vinacomin - Materials Trading JSC (hereinafter referred to "Company") is a business entity that was equitized from Material, Transport and Stevedoring Single-Member Limited Liability Company in accordance with the Law on Enterprises and Decision No. 2378/QĐ-VINACOMIN dated December 18, 2013 issued by the Board of Members of Vietnam National Coal And Mineral Industries Holding Corporation Limited regarding: Approval of the equitization plan and converting Material, Transport and Stevedoring Single-Member Limited Liability Company into a joint stock company.

2. The Company's Charter on Organization and Operation is formulated based on:

- Law on Enterprises No. 59/2020/QH14, issued by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020, and its implementing regulations.
- Law on Securities No. 54/2019/QH14, issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its implementing regulations.
- Decree No. 155/2020/NĐ-CP, issued by the Government on December 31, 2020 on elaboration of some Articles of the Law on Securities.
- Circular No. 116/2020/TT-BTC, issued by the Ministry of Finance on December 31, 2020, providing Guidelines for implementation of some Articles on administration of Public Companies in the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.
- Circular No. 96/2020/TT-BTC dated December 16, 2020 on providing Guidelines on Disclosure of Information on Securities Market.
- Law No. 03/2022/QH15 on Amendments to certain Articles of the Law on Public Investment, the Law Public-Private Partnership Investment, the Law on Investment, The Law on Housing, the Law on Procurement, the Law on Electricity, the Law on Enterprises, the Law on Special Excise Duties and the Law on Civil Judgment Enforcement, approved by the 15th National Assembly of the Socialist Republic of Vietnam at its first Extraordinary Session on January 11, 2022.
- The model charter applicable to public companies, issued in conjunction with Circular No. 116/2020/TT-BTC dated December 31, 2020, by the Ministry of Finance, providing guidance on certain provisions regarding corporate governance applicable to public companies.

- The model charter applicable to joint-stock subsidiaries of Vinacomin issued under Document No. 1455/TKV-TCNS dated April 7, 2021, by the Vietnam National Coal And Mineral Industries Holding Corporation Limited.

- Other relevant legal documents.

3. This Charter has been approved by the Company's shareholders in accordance with a valid resolution of the Extraordinary General Meeting of Shareholders of Vinacomin - Materials Trading JSC approved on October 9, 2026. This Charter inherits and replaces the Charter on Organization and Operation, which was approved by the Annual General Meeting of Shareholders of Materials Joint Stock Company - TKV on June 20, 2024.

4. This Charter serves as the legal foundation for all activities of the Company. The Company's regulations, resolutions of the General Meeting of Shareholders (GMS) and the Board of Directors, when properly approved and in compliance with the law and this Charter, will serve as binding rules and regulations for conducting business activities.

CHAPTER I
GENERAL PROVISIONS

Article 1. Definition of terms in the Charter

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

a) "Board" refers to the Board of Directors of the Company, abbreviated as "BOD".

b) "Business Location" refers to the geographical scope within which the Company conducts its business activities, including both inside and outside the territory of Vietnam.

c) "Charter Capital" refers to the total par value of shares that have been sold or registered for purchase upon the establishment of the joint-stock company and as stipulated in Article 6 of this Charter.

d) "Voting Capital" refers to share capital whereby the shareholder has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders.

dd) "The Law on Enterprises" refers to the Law on Enterprises No. 59/2020/QH14, issued by the National Assembly on June 17, 2020.

e) "The Law on Securities" refers to the Law on Securities No. 54/2019/QH14, issued by the National Assembly on November 26, 2019.

g) "Date of Establishment" refers to the date on which the Company was first granted a Business Registration Certificate (or an equivalent legal business registration document).

h) "Law" refers to all legal normative documents as stipulated in the Law on Promulgation of legislative documents.

i) "Manager of Enterprise" refers to a company manager, including the Chairman of the BOD, members of the BOD, the Director, and other individuals holding managerial positions who are authorized to sign transactions on behalf of the Company in accordance with this Charter.

k) "Executive of Enterprise" refers to Directors, Deputy Director, Chief Accountant and other executives as stipulated in the Company's Charter.

l) "Related person" refers to an individual or organization defined in Clause 23, Article 4 of the Law on Enterprises; Clause 46, Article 4 of the Law on Securities.

m) "Shareholder" refers to an organization or individual that owns at least one share of the Company.

n) "Major shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Law on Securities.

o) "Dividend" refers to the net profit distributed per share, paid in cash or other assets from the remaining profit of the Company after fulfilling financial obligations.

p) "Operating Term" refers to the duration of the Company's operations as stipulated in Article 2 of this Charter, including any extensions (if applicable) as approved by the General Meeting of Shareholders.

q) "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries..

r) "Viet Nam" refers to The Socialist Republic of Vietnam.

2. In this Charter, any reference to any clause or document shall include any amendments or replacement documents. In case the legal regulations governing the contents related to this Charter are amended, supplemented, or replaced, the relevant provisions in this Charter shall be implemented in accordance with the amended, supplemented, or replaced legal regulations. The next General Meeting of Shareholders must amend the Charter accordingly.

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

4. Words or terms defined in the Law on Enterprises (provided they do not conflict with the subject or context) shall have the same meaning in this Charter.

Article 2. Name, form, head office, branch, representative office and duration of operation of the Company

1. Name of the Company:

a) Name in Vietnamese: CÔNG TY CỔ PHẦN VẬT TƯ - TKV

b) Name in English: VINACOMIN - MATERIALS TRADING JOINT STOCK COMPANY

c) Transaction name: Vinacomin - Materials Trading JSC

d) Abbreviated name: MTS

2. Company's logo:

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

4. The Company is a subsidiary of the Vietnam National Coal and Mineral Industries Holding Corporation Limited controlled by the Group through its majority shareholding in the Company and the Group's brand or through other controlling rights as prescribed by law and the Group's Internal Regulation on Corporate Governance.

In addition to the provisions of this Charter, the Company is responsible for exercising the rights and fulfilling the obligations of a subsidiary to the Vietnam National Coal And Mineral Industries Holding Corporation Limited in accordance with the Group's Charter and Internal Regulation on Corporate Governance applicable to its member companies.

5. The Company is authorized to use the trademarks "TKV" and "VINACOMIN" in its name in accordance with the Trademark Usage Regulations of the Vietnam National Coal and Mineral Industries Group and relevant legal provisions.

6. The Company's registered headquarters:

- Address: 8th and 9th Floors, Vinacomin Production Operations Management Center Building in Quang Ninh, No. 95A Le Thanh Tong Street, Hong Gai Ward, Quang Ninh city

- Telephone: 0203 3695 899
- Fax: 0203 3634 899
- E-mail: mts@vmts.vn
- Website: http://www.vmts.vn

7. The Company may establish branches and representative offices in business areas to achieve its operational objectives, in accordance with the Resolution of the Board of Directors and within the limits permitted by law.

8. Unless terminated earlier as stipulated in Article 58 of this Charter, the Company's duration is indefinite from the date of its establishment.

Article 3. Legal Representative of the Company

The Company has one legal representative, who is the Director. The legal representative has the rights and obligations as stipulated by law and the Company's Internal Regulation on Corporate Governance.

Article 4. Objectives and Business Lines of the Company

1. The Company's objective is to maximize reasonable profits, increase shareholder returns, contribute to the State budget, ensure employee benefits, and continuously develop and strengthen the Company. The Company's objective is to maximize reasonable profits, increase shareholder divendens, contribute to the State budget, ensure employee benefits, and continuously develop and strengthen the Company.

2. Business Lines of the Company:

- ❖ Wholesale of other machines, equipment and spare parts (Branch code: 4659)
- ❖ General wholesale (Branch code: 4690)
- ❖ Wholesale of solid, liquid, gas fuels and other related products (Branch code: 4661)
- ❖ Retail of engine fuel in specialized stores (Branch code: 4730)
- ❖ Producing other uncategorized chemical products (Branch code: 2029)
- ❖ Shipbuilding and float components (Branch code: 3011)
- ❖ Repairing and maintaining means of transport (except for motorcycles, automobiles, motorbikes and other motor vehicles) (Branch code: 3315)
- ❖ Inland waterway transport of cargo (Branch code: 5022)
- ❖ Cargo road transport (Branch code: 4933)
- ❖ Goods loading (Branch code: 5224)
- ❖ Other supporting services related to transport (Branch code: 5229)
- ❖ Direct supporting services for waterway transport (Branch code: 5222)
- ❖ Growing marine produce (Branch code: 0321)
- ❖ Planting and raising forests (Branch code: 0210)
- ❖ Wholesale of construction materials, installing equipment (Branch code: 4663)

- ❖ Preparing construction sites (Branch code: 4312)
- ❖ Construction of residential buildings (Branch code: 4101)
- ❖ Construction of non-residential buildings (Branch code: 4102)
- ❖ Short-time accommodation (Branch code: 5510)
- ❖ Doing business in real-estate, land use rights of owner, users or leased land (Branch code: 6810)
- ❖ Provision of food services under temporary contracts for clients (serving food for banquets, meetings, weddings, etc.) (Branch code: 5621)
- ❖ Sale of spare parts and supporting parts of automobiles and other motor vehicles (Branch code: 4530)
- ❖ Agency, intermediary, auction (Branch code: 4610)
- ❖ Market research and surveying (Branch code: 7320)
- ❖ Advertising (Branch code: 7310)
- ❖ Manufacture of made-up textile articles, except apparel (Branch code: 1392)
- ❖ Making garments (except for garments made from fur) (Branch code: 1410)
- ❖ Retail of food, foodstuff, beverages, cigarettes and rustic tobacco accounting for a large proportion in department stores (Branch code: 4711)
- ❖ Retail of other goods in department stores (Branch code: 4719)
- ❖ Technical inspection and analysis (Branch code: 7120)
- ❖ Repairing machines and equipment (Branch code: 3312)
- ❖ Repairing electrical equipment (Branch code: 3314)
- ❖ Repairing electrical Computer consultancy services and network administration (Branch code: 6202)
- ❖ IT services and other services related to computers (Branch code: 6209)
- ❖ Other uncategorized specialized wholesale (Branch code: 4669)
- ❖ Warehouses and commodity storage (Branch code: 5210)
- ❖ Leasing machines, equipment and other tangible equipment (Branch code: 7730)
- ❖ Other uncategorized business assistant services (Branch code: 8299)
- ❖ Engaging in other business activities in compliance with legal regulations.

Article 5. Scope of Business and Operations of the Company

1. The Company is permitted to conduct business lines in the branches specified in this Charter, as registered and notified of any changes to the business registration authority, and as published on the National Business Registration Portal. In cases where the Company engages in conditional business investment sectors, it must meet the business conditions as stipulated by the Law on Investment and relevant specialized laws.

2. The Company may also engage in other business lines permitted by law and approved by the General Meeting of Shareholders.

CHAPTER II
CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. Charter Capital:

a) The Company's charter capital is 150,000,000,000 VND (in writing: One hundred fifty billion Vietnamese dong). The charter capital is divided into 15,000,000 shares, with a par value of 10,000 VND per share

b) The Company may adjust its charter capital (increase or decrease) upon approval by the General Meeting of Shareholders and in accordance with legal regulations.

2. Shares:

a) As of the date this Charter is approved, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding ordinary shares are stipulated in Articles 12 and 13 of this Charter.

b) The Company may issue other types of preferred shares with the approval of the General Meeting of Shareholders and in compliance with legal regulations.

c) Ordinary shares cannot be converted into preferred shares. However, preferred shares may be converted into ordinary shares upon approval by the General Meeting of Shareholders.

d) Share Offering:

- Offering shares means the company's increase in charter capital by increasing the quantity of shares, types of authorized shares.
- The issuance of shares to increase charter capital shall be conducted through one of the following methods as stipulated in Clause 2, Article 123 of the Law on Enterprises:

+ Offering shares to existing shareholders;
+ Private placement of shares;
+ Public offering of shares.

- The Company's share offering shall comply with the provisions of Articles 123, 124, and 125 of the Law on Enterprises and relevant securities regulations.

dd) Selling shares:

The Board of Directors shall decide the time, method and prices for selling shares. The selling prices must not be lower than their market values or latest book values, except: in cases stipulated in Article 126 of the Law on Enterprises and must be approved by the General Meeting of Shareholders.

e) Share repurchase:

According to the resolution of the General Meeting of Shareholders, the company is entitled to repurchase up to 30% of the total ordinary shares that have been sold as stipulated in Article 133 of the Law on Enterprises. Shares repurchased by the Company under Articles 132 and 133 of the Law on Enterprises shall be considered unsold shares as defined in Clause 4, Article 112 of the Law on Enterprises. The Company must complete procedures to adjust and reduce charter capital corresponding to the total par value of repurchased shares within 10 days from the date of completion of the repurchase payment, unless otherwise provided by securities laws. The Company must complete procedures to decreasing charter capital corresponding to the total par value of repurchased shares within 10 days from the day on which the increase or decrease in charter capital is complete, unless otherwise provided by securities laws.

g) The Company may issue other types of securities upon approval by the General Meeting of Shareholders, in compliance with the Laws on Securities and the securities market.

3. Founding Shareholders:

As the Company was converted from a single-member limited liability company wholly owned by the State into a joint-stock company, there are no founding shareholders.

4. Foreign Investor Shareholding Ratio: The maximum shareholding ratio for foreign investors is 0% of the charter capital.

Article 7. Share Certificates and Shareholder Register

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

2. A share certificate is a type of security that confirms the legal rights and interests of the holder over a portion of the share capital of the issuing organization. The share certificate must contain all the required information as stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submitting a complete application for Share Transfer Agreement, complied to the Company's regulations, or within two months (or longer, as specified in the issuance terms) from the date of full payment for the purchased shares, according to the Company's share issuance plan, the share owner shall be issued a share certificate. Shareholders shall not be required to pay the Company for printing the share certificate or any other related fees.

4. In case a share certificate is lost, damaged or destroyed it will be reissued at the request of its holder. The request shall contain:

a) Information about the lost, damaged or destroyed certificate;

b) The commitment to take responsibility for disputes caused by its reissuance.

5. Shareholder Register:

a) The company shall make and retain the shareholder register from the issuance date of the Certificate of Enterprise Registration. Ordinary shareholders and preferred shareholders may be registered in separate registers. The shareholder register must include at least the following details:

- The company's name and headquarters address.

- The total number of shares authorized for issuance, the types of shares authorized for issuance, and the number of each type of shares.

- Total number of sold shares of each type and value of share capital contributed;

- Name of the shareholder, arranged in alphabetical order, address and nationality of the shareholder; Citizen card number, ID card number, Passport number, or any other legally recognized personal identification for individual shareholders; Name, Business Registration Number or Establishment Decision Number, and registered office address for institutional shareholders; Quantity of each type of shares of each shareholder, date of share registration.

b) The shareholder register can be physical or electronic documents and contain information about the shareholders' ownership of shares. The shareholder register shall be retained at the company's headquarters or another organization that is licensed to retain shareholder registers. another location, provided that the Business Registration Office and all shareholders are notified in writing. Shareholders are entitled to inspect, access, and extract names and addresses of the company's shareholders from the shareholder register during business hours at the location where the register is retained.

6. In case a shareholder's permanent address is changed, a notification shall be promptly sent to the company in order to update the shareholder register. The company is not responsible if a shareholder cannot be contacted due to the failure to notify the change of that shareholder's address.

Article 8. Security Certificates

Bond certificates or other security certificates issued by the Company (excluding offering letters, temporary certificates, and similar documents) must bear the signature of the Company's legal representative and the Company's seal, unless otherwise specified in the terms and conditions of issuance.

Article 9. Transfer of shares

1. All shares are freely transferable, except as otherwise provided in this Charter or by law. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with the Laws on Securities and the securities market.

2. Shares that have not been fully paid for cannot be transferred and shall not be entitled to any related rights, including the right to receive dividends, The right to receive bonus shares issued from equity capital, the right to purchase newly offered shares and other rights as prescribed by law.

3. In case of the death of a shareholder or shareholder is declared missing by a competent authority that is an individual, their heir at law or designated by a will or asset managers shall be recognized by the Company as the sole persons entitled to the rights and benefits associated with the shares. However, this provision does not release the deceased or missing shareholder's assets from any liabilities attached to the shares they held. In case a shareholder that is an individual dies without an heir or the heir refuses the inheritance or is disinherited, his/her shares shall be settled in accordance with civil laws.

4. A shareholder may donate all or part of their shares to other organizations and individuals; use the shares to pay debts. The organization or individual that receives the donation or debt payment will become a shareholder of the company.

5. If a shareholder transfers only part of their shares, the old share certificate shall be canceled, and the Company shall issue a new share certificate reflecting both the transferred shares and the remaining shares.

6. The organizations and individuals that receive shares in the cases specified in this Article will only become shareholders when the information specified in Clause 2 Article 122 of this Law is fully recorded in the shareholder register.

Article 10. Revocation and payment for the shares

1. If a shareholder does not make full and timely payment for their subscribed shares, the Board of Directors shall issue a notice and has the right to request payment of the outstanding amount, including interest and any additional costs incurred due to the delayed payment, in accordance with regulations.

2. The payment notice must specify: The new payment deadline (at least seven (07) days from the date of the notice), the payment location, the notice must specify that failure to make the required payment will result in the revocation of the unpaid shares.

3. The Board of Directors has the right to revoke any shares that have not been fully and timely paid for if the shareholder fails to comply with the requirements stated in the notice.

4. If, after the specified deadline, a shareholder has not made full payment or has only partially paid for the subscribed shares, the following actions shall be taken:

a) A shareholder who has not paid the full amount for their subscribed shares will automatically lose their shareholder status and will not be allowed to transfer the right to purchase those shares to another party.

b) A shareholder who has made a partial payment for their subscribed shares will retain voting rights, profit entitlements, and other shareholder rights corresponding to the number of shares they have paid for. However, they will not be allowed to transfer the right to purchase the unpaid shares to another party.

c) The unpaid shares will be considered unsold shares, and the Board of Directors shall have the authority to revoke and decide on the appropriate course of action.

5. Revoked shares shall be considered as shares available for sale under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors (BOD) may directly sell, reallocate, or otherwise dispose of these shares to the previous shareholder or other eligible entities under terms and conditions deemed appropriate by the BOD.

6. Shareholders whose shares have been revoked shall lose their shareholder status regarding those shares but will still be required to pay all outstanding amounts plus interest (calculated based on the VND demand deposit interest rate at the bank where the Company holds an account) from the revocation date until full payment is made. The BOD has full discretion to enforce full payment at the time of revocation or to partially or fully waive the outstanding amounts.

7. A notice of revocation shall be sent to the shareholder whose shares are subject to revocation before the revocation takes effect. The revocation shall remain valid even in cases of errors or negligence in delivering the notice.

8. Shareholders who have not fully paid for their subscribed shares shall remain liable for an amount equivalent to the total par value of their subscribed shares concerning the Company's financial obligations arising until the shares are officially revoked.

CHAPTER III
ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Governance, and Control of the Company

The Company's management, governance, and control structure consists of:

1. The General Meeting of Shareholders, which is the highest decision-making authority of the Company.

2. The Board of Management, elected by the General Meeting of Shareholders, which manages the Company and has full authority to act on behalf of the Company in deciding and executing rights and obligations not under the jurisdiction of the General Meeting of Shareholders.

3. The Director, who is responsible for the daily business operations of the Company; operates under the supervision of the Board of Management and is accountable to the Board of Management and the law for the execution of assigned rights and duties.

4. The Board of Supervisors, elected by the General Meeting of Shareholders, which supervises the Board of Management and the Director in managing and operating the Company; it is accountable to the General Meeting of Shareholders for fulfilling its assigned rights and responsibilities.

Section 1
SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Shareholders holding ordinary shares have the following rights:

a) Attend and speak at General Meetings of Shareholders and exercise voting rights directly, through an authorized representative, or in other forms as stipulated by the Company's Charter and applicable laws. Each ordinary share carries one voting right;

b) Receive dividends as determined by the General Meeting of Shareholders;

c) Have priority in purchasing newly issued shares in proportion to their ownership of ordinary shares in the Company;

d) Freely transfer their shares to others, except in cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises, and other relevant legal regulation;

e) Review, access, and extract information regarding names and contact addresses from the list of shareholders with voting rights and request corrections of any inaccurate information;

f) Review, access, extract, or copy 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, receive a portion of the remaining assets corresponding to their shareholding ratio in the Company;

h) Request the Company to repurchase their shares in cases stipulated in Article 132 of the Law on Enterprises;

i) Be treated equally. Each share of the same type grants its owner equal rights, obligations, and benefits. If the Company issues preferred shares, the rights and obligations associated with those shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) Have full access to periodic and extraordinary information disclosures made by the Company in accordance with the law;

l) Have their legal rights and interests protected; request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Management as prescribed by the Law on Enterprises;

m) Exercise other rights as stipulated by law and this Charter.

2. The shareholder or group of shareholders that holds at least 5% of the ordinary shares shall have the rights to

a) Demand that a GMS be convened in the cases specified in Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) Access, extract the minutes of meetings, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Controllers, contracts and transactions subject to approval by the Board of Directors and other documents except those that involve the company's business secrets;

c) Request the Board of Supervisors to investigate into specific matters relevant to the company's administration where necessary. The request shall be made in writing and contain the full names, mailing addresses, nationalities, legal document numbers of shareholders that are individuals; names, EID numbers or legal document numbers, headquarters addresses of shareholders that are organizations; quantities of shares and time of shares registration of each shareholder, total quantity of shares of the group and their holdings in the company; the matter that needs investigating and the purposes of investigation

d) Propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company at least three working days before the meeting. It must include the name of the shareholder, the number of each type of share owned, and details of the proposed agenda item;

e) Other rights prescribed by this Law and the company's charter.

3. The shareholder or group of shareholders that holds at least 10% of the ordinary shares is entitled to nominate candidates for the Board of Directors and the Board of Supervisors as follows:

a) The ordinary shareholders shall hold a meeting to nominate candidates for the Board of Directors and the Board of Controllers and inform the participating shareholders before the opening of the General Meeting of Shareholders;

b) The number of candidates depends on the quantity of members of the Board of Directors and the Board of Supervisors and shall be decided by the GMS. In case the number of candidates nominated is smaller than the permissible number, the remaining

candidates shall be nominated by the Board of Directors, the Board of Controllers and other shareholders.

Article 13. Obligations of shareholders

1. Comply with the company's charter, rules and regulations; Comply with resolutions and decisions of the Board of Directors and the GMS.

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

- Attend and vote directly at the meeting;
- Authorize another individual or organization to attend and vote at the meeting;
- Attend and vote via online meetings, electronic voting, or other electronic forms;
- Send voting ballots to the meeting via mail, fax, or email.

3. Fully and punctually pay for their subscribed shares; Do not withdraw contributed capital in the form of ordinary shares in any shape or form, unless the shares are purchased by the company or other persons. The shareholder that withdraws all or part of the share capital against regulations of this Clause and the members of the Board of Directors, the Company's legal Reprentatives shall be jointly liable for the company's debts and other liabilities which is equal to the value of the shares withdrawn and the damage caused by this action.

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

5. Maintain the confidentiality of information provided by the Company as required by the Company's Charter and applicable laws; use such information only to exercise and protect their legitimate rights and interests; strictly prohibit the distribution, copying, or sharing of Company-provided information with other individuals or organizations.

6. Take personal responsibility when performing the following actions:

a) Violations of law;

b) Do business or conduct transactions that do not serve the company's interests and cause damage to other organizations and individuals;

c) Pay debts before they are due while the company is facing financial risks.

7. Major shareholders shall fulfill the obligations of shareholders as stipulated in this Charter and comply with the following additional duties:

a) Not to exploit their advantage to negatively affect the rights and interests of the Company and other shareholders as prescribed by law and the Company's Charter;

b) Disclose information as required by law.

8. Fulfill other obligations as prescribed by law and this Charter.

Article 14. General Meeting of Shareholders

1. The GMS shall consist of all voting shareholders and is the supreme body of a joint stock company. The Annual General Meeting of Shareholders shall be held once a year within four (04) months from the end of the fiscal year. The Board of Directors may extend the time for holding the Annual General Meeting if necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, particularly approving the audited annual financial statements. If the auditor's report on the Company's financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is required to participate in the meeting.

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

a) The meeting is necessary for the company's interests;

b) The quantity of remaining members of the Board of Directors and Board of Supervisors is smaller than the minimum quantity prescribed by law;

c) The meeting is requested by the shareholder or group of shareholders mentioned in Clause 2 Article 115 of the Law on Enterprises; The request for convening a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or prepared as multiple copies and signed by all relevant shareholders;

d) The meeting is requested by the Board of Supervisors;

e) Other cases prescribed by law and the company's charter.

4. Convening an Extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors falls below the required minimum as stated in Point b, Clause 3 of this Article, or upon receiving a request as stipulated in Points c and d, Clause 3 of this Article.

b) If the Board of Directors fails to convene the General Meeting of Shareholders as required in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall convene the General Meeting of Shareholders instead, in accordance with Clause 3, Article 140 of the Law on Enterprises.

c) If the Board of Supervisors does not convene the General Meeting of Shareholders as required in Point b, Clause 4 of this Article, shareholders or groups of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the Company's legal representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholders or groups of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to oversee the procedures for convening, conducting the meeting, and passing resolutions. All expenses for convening and holding the General Meeting of Shareholders shall be reimbursed by the

Company; however, these expenses shall not include costs incurred by shareholders attending the meeting, such as accommodation and travel expenses.

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

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

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

a) Approve the Company's development strategy;

b) Decide on the types of shares and the total number of shares of each type to be offered for sale; determine the annual dividend for each type of share;

c) Elect, dismiss, and remove members of the Board of Directors and members of the Board of Supervisors;

d) Decide on investments or the sale of assets valued at 35% or more of the total assets recorded in the Company's latest financial statement;

dd) Approve amendments and supplements to the Company's Charter;

e) Approve the annual financial statements;

g) Decide to repurchase more than 10% of the total shares sold of each type;

h) Review and handle violations committed by members of the Board of Directors and the Board of Supervisors that cause damage to the Company and its shareholders;

i) Decide on the reorganization or dissolution of the Company;

k Determine the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

l) Approve Regulations on the Internal Corporate Governance; Regulations on the operation of the Board of Directors and the Board of Supervisors;

m) Approve the list of approved auditing firms; decide on the auditing firm to conduct the Company's audits and dismiss the approved auditors when deemed necessary

n) Other rights and obligations as prescribed by law;

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

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The Board of Directors' report on corporate governance and the performance of the Board of Directors and each of its members;

d) The Board of Supervisors' report on the Company's business performance and the activities of the Board of Directors and the Director;

e) The self-assessment report on the performance of the Board of Supervisors and its members;

f) The dividend per share for each type of shares;

g) The number of members of the Board of Directors and the Board of Supervisors;

h) Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;

i) Determining the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

k) Approval of the list of approved auditing firms and selection of an auditing firm to inspect the Company's operations when necessary;

l) Amendments and supplements to the Company's Charter;

m) The type and number of new shares to be issued for each type of shares, and the transfer of founding shareholders' shares within the first three years from the date of establishment;

n) Division, separation, consolidation, merger, or transformation of the Company;

o) Reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;

p) Investment in or sale of assets valued at 35% or more of the total assets recorded in the latest financial statement of the Company;

q) Repurchase of more than 10% of the total shares sold of each type;

r) The Company's contracts or transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or exceeding 35% of the total assets recorded in the latest financial statement;

s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;

t) Approval of the Internal Regulation on Corporate Governance, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Board of Supervisors;

u) Other matters as prescribed by law and this Charter;

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. An individual shareholder or an authorized representative of an institutional shareholder may attend the General Meeting of Shareholders in person or authorize, in writing, one or more individuals or organizations to attend on their behalf. If an institutional shareholder does not have an authorized representative as stipulated in Clause 4 of this Article, they must delegate another person to attend the General Meeting of Shareholders. The authorized representative does not need to be a shareholder.

2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing using the Company's prescribed form and must include signatures as specified below:

a) If the authorizing party is an individual shareholder, the authorization document must bear the signature of the shareholder and the individual or legal representative of the organization authorized to attend the meeting;

b) If the authorizing party is an institutional shareholder, the authorization document must bear the signatures of the authorized representative, the legal representative of the institutional shareholder, and the individual or legal representative of the organization authorized to attend the meeting;

c) In other cases, the authorization document must bear the signature of the legal representative of the shareholder and the person authorized to attend the meeting;

The authorized representative attending the General Meeting of Shareholders must submit the written authorization when registering for the meeting before entering the meeting room.

3. If a lawyer signs the appointment of a representative on behalf of the authorizing party, such an appointment shall only be valid if the appointment document is presented together with the Letter of authority of the lawyer or a notarized copy of the Letter of authority (if it has not been previously registered with the Company)

4. An institutional shareholder has the right to appoint one or more authorized representatives to exercise its shareholder rights in accordance with the law. If more than one authorized representative is appointed, the specific number of shares and voting rights assigned to each representative must be clearly determined. The appointment, termination, or change of an authorized representative must be notified in writing to the Company at the earliest possible time. The notification must contain the following key details:

a) Name, registered address, nationality, and the date and number of the establishment decision or Business Registration Certificate of the shareholder;

b) Number of shares, type of shares, and recorded date of shareholder with the Company;

c) Full name, permanent address, nationality, identification card number, citizen identification number, passport, or other legal personal identification documents of the authorized representative;

d) Number of authorized shares;

e) The duration of the authorization;

g) Full name and signature of the authorized representative and the legal representative of the shareholder.

5. Except for the cases specified in Clause 3 of this Article, the voting rights of the authorized representative at the meeting within the scope of their authorization will remain valid in the following situations

a) The authorizing person has died, been legally incapacitated, or lost their legal capacity;

b) The authorizing person has revoked the authorization;

c) The authorizing person has revoked the authority of the representative

This provision does not apply if the Company receives a written notice about any of the above situations before the opening of the General Meeting or before the meeting is rescheduled

6. The authorized representative must meet the following standards and conditions:

a) Must have full legal capacity;

b) Must not be among the prohibited individuals or entities for establishing and managing a business

c) Shareholders who are state-owned enterprises, as defined in Paragraph 1, Article 88 of the Law on Enterprises, are not allowed to appoint their spouse, biological parents, adoptive parents, parents-in-laws, biological children, adopted children, children-in-law, biological siblings, siblings-in-law and biological siblings of the spouse, of the executive and the person having the power to designate the executive as authorized representative of the company.

7. The responsibility of the authorized representative for the organization or individual shall be carried out according to the provisions of law, the company's Charter, and the regulations of the organization appointing the authorized representative or as required by the authorization individual.

8. A shareholder is considered to have attended and voted at the General Meeting of Shareholders in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another individual or organization to attend and vote at the meeting;

c) Attending and voting online or through other electronic methods;

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

Article 17. The changes of rights

1. Any modification or cancellation of special rights attached to a type of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting. A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is voted for by a number of preference shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares. In case of questionnaire survey, it needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares.

2. A meeting of shareholders holding a specific class of preferred shares to approve changes in rights under Clause 1 of this Article shall only be valid if attended by at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that type. If the required quorum is not met, a second meeting shall be convened within thirty (30) days, and at that meeting, any holders of that type of shares (regardless of the number of attendees and the number of shares held) present in person or by proxy shall be deemed to constitute a valid quorum. At such meetings, shareholders holding shares of that class, whether attending in person or through an authorized representative, may request a secret ballot, where each share of the same class shall have equal voting rights.

3. The procedures for holding such separate meetings shall be conducted in accordance with the provisions of Articles 19, 20, and 21 of this Charter.

4. Unless otherwise specified in terms of share issuance, special rights attached to types of preferred shares regarding profit distribution or the company's assets shall not be altered when the Company issues additional shares of the same class.

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

1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened in the cases specified in Point b or Point c, Clause 4, Article 14 of this Charter.

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

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list shall be prepared no later than 10 days before the date of sending the Notice of Invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the agenda and content of the General Meeting;

c) Prepare documents for the General Meeting;

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

d) Determine the time and place of the General Meeting;

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

g) Other tasks serving the General Meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website, at the State Securities Commission, and at the Stock Exchange. The person convening the General Meeting of Shareholders shall send the notice of invitation to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (from the date on which the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting shall clearly state the address of the website/link to the document for shareholders to access, including:

a) Meeting agenda and documents used in the meeting;

b) List and detailed information of candidates in case of election of members of the Board of Directors and Board of Supervisors ;

c) Voting ballot;

d) Draft resolutions for each issue in the meeting agenda;

e) Form of appointment of authorized representative to attend meeting.

4. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least 03 working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; number and type of shares held by that shareholder and the proposed content to be included in the meeting agenda.

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

a) The petition sent is not in accordance with the provisions of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 12 of this Charter;

c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;

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

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article. The proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of shares with voting rights.

2. In case there are not enough voters required as prescribed in Clause 1 of this Article, within thirty (30) minutes from the time of setting the opening of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be convened for the second time within thirty (30) days from the date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be held when the number of shareholders attending the meeting represents 33% or more of the total number of voting shares.

3. In case the second general meeting cannot be held due to the lack of sufficient voters as prescribed in Clause 2 of this Article, the notice of invitation to the third General Meeting of Shareholders must be sent within twenty (20) days from the date of the planned second general meeting, and in this case the meeting shall be held regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the right to decide all matters that the first General Meeting of Shareholders is expected to approve.

4. Only the General Meeting of Shareholders has the right to change the meeting agenda sent with the notice of invitation as prescribed in Clause 3, Article 18 of this Charter.

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

1. Before opening the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and have registered in the following order:

a) When registering shareholders, the Company will issue each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting in approve, disapprove, and abstain. At the General Meeting, the number of cards approved of the resolution is collected first, the number of cards in disapproval of the resolution is collected later, and finally the total number of votes approved or disapproved is counted to decide. The vote counting results are announced by the Chairman immediately before the closing of the meeting. The General Meeting elects those responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;

b) Shareholders or authorized representatives of institutional shareholders or authorized persons who arrive after the meeting has opened shall be registered and shall have the right to vote immediately after registration. The chairperson shall not stop the meeting for latecomers to register; in this case, the validity of the contents previously voted upon shall not change.

2. The election of the Chairman, Secretary and Vote Counting Committee of the General Meeting of Shareholders is regulated as follows:

a) The General Meeting of Shareholders convened by the Board of Directors shall be chaired by the Chairman of the Board of Directors or by another member of the Board of Directors authorized to chair the meeting. In case the Chairman of the Board of Directors is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case a Chairman cannot be elected, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a Chairman of the meeting from among the attendees and the person with the highest number of votes shall be the Chairman of the meeting.

b) Except for the case specified in Point a of this Clause, the person who signs the summons for the General Meeting of Shareholders shall direct the General Meeting of

Shareholders to elect the Chairman of the meeting and the person with the highest number of votes shall be the Chairman of the meeting;

c) The chairman appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the Vote Counting Committee at the request of the meeting chairman.

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

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

a) Arrange seating at the venue of the General Meeting of Shareholders;

b) Ensure safety for everyone present at meeting locations;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by Approve, Disapprove and Abstain. The vote counting results are announced by the chairman immediately before the closing of the meeting.

6. Shareholders or their authorized representatives arriving after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of previously adopted resolutions remains unchanged.

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

a) Require all meeting attendees to submit to inspection or other reasonable, legal security measures;

b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

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

b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;

c) There are people attending the meeting who obstruct or disrupt order, and risk making the meeting not be conducted fairly and legally.

9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Approval of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders adopts decisions within its authority by voting at the meeting or by questionnaire survey.

2. Resolutions of the General Meeting of Shareholders on the following matters must be passed by voting at the General Meeting of Shareholders:

a) Amendment and supplementation of the Company Charter;

b) Company development orientation (Short-term and long-term development plans);

c) Type of shares and total number of shares of each type;

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

e) Investment decisions, decisions on transactions to sell the Company's assets or purchase transactions with a value of 35% or more of the total value of the Company's assets recorded in the most recent audited financial statements;

g) Decision to contribute capital or purchase shares of another enterprise with a total value of capital contribution or share purchase of 35% or more of the total value of the Company's assets recorded in the most recent audited financial statements;

h) Approval of audited annual financial statements;

i) Reorganization, dissolution, bankruptcy of the Company.

3. Resolutions on the following contents are passed when there are 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders:

a) Type of shares and total number of shares of each type;

b) Change of business line or field;

c) Change the Company's management structure;

d) Investment decisions, decisions on selling the Company's assets or purchasing transactions with a value of 35% or more of the total value of the Company's assets recorded in the most recent audited financial statements;

d) Decision to contribute capital or purchase shares of another enterprise with a total value of capital contribution or share purchase of 35% or more of the total value of the Company's assets recorded in the most recent audited financial statements;

e) Reorganization, dissolution, bankruptcy of the Company;

f) Amendment and supplementation of the contents of the Company Charter.

4. Resolutions on other matters within the authority of the General Meeting of Shareholders (except for matters specified in Clauses 3, 5 and 7 of this Article) shall be passed when more than 50% of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders.

5. The election of members of the Board of Directors and the Board of Supervisors is carried out by the cumulative voting method as prescribed in Article 39 of this Charter.

6. Resolutions and Decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date the decision is passed or posted on the Company's website.

7. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of questionnaire survey.

8. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution are not carried out correctly as prescribed.

Article 22. Power and method for ratifying resolutions of the General Meeting of Shareholders by questionnaire survey

1. The Board of Directors has the right to carry out questionnaire survey to ratify a resolution of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company (except for the contents specified in Clause 2, Article 21 of this Charter). In case of ratifying resolutions by questionnaire survey, the resolution of the General Meeting of Shareholders shall be passed if approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights .

2. The Board of Directors must prepare the questionnaires, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The questionnaires, along with the draft resolution and explanatory documents, must be sent by guaranteed method to the address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for

consideration and voting and must be sent at least fifteen (15) days before the deadline for receiving questionnaires. The requirements and method of sending questionnaires and accompanying documents shall be implemented in accordance with the provisions of Clause 3 , Article 18 of this Charter.

3. The questionnaires must have the following main contents:

a) Name, head office address, code number and date of issuance of the Business Registration Certificate, and place of business registration of the Company;

b) Purpose of the survey;

c) Full name, contact address, nationality, legal document number of individual shareholders; name, enterprise code or legal document number of organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the shareholder being an organization; the number of shares of each type and the number of votes of the shareholder;

d) Issues requiring consultation to pass a decision;

e) Voting options include Approve, Disapprove and Abstain on each issue for which opinions are sought;

f) Deadline for submission of the answered questionnaire;

h) Full name and signature of the Chairman of the Board of Directors of the company;

i) The completed ballot must have the signature of the individual shareholder, the authorized representative or the legal representative of the organizational shareholder.

4. Shareholders can send completed ballots to the Company in one of the following ways:

a) Mailing: Ballots must be contained in sealed envelopes and no one is allowed to open them before counting;

b) By fax or email: The ballot must be kept confidential until the time of counting.

c) Voting ballots received by the Company after the deadline specified in the voting ballot or opened in the case of mailing, or disclosed before the vote counting time in the case of faxing or emailing are invalid. Voting ballots that are not returned are considered non-voting ballots.

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

a) Name, head office address, code and date of issuance of the Business Registration Certificate, place of business registration;

b) Purpose and issues to be consulted to pass the resolution;

c) Number of shareholders with total number of votes who participated in the vote, distinguishing between valid and invalid votes and method of sending votes, with an appendix of the list of shareholders participating in the vote;

d) Total number of votes in approve, disapprove or abstain on each issue;

e) The matter passed and the corresponding percentage of votes passed;

f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor;

Members of the Board of Directors and vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The minutes of vote counting results and resolutions must be published on the Company's website within 24 hours or sent to shareholders within 15 days from the date of completion of vote counting.

7. The returned ballots, vote counting minutes, passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.

8. Resolutions and decisions passed by obtaining shareholders' questionnaires have the same value as resolutions passed at the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of Shareholders' Meeting

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms . Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and have the following main contents:

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

b) Time and place of the General Meeting of Shareholders;

c) Meeting agenda and content;

d) Full name of the Chairman and Secretary;

d) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

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

g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;

h) Issues passed and corresponding percentage of votes passed;

i) Full name and signature of the chairman and secretary. In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes .

2. Minutes of the General Meeting of Shareholders must be completed and approved before the meeting closes. The chairman and secretary of the meeting or other persons

signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes .

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail .

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

Article 24. Requesting invalidation of a resolution of the General Meeting of Shareholders

1. Within 90 days from the receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to collect shareholders' questionnaires; members of the Board of Directors, the Board of Supervisors, the Company Director, shareholders, and groups of shareholders specified in Clause 2, Article 12 of this Charter have the right to request the Court or Arbitration to consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 8, Article 21 of this Charter.

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

2. In case the decision of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 15 days in accordance with the procedures prescribed in the Law on Enterprises and this Charter.

Section 2
BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

In case the 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 allowing shareholders to review the candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the

Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- Full name, date of birth;
- Professional qualifications;
- Work process;
- Other management positions (including positions on the Board of Directors of other companies);
- Benefits related to the Company and its related parties;
- Other information (if any).
- Public companies must be responsible for disclosing information about companies in which candidates hold positions as members of the Board of Directors, other management positions and interests related to the company of candidates for the Board of Directors (if any).

2. Introduction and nomination to the Board of Directors

Shareholders have the right to pool their votes together to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate; from 20% to less than 50% may nominate up to two (02) candidates; from 50% to less than 65% may nominate up to three (03) candidates; from 65% or more may nominate the full number of candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough According to the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations according to the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors according to the provisions of law.

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

Article 26. Quantity, composition and term of members of the Board of Directors

1. Number of members of the Board of Directors is: 05 (five) people.

2. The term of office of the Board of Directors is five (05) years. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two consecutive terms . In case a member is elected to supplement or replace a member who is dismissed or removed during the term, the term of office of that member shall be the remaining term of the Board of Directors. A member of the Board of Directors shall not necessarily be a shareholder of the Company.

3. The Board of Directors of the term just ended shall continue to operate until a new Board of Directors is elected and takes over the work.

4. Board of Directors composition:

a) When the Company is an unlisted public company: The total number of non-executive Board of Directors members must account for at least one-third (1/3) of the total number of Board of Directors members.

b) When the Company is a listed company: There must be at least 01 member of the Board of Directors who is an independent member of the Board of Directors.

5. A member of the Board of Directors will no longer be a member of the Board of Directors in the following cases:

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

b) Submit a written resignation to the Company's head office;

c) Lose or have restricted legal capacity;

d) Be absent or fail to attend meetings of the Board of Directors continuously for 6 months without the permission of the Board of Directors and the Board of Directors has decided that the position of this person is vacant; except in cases of force majeure;

e) Be dismissed or removed from office as a member of the Board of Directors according to the decision of the General Meeting of Shareholders;

f) No longer be an authorized representative of a shareholder that is an organization according to the decision of that organization;

g) Be an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company;

h) Provide false personal information when submitting to the Company as a candidate for the Board of Directors;

i) Other cases as prescribed by law.

6. The Board of Directors may appoint a new member to fill a vacancy that suddenly arises in the Board of Directors and the new member must be approved at the next General Meeting of Shareholders. After being approved by the General Meeting of Shareholders, the appointment of the new member shall be deemed effective on the date of appointment by the Board of Directors. The term of office of the new member of the Board of Directors shall be calculated from the effective date of appointment to the end of the term of office of the Board of Directors. In case the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors up to the time of the General Meeting of Shareholders with the participation of the vote of the replacement member of the Board of Directors shall still be deemed effective.

7. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

Article 27. Rights and obligations of the Board of Directors

1. The Company's business activities and affairs must be subject to the supervision and direction of the Board of Directors. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising and directing the Director and other managers in managing and operating the Company's daily business operations.

3. The rights and obligations of the Board of Directors are stipulated by law, the Charter, the internal regulations of the Company and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

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

b) Decide on the Company's strategy, medium-term development plan and annual business plan;

c) Elect, dismiss, remove the Chairman of the Board of Directors. Appoint, dismiss, remove, sign contracts, terminate contracts, reward, discipline, grant leave, decide on salary and other benefits for the Company Director and other management and executive positions based on the Company's management regulations at the request of the Director; Decide to appoint representatives to exercise ownership rights of shares or capital contributions in other companies along with the remuneration and other benefits of those people. The dismissal of management and executive positions of the Company must not be contrary to the contractual rights of the dismissed persons (if any).

d) Decide on capital contribution and share purchase of other enterprises with total capital contribution and share purchase value of less than 35% of the total asset value of the Company recorded in the most recent audited financial statement at the request of the Company Director;

đ) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches and representative offices of the Company.

Propose the reorganization, dissolution or bankruptcy of the Company. Propose the internal regulations on corporate governance, the Board of Directors' operating regulations and issue decisions after being approved by the General Meeting of Shareholders;

e) Resolve complaints of the Company against managers and executives as well as decide on the selection of Company representatives to resolve issues related to legal proceedings against such managers and executives;

g) Propose types of shares that can be issued and the total number of shares issued for each type; Decide on the offering of unsold shares within the number of shares that can be offered for each type; Decide on raising additional capital in other forms; Decide on the progress of raising the Company's charter capital; Decide on the repurchase of shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

h) Propose the issuance of bonds, convertible bonds into shares and warrants allowing the owner to buy shares at a predetermined price; Decide on the offering price of bonds, shares and convertible securities in case of authorization by the General Meeting of Shareholders;

i) Propose annual dividend levels and determine provisional dividend levels; organize dividend payments; decide on the deadline and procedures for dividend payments or handling losses arising during business operations;

k) Decide on investment plans and investment projects within the authority and limits prescribed in this Charter and the Law on Enterprises;

l) Decide on solutions for market development, marketing and technology. Approve purchase, sale, loan, lending and other contracts executed by the Company or its branches with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent audited financial statements. This provision does not apply to contracts/transactions specified in Point r, Clause 2, Article 15 of this Charter and Clauses 1 and 3, Article 167 of the Law on Enterprises;

m) Approve contracts and transactions signed between the Company and the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% of the total value of the Company's assets recorded in the most recent audited financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders. The Company's representative signing the contract must notify the Board of Directors and the Board of Supervisors of the entities related to such contract or transaction, and at the same time send along the draft contract or main content of the transaction. The Board of Directors shall decide on approval within 15 days from the date of receipt of the notification; members of the Board of Directors with related interests shall not have the right to vote;

n) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect questionnaires for the General Meeting of Shareholders to pass decisions;

o) Submit audited annual financial statements to the General Meeting of Shareholders;

p) Report to the General Meeting of Shareholders on the Board of Directors' appointment of the Director;

q) Other rights and obligations as prescribed by law and the Company Charter.

4. The following matters must be approved by the Board of Directors:

a) Establish branches, representative offices, and subsidiaries of the Company;

b) Within the scope of provisions in Clause 2, Article 153 of the Law on Enterprises and except for the cases specified in Point d, Clause 2, Article 138 and Clause 1, Clause 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the implementation, amendment and cancellation of the Company's contracts;

c) The appointment and removal of persons authorized by the Company as commercial representatives and lawyers of the Company;

d) The Company's borrowings and the implementation of mortgages, guarantees, guarantees and compensations have a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent audited financial statements;

đ) Investments that are not included in the business plan or exceed 10% of the annual business plan value;

e) The purchase or sale of shares or capital contributions of the Company with a value of less than 35% of the total value of the Company's assets recorded in the most recent audited financial statements at other companies;

f) Valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

g) The Company's purchase or withdrawal of no more than 10% of shares of each type, including the purchase or withdrawal price;

h) Business matters or transactions that the Board of Directors decides require the approval of the Board of Directors members within the scope of their authority and responsibility;

i) Decide on the price of repurchase, recovery of shares or selling price of shares of the Company.

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

6. The Board of Directors may authorize subordinate officers and managers and executive officers to handle work on behalf of the Company, unless otherwise provided by law.

7. The Board of Directors shall pass decisions by voting at meetings, questionnaire survey or other forms as prescribed in the Board of Directors' Operating Regulations. Each member of the Board of Directors shall have one vote.

8. When performing its functions and duties, the Board of Directors shall comply with the provisions of law, the Company's Charter and the decisions of the General Meeting of Shareholders. In case a decision passed by the Board of Directors is contrary to the provisions of law or the Company's Charter and causes damage to the Company, the members who approve the decision shall be jointly and severally liable for such decision and shall compensate the Company for the damage; members who object to the approval of the said decision shall be exempted from liability. In this case, the Company's shareholders shall have the right to request the Court to suspend or annul the above resolution or decision.

Article 28. Salaries, remunerations, bonuses and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting .

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond 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, 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, accommodation and other reasonable expenses incurred by them in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the Board, or subcommittees of the Board of Directors or the General Meeting of Shareholders.

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

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed from among the members of the Board of Directors by the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently hold the position of Company Director.

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

a) Develop programs and plans for the Board of Directors' activities;

b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;

c) Organize the adoption of resolutions and decisions of the Board of Directors;

d) Supervise the implementation of resolutions and decisions of the Board of Directors;

đ) Chairperson the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Meetings of the Board of Directors

1. Meeting to elect Chairman of the Board of Directors.

The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one (01) of them to convene the meeting of the Board of Directors.

2. Regular meetings.

The Board of Directors meets at least quarterly.

3. Extraordinary meetings.

The Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors when deemed necessary for the benefit of the Company, and must not delay without justifiable reasons, when one of the following subjects requests in writing to present the purpose of the meeting and the issues to be discussed:

a) At the request of the Board of Supervisors or an independent member of the Board of Directors;

b) At the request of the Director or at least five other managers;

c) There is a request from at least 02 members of the Board of Directors.

The proposal must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

4. The meetings of the Board of Directors mentioned in Clause 3 of this Article must be held within 07 days after the meeting proposal is made. In case the Chairman of the Board of Directors does not agree to convene the meeting as requested, the Chairman shall be responsible for any damages caused to the Company; the persons requesting the meeting

mentioned in Clause 3 of this Article may themselves convene the meeting of the Board of Directors.

5. In case of request from the Auditing Company approved in accordance with the provisions of law to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meeting location.

Meetings of the Board of Directors shall be held at the Company's registered address or other addresses in Vietnam as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.

7. Notice and meeting agenda.

Notice of Board of Directors meeting must be sent to Board of Directors members at least 03 working days before the meeting, and also to members of the Board of Supervisors or the Company Director who are not members of the Board of Directors; Board of Directors members may refuse the meeting invitation in writing and this refusal may be changed or revoked in writing by that Board member. Notice of Board of Directors meeting must specify the time, location, agenda, and attach necessary documents on the issues to be discussed and voted on at the Board meeting and the voting ballots of Board of Directors members.

Meeting notices are sent by invitation, telephone, fax, email or other means, but must ensure that they reach the contact address of each member of the Board of Directors and supervisors registered with the company.

8. Minimum number of attending members.

a) A meeting of the Board of Directors is held when three-quarters (3/4) or more of the total number of members attend the meeting or through a representative (authorized person) if approved by a majority of the Board of Directors members;

b) In case the meeting convened in accordance with Point a, Clause 8 of this Article does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting;

c) If the number of members is not sufficient, the Board of Directors meeting will be re-organized for the third time on the next working day at the same location and at the same time, then the Board of Directors meeting is always valid regardless of the number of members attending.

9. Vote.

a) Except for the case specified in Point b, Clause 9 of this Article, each member of the Board of Directors or authorized person present in person at a meeting of the Board of Directors shall have one vote;

b) A member of the Board of Directors shall not vote on contracts, transactions or proposals in which the member or a person related to the member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board shall not be counted in the quorum required to hold a meeting of the Board of Directors on decisions on which the member does not have the right to vote;

c) Pursuant to Point d, Clause 9 of this Article, when a problem arises in a meeting of the Board of Directors relating to the level of interests of a member of the Board of Directors or relating to the voting rights of a member and such problems are not resolved by the voluntary renunciation of the voting rights of that member of the Board of Directors, such problems shall be referred to the chairman of the meeting and the chairman's decision relating to all other members of the Board of Directors shall be final, except in cases where the nature or scope of interests of the relevant member of the Board of Directors has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract specified in Point a, b Clause 5 Article 44 of this Charter is considered to have a significant interest in that contract.

e) Supervisors and Company Directors who are not members of the Board of Directors have the right to attend Board of Directors meetings and have the right to discuss but not to vote.

10. Disclosure of benefits.

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he has an interest in it, must disclose this interest at the first meeting of the Board of Directors to discuss and consider the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the related transaction or contract.

11. Majority voting.

The decision of the Board of Directors is approved if approved by the majority (over 50%) of the members attending the meeting. In case the number of votes for and against are equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

12. Absentee voting.

Members who do not attend the meeting in person have the right to vote by written ballot, 1or other electronic means. The ballot must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one hour before the opening time. The ballot may only be opened in the presence of all attendees.

13. Online meetings or other meeting forms.

A meeting of the Board of Directors may be held by video conference between members of the Board of Directors when all or some of the members are in different locations provided that each member attending the meeting is able to:

a) Listen to each other Council member speaking at the meeting;

b) Communicate simultaneously with all attendees. Discussions and exchanges between members may be conducted directly by telephone or by other means of communication (including the use of such means at the time of adoption of the Charter or later) or by a combination of all these methods. For the purposes of this Charter, a member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The place of a meeting held under this provision shall be the place where the largest group of members of the Board of Directors is assembled, or if there is no such group, the place where the Chairman of the meeting is present.

Decisions passed in a properly organized and conducted online meeting shall be effective 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.

14. Written resolution.

A resolution in the form of a questionnaire is approved on the basis of the approval of the majority of the members of the Board of Directors with voting rights. This type of resolution has the same effect and value as a resolution passed by the members of the Board of Directors at a meeting convened and held in accordance with the usual practice.

15. Minutes of Board of Directors meeting.

The Chairman of the Board of Directors is responsible for sending the minutes of the Board meetings to the members and such minutes shall be considered as authentic evidence of the work conducted in such meetings unless there is an objection to the content of the minutes within 10 days from the date of sending. The minutes of the Board of Directors meetings shall be prepared in Vietnamese and may be prepared in a foreign language, containing the main contents in accordance with Article 158 of the Law on Enterprises and must be signed by all members of the Board of Directors attending the meeting and the person taking the minutes.

16. Invited attendees for observation.

The Company's Director (Secretary), the Executive Director, members of the Board of Supervisors, other executive officers (if not members of the Board of Directors) and third-party experts may attend the Board of Directors' meetings at the invitation of the Board but shall not be entitled to vote unless they themselves have the right to vote as members of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. Subcommittees of the Board of Directors.

The Board of Directors may establish a subcommittee to be in charge of development policy, personnel, salary, internal audit, risk management. The number of members of the subcommittee is decided by the Board of Directors, at least three (03) people including members of the Board of Directors and external members as decided by the Board of Directors. Members of the Board of Directors Independent/non-executive

Board of Directors members should make up the majority of the subcommittee and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolutions of the subcommittee shall only be effective when the majority of members attend and vote for them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on corporate governance.

Article 32. Corporate Governance Officer

1. The Board of Directors shall appoint at least one person as the Corporate Governance Officer to assist in the effective implementation of corporate governance. The Corporate Governance Officer shall concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of 5 years.

2. Corporate Governance Officer must meet the following standards:

a) Have knowledge of the law;

b) Not concurrently work for an approved auditing organization that is auditing the Company's financial statements;

c) Understand the Company's business operations and internal management; Have the ability to synthesize and proficiently use information technology and office equipment;

d) Other standards as prescribed by law, this Charter and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, but not in violation of current labor laws.

4. Corporate Governance Officer has the following rights and obligations:

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

b) Prepare meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or Board of Supervisors;

c) Advice on meeting procedures;

d) Attend meetings;

dd) Consult on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;

e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Board of Supervisors members;

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

h) Be the point of contact with stakeholders;

i) Keep information confidential in accordance with the provisions of law and the Company Charter;

k) Receive remuneration (allowances) according to the Company's internal management regulations and/or according to the decision of the Board of Directors;

l) Other rights and obligations as prescribed by law and the Company Charter.

Section 3
GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organizational Structure of Management

The Company establishes and implements a management system ensuring that the management apparatus is accountable to the Board of Directors (BOD) and operates under the supervision and direction of the BOD in the Company's daily business activities. The Company shall have a Director, several Deputy Directors, a Chief Accountant, and other management positions designated by the BOD. The designation, dismissal, and removal of the aforementioned positions shall be carried out through a duly approved resolution of the BOD. The Director and Deputy Directors may also concurrently serve as members of the BOD.

Article 34. Company Executives

1. The Company's executives include the Director, Deputy Directors, Chief Accountant, and other executives as stipulated in the Company's Charter. Based on the Director's proposal and with the approval of the Board of Directors (BOD), the Company may recruit additional executives in accordance with the Company's organizational structure and management regulations as determined by the BOD. Company executives must demonstrate the necessary diligence to ensure the Company's operations and organization achieve their established objectives.

2. The salary, remuneration, benefits, and other terms of the employment contract for the Company's Director shall be determined by the Board of Directors.

3. The salary, remuneration, benefits, and other terms of the employment contract for other executives shall be determined by the Board of Directors based on the Director's proposal.

4. The salaries of the Director and other executives of the Company shall be accounted for as business expenses in accordance with corporate income tax regulations, disclosed as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Designate, Dismissal, Duties, and Authorities of the Director

1. Designate.

The Board of Directors shall designate a member of the Board or another individual as the Company's Director and shall sign a contract specifying the salary, remuneration, benefits, and other related terms. Information regarding the Director's salary, remuneration, and other benefits must be reported at the Annual General Meeting of Shareholders and included in the Company's annual report.

2. Term of Office.

The Director's term of office is 05 years unless otherwise regulation by the Board of Directors and may be redesignated. The designate may be terminated based on the provisions of the Labor Contract (if any).

3. Qualifications.

a) The Director of the Company must meet the qualifications stipulated in Article 64 of the Law on Enterprises and must not be any legally prohibited by law from holding this position, including, minors, individuals lacking legal capacity, persons who have been sentenced to imprisonment, those currently serving a prison sentence, members of the armed forces, Cadre and civil servants, and individuals who have been adjudged caused for the bankruptcy of a company they previously managed.

b) Other qualifications as prescribed by law.

4. Rights and Obligations.

a) Implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders; organize and execute the Company's business plan and investment plan as approved by the Board of Directors and the General Meeting of Shareholders;

b) Decide all matters related to the Company's daily business operations within the authority of the Director or not under the authority of the Board of Directors; on behalf of the Company, sign contracts and financial or commercial transactions within the authorized capacity or as approved by the Board of Directors and the General Meeting of Shareholders as stipulated in this Charter; organize and manage the Company's daily business operations according to best management practices. Sign a Loan Agreement with a value of less than 35% of the Company's total asset value as recorded in the most recent audited financial statements;

c) Propose to the Board of Directors the designate, dismissal, removal, signing, and termination of contracts; Rewards, disciplines, and retirement arrangements; and determine the salaries and other benefits of the Deputy Directors, Chief Accountant, and other executives in accordance with the Company's management regulations. Additionally, appoint or dismiss representatives managing the Company's invested capital in other enterprises;

d) Decide on the designate, dismissal, removal, rewards, discipline, salary classification, and retirement arrangements for officers and employees of the Company who do not require approval from the Board of Directors (for positions that require BOD approval, decisions can only be made after reporting to and obtaining approval from the BOD);

e) Consult with the Board of Directors to determine the number of employees of the Company. Recruit employees, sign labor contracts, assign and utilize personnel, determine

salaries and allowances (if any), reward, discipline, arrange retirement benefits, or terminate employees in accordance with labor laws and the Company's regulations;

f) Propose that the Board of Directors decide on the establishment, reorganization, or dissolution of the Company's subsidiaries, branches, and representative offices; contribute capital or purchase shares in other enterprises; propose the approval of the Company's internal management regulations. Propose the reorganization, division, separation, merger, consolidation, dissolution, or request for the Company's bankruptcy;

g) Propose dividend payment plans or solutions for handling business losses; recommend measures to improve the Company's operations and management;

h) Prepare draft development strategies, medium-term development plans, annual business plans, investment projects, and the Company's internal management regulations for submission to the Board of Directors;

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

k) No later than October 31st annually, the Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year, based on business requirements and align with the 5-year financial plan;

l) Carry out all other activities in accordance with this Charter, the Company's regulations, the resolutions of the Board of Directors, the labor contract of the Director, and the law.

m) Has the right to refuse to implement decisions of the Chairman or members of the Board of Directors if they are deemed illegal, contrary to this Charter, or contrary to the resolutions of the General Meeting of Shareholders; at the same time, must immediately notify the Board of Supervisors in writing.

n) Has the authority to decide on measures beyond their jurisdiction in emergency situations such as natural disasters, fires, and force majeure events, and shall be responsible for such decisions while immediately reporting to the Board of Directors;

o) Perform the responsibilities of the Legal Representative of the Company as stipulated in Article 13 of the Enterprise Law.

5. Reporting to the Board of Directors and Shareholders.

The Director of the company is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and authorities and must report to these bodies upon request.

6. Dismissal

The Board of Directors may dismiss the Director of the company if approval by a majority vote (over 50%) of attending Board members with voting rights approve and designate a new replacement Director. The dismissed Director has the right to oppose this dismissal at the nearest subsequent General Meeting of Shareholders.

7. Resignation or Lose Eligibility

a) To resign, the Director must submit a resignation letter to the Board of Directors. Within 30 days from the date of receiving the letter, the Board of Directors must review and make a decision.

b) The Director loses eligibility if they pass away, have mental incapacity, lose their civil rights, or are voluntarily absent from office without authorization for 03 days or more. In this case, the Board of Directors must designate an interim replacement for no more than 30 days and initiate procedures for designating a new Director.

8. Delegation of Authority.

a) The Director of the company may authorize or delegate to Deputy Directors or other individuals to handle certain company matters on their behalf and shall bear legal responsibility for such authorization or delegation;

b) The authorized or delegated person shall be legally responsible before the Director of the company and the law for their actions.

c) The authorization or delegation related to the company's seal must be made in writing and be time-bound.

Section 4
BOARD OF SUPERVISORS

Article 36. Nomination and Designation of Members of the Board of Supervisors (Supervisors)

1. The nomination for members of the Board of Supervisors shall be carried out in accordance with the provisions of Clause 1, Article 25 of this Charter.

2. Nomination and introduction for the Board of Supervisors.

Shareholders have the right to pool their votes together to nominate candidates for the Board of Supervisors. A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; those holding from 20% to less than 50% may nominate up to two (02) candidates; and those holding 50% or more may nominate the full number of candidates (03 candidates).

3. In cases the number of candidates for the Board of Supervisors, through nomination and self-nomination, is still insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the company's Charter, Internal Corporate Governance Regulations, and the Board of Supervisors Operating Regulations. The procedures and mechanisms for the incumbent Board of Supervisors to nominate additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors, in accordance with the provisions of law.

Article 37. Number, Composition, and Term of Members of the Board of Supervisors (Supervisors)

1. The number of members of the Board of Supervisors of the Company is three (03), elected and dismissed by the General Meeting of Shareholders. The term of office of the Board of Supervisors is five (05) years; Supervisors may be re-elected for an unlimited redesignation.

2. Supervisors must meet the standards and conditions as prescribed in Article 169 of the Enterprise Law, the Company's Charter, and must not fall into the following cases:

a) Work in the accounting or finance department of the Company;

b) Be a member or employee of an independent auditing firm that audited the Company's financial statements in the preceding three (03) consecutive years.

3. A Supervisor shall be dismissed or removed in the following cases:

a) The Supervisor is legally prohibited from serving in such capacity or no longer meets the qualifications and requirements for Supervisors as stipulated in Article 169 of the Enterprise Law;

b) The Supervisor submits a written resignation letter to the Company's headquarters, and it is approved;

c) The Supervisor suffers from mental disorders, and other members of the Board of Supervisors have professional evidence proving that the Supervisor's loss of civil act capacity;

d) The Supervisor fails to perform their duties, is absent from the meetings of the Board of Supervisors for six (06) consecutive months, and during this period, the Board of Supervisors does not grant permission for the absence and has ruled that the position is vacant; except in cases of force majeure;

e) The Supervisor is removed from the position of Supervisor by a resolution of the General Meeting of Shareholders due to failure to fulfill their duties or serious/repeated violations of the obligations of the Supervisor as stipulated by the Law on Enterprises and the Company's Charter;

f) No longer being the authorized representative of a shareholder that is an organization, as decided by that organization;

g) Being the authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

h) Other cases as prescribed by law and this Charter.

4. A Supervisor may be replaced when an unexpected vacancy arises in the Board of Supervisors, and the new Supervisor must be approved at the next General Meeting of Shareholders. Once approved by the General Meeting of Shareholders, the replacement of the new Supervisor shall be considered effective on the date the Board of Supervisors appoints the replacement. The term of the new Supervisor shall be calculated from the effective date of the replacement until the end of the Board of Supervisors' term. In the event that the new Supervisor is not approved by the General Meeting of Shareholders, all decisions of the Board of Supervisors made before the General Meeting of Shareholders, with the participation of the replacement Supervisor, shall still be considered valid.

5. In cases that the Board of Supervisors seriously violates or breaches its duties, that risk causing damage to the Company, the Board of Directors shall convene the General Meeting of Shareholders to review and remove the incumbent Board of Supervisors and elect a new Board of Supervisors as a replacement.

6. In cases that the term of the Board of Supervisors ends and a new Board of Supervisors has not yet been elected, the outgoing Board of Supervisors shall continue to exercise its rights and obligations until the new Board of Supervisors is elected and takes up its duties.

Article 38. Head of the Board of Supervisors

1. The Supervisors must elect one member as the Head of the Board of Supervisors; the election, dismissal, and removal shall be based on the majority principle. The Head of the Board of Supervisors must have a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or another major relevant to the Company's business.

2. The Head of the Board of Supervisors has the following rights and responsibilities:

a) Convene and preside over meetings of the Board of Supervisors;

b) Request the Board of Directors, the Director, and other managers and executive officers to provide relevant information for reporting to the members of the Board of Supervisors;

c) Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders.

Article 39. Rights and Obligations of the Board of Supervisors

1. Rights and Obligations of the Board of Supervisors:

The Board of Supervisors has the rights and responsibilities as stipulated in Article 170 of the Enterprise Law and this Charter, primarily including the following rights and obligations:

a) Supervise the Company's financial status, the legality of activities carried out by members of the Board of Directors, the Director, and other managers; coordination operations between the Board of Supervisors, the Board of Directors, the Director, and shareholders; and be accountable to the General Meeting of Shareholders for supervision activities and the performance of assigned duties;

b) Inspect the reasonableness, legality, honesty, and level of prudence in business management and operations, as well as in the organization of accounting, statistics, and financial reporting;

c) Assess the completeness, legality, and honesty of the Company's semi-annual and annual business performance reports, financial statements, and the Board of Directors' management evaluation report. Submit the appraisal report on financial statements, the Company's annual business performance report, and the Board of Directors' management evaluation report to the General Meeting of Shareholders at the annual meeting. Review contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;

d) Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, risk management, and early warning mechanisms;

đ) Examine the accounting books and other documents of the Company, as well as the management and operational activities of the Company at any time if deemed necessary, or as decided by the General Meeting of Shareholders, or at the request of shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter;

e) When requested by a shareholder or a group of shareholders as stipulated in Clause 2, Article 12 of this Charter, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors must submit a report explaining the findings to the Board of Directors and the requesting shareholder or group of shareholders. The inspection carried out by the Board of Supervisors under this clause must not obstruct the normal activities of the Board of Directors or disrupt the Company's business operations;

f) Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure and management of the Company's business operations. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;

g) When detecting that a member of the Board of Directors, the Director, or other executives have violated the law or the Company's Charter, the Board of Supervisors must immediately notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and implement remedial measures;

h) Propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to conduct the Company's financial statement audits; decide on the approved auditing organization to inspect the Company's activities and dismiss approved auditors when necessary. Discuss with the independent auditors the nature and scope of the audit before it begins; Discuss difficulties and issues identified during interim or final audit results, as well as any matters the independent auditors wish to discuss;

i) Review the management letter from the independent auditors and the responses from the Company's executive and management board; examine the Company's report on internal control systems before approval by the Board of Directors; assess the results of internal investigations and the feedback from the Company's executive and management board;

k) The Board of Supervisors has the right to use independent consultants to perform assigned tasks;

l) The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

m) Attend meetings of the Board of Directors upon invitation, express opinions, but do not participate in voting

n) Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Securities Law;

o) Exercise other rights and duties as prescribed by the Law on Enterprises, this Charter, and resolutions of the General Meeting of Shareholders.

2. The right of the Board of Supervisors to be provided with information:

a) The meeting invitation, ballots for collecting opinions from the members of the Board of Directors, and accompanying documents must be provided to the Supervisors at the same time and in the same manner as to the members of the Board of Directors;

b) Members of the Board of Directors, the Company's Director, and management personnel must fully, accurately, and promptly provide information and documents regarding the management and operation of the Company's business as requested by the Board of Supervisors;

c) The Corporate Governance Officer (Company Secretary) must ensure that copies of all financial information, other information provided to members of the Board of Directors, and minutes/resolutions of Board of Directors meetings and General Meeting of

Shareholders are provided to the Supervisors at the same time and by the same method as they are provided to the members of the Board of Directors;

d) Reports submitted by the Director to the Board of Directors or other documents issued by the Company must be delivered to the Supervisors at the same time and by the same method as for the members of the Board of Directors;

e) Supervisors have the right to access the Company's records and documents; they have the right to visit the workplaces of the Company's managers, executives, and employees during working hours;

g) Reports and documents prepared by the Board of Directors related to business performance, financial statements, and management evaluation reports must be submitted to the Board of Supervisors for review before being presented at the Annual General Meeting of Shareholders;

3. Obligations of the Supervisors:

a) Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and duties.

b) Perform assigned rights and duties honestly, prudently, and in the best manner to ensure the maximum legitimate interests of the Company and its shareholders;

c) Be loyal to the interests of the Company and its shareholders; must not use the Company's information, know-how, business opportunities, or abuse their position, title, and Company assets for personal gain or to serve the interests of other organizations or individuals;

d) In case of violation of the obligations stipulated in Points a, b, and c of this Clause, causing damage to the Company or others, the Supervisor shall bear personal liability or be jointly liable for compensating such damage;

All income and other benefits that the Supervisor directly or indirectly gains from violating the obligations stipulated in Point c of this Clause must be returned to the Company.

e) In case a Supervisor is found to have violated their assigned rights and obligations, the Board of Directors must notify the Board of Supervisors in writing, request the violator to cease the violating acts, and implement remedial measures.

Article 40. Meetings of the Board of Supervisors

1. After consulting with the Board of Directors, the Board of Supervisors may issue regulations regarding its meetings and operational procedures. The Board of Supervisors must hold at least 02 (two) meetings per year, with a minimum of 02 (two) members attending each meeting. Meeting minutes of the Board of Supervisors must be prepared in detail and clearly, signed by the attending Supervisors and the Secretary (if any). These minutes must be kept as records to determine the responsibilities of each Supervisor.

2. The Board of Supervisors has the right to request members of the Board of Directors, the Director, and representatives of the auditing company approved in accordance with the provisions of law to attend and answer issues of concern to the Supervisors.

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

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented according to the following provisions:

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

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

3. The salary and operating expenses of the Board of Supervisors shall be accounted for as the Company's business expenses in accordance with the provisions of the law on corporate income tax and other relevant legal regulations. These expenses must be disclosed as a separate item in the Company's annual financial statements.

Section 5
ELECTION OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS

Article 42. Election of the Board of Directors and the Board of Supervisors

1. Common shareholders who voluntarily form a group that satisfies the prescribed conditions to nominate candidates for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting no later than the opening of the General Meeting of Shareholders. The Company shall inform the attending shareholders about this information during the General Meeting of Shareholders.

2. Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter have the right to nominate one or more candidates for the Board of Directors and the Board of Supervisors in accordance with Clause 2, Article 25, and Clause 2, Article 36 of this Charter. If the number of candidates nominated by shareholders or shareholder groups is lower than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

3. Voting for members of the Board of Directors and the Board of Supervisors must be conducted using the equal and even cumulative voting method. Accordingly, each shareholder has a total number of votes equal to the total number of shares they own or represent, multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders have the right to allocate all or part of their total votes to one or more candidates.

4. Elected members of the Board of Directors or the Board of Supervisors shall be determined based on descending votes, starting from the candidate with the most votes until the required number of members, as stipulated in the Company's Charter, is reached. In case 02 or more candidates receive the same number of votes for the final position on the Board of Directors or the Board of Supervisors, a re-vote shall be conducted among those candidates or selection shall be made based on criteria specified in the election regulations.

5. If the first-round election does not elect the required number of members for the Board of Directors and the Board of Supervisors as stipulated, a second-round election shall be conducted among the remaining candidates from the first round. If the second round still does not meet the required number, the General Meeting of Shareholders shall decide whether to proceed with additional election. If the General Meeting of Shareholders cannot make a decision, the Chairperson of the meeting shall decide.

Section 6

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, CEO, AND OTHER EXECUTIVES

Article 43. Duty of Care

Members of the Board of Directors, Supervisors, the Director, and other executives are responsible for performing their duties, including those as members of the Board's subcommittees, with honesty and in a manner they believe to be in the best interests of the Company. They must exercise a level of care that a prudent person would typically apply when holding a similar position under comparable circumstances.

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

1. Members of the Board of Directors, Supervisors, the Director, and other executives must disclose any relevant interests in accordance with Article 164 of the Law on Enterprises and other applicable legal regulations.

2. Members of the Board of Directors, Supervisors, the Director, and other executives are not allowed to exploit business opportunities that could benefit the Company for personal purposes. Additionally, they must not use information obtained through their positions for personal gain or to serve the interests of any other organization or individual.

3. Members of the Board of Directors, the Board of Supervisors, the Director (General Director), and other managers are obligated to notify the Board of Directors and the Board of Supervisors in writing about transactions between the Company, its subsidiaries, or other companies in which the publicly traded Company holds more than 50% of 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 about these resolutions in accordance with securities laws on information disclosure.

Members of the Board of Directors are not allowed to vote on transactions that provide benefits to themselves or their related persons, as stipulated by the Law on Enterprises and the Company's Charter.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company is not allowed to grant loans or provide guarantees to members of the Board of Directors, the Board of Supervisors, the Director, other executives, or individuals and organizations related to these members, or to legal entities in which these individuals have financial interests. Exceptions apply in cases where the public company and the organization related to this member are part of the same corporate group or operate within a group structure, including parent-subsidiary companies, economic groups, and specialized law has other provisions.

5. A contract or transaction between the Company and one or more members of the Board of Directors, the Board of Supervisors, the Director, other executives, or persons related to them—including companies, partners, associations, or organizations of which members of the Board of Directors, Supervisors, Directors of the Company and other executives or their related persons are members or have financial interests—shall not be deemed invalid in the following cases:

a) For contracts/transactions valued at less than 35% of the total assets value recorded in the most recent financial statement, the important contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, Director, and other executives, must have been reported to the Board of Directors. At the same time, the Board of Directors has honestly allowed the implementation of such contract or transaction by the votes of the Board members who have no related interests;

b) For contracts/transactions with a value greater than or equal to 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, Directors, and other executives have been announced to shareholders with no relevant interests who have the right to vote on that issue, and those shareholders have approved this contract or transaction;

c) For contract/ transaction is deemed by an independent consulting organization to be fair and reasonable in all aspects related to the shareholders of the Company at the time the transaction or contract is approved or ratified by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, Directors of the Company and other executives and those related to the above members shall not use information that has not been permitted to be disclosed by the Company or disclose it to others to carry out related transactions.

Article 45. Liability for Damages and Compensation

1. Liability for damages.

Members of the Board of Directors, Supervisors, the Company's Director, and other executives who violate their obligations, or fail to fulfill their duties with honesty, diligence, and professional competence shall be held liable for any damages caused by their violations.

2. Compensation.

The Company shall indemnify individuals who are, were, or may become a party to any claims, lawsuits, or legal proceedings (including civil, administrative cases, and cases where the Company is not the plaintiff) if they have served or are serving as members of the Board of Directors, Supervisors, Directors, other executives, employees, or authorized representatives of the Company, or if they have acted at the Company's request in such capacities. This indemnification is granted on the condition that the individual has acted honestly, prudently, and diligently in the best interests of or without conflict against the Company's interests, in compliance with the law, and there is no evidence proving a breach of their responsibilities.

When performing their functions, duties, or carrying out tasks authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees, or authorized representatives of the Company shall be indemnified by the Company if they become involved in claims, lawsuits, or legal proceedings (excluding cases where the Company is the plaintiff) in the following circumstances:

a) Acted honestly, prudently, and diligently for the benefit of the Company and without conflict with the Company's interests;

b) Complied with the law and there is no evidence confirming the failure to fulfill their responsibilities.

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

CHAPTER IV
RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 46. Right to Inspect Books and Records

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

a) Common shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request corrections of any inaccurate information; review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding at least 5% of the total common shares have the right to review, inspect, and extract minutes and resolutions/decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, and transactions requiring approval from the Board of Directors, as well as other documents, except for those related to the Company's trade secrets and business secrets.

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

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

3. The Company must retain this Charter and its amendments and supplements; the Business Registration Certificate; regulations; documents proving asset ownership; minutes and resolutions of the General Meeting of Shareholders and the Board of Directors; reports of the Board of Directors and the Board of Supervisors; annual financial statements; accounting books; and other documents as required by law at the headquarters or another location, provided that shareholders and the Business Registration Authority are informed of the storage location.

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

CHAPTER V
EMPLOYEES, TRADE UNIONS, AND SOCIO-POLITICAL ORGANIZATIONS WITHIN THE COMPANY

Article 47. Employees, Trade Unions, and Socio-Political Organizations

1. The Director of the Company must prepare a plan for approval by the Board of Directors regarding matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and company executives.

2. The Communist Party of Vietnam organization within the Company operates in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the Charter of the Communist Party of Vietnam.

3. The Trade Union and other political-social organizations within the Company operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the charters of these organizations.

4. The Company is obligated to respect and must not obstruct or create difficulties in the establishment of political organizations or political-social organizations within the Company. It must not hinder or create obstacles for employees participating in these organizations' activities and shall facilitate these organizations in operating in accordance with their functions, duties, and charters.

CHAPTER VI
PROFIT DISTRIBUTION

Article 48. Profit Distribution

1. The Company's pre-tax profits, after offsetting previous years' losses (if any) in accordance with the Corporate Income Tax Law, allocating to the Science and Technology Development Fund (if any) in accordance with the provisions, paying corporate income tax, and fulfilling other financial obligations under the law, shall be used as follows:

a) Dividend distribution;

b) Allocations to funds in accordance with current legal regulations.

2. The annual dividend rate, the form of dividend payment from the Company's retained earnings, and the allocation ratio to various funds shall be determined by the General Meeting of Shareholders based on the proposal of the Board of Directors.

Article 49. Dividends

1. According to the decision of the General Meeting of Shareholders and in accordance with the law, dividends shall be declared and paid from the Company's retained earnings but shall not exceed the level proposed by the Board of Directors and approved by the General Meeting of Shareholders.

2. The Board of Directors may decide to make an interim dividend if it considers that such payment is consistent with the Company's profitability.

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

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part by shares, and the Board of Directors shall be the body responsible for implementing this resolution. The order and procedures for paying dividends in shares shall be carried out in accordance with the Law on Enterprises and relevant legal regulations.

5. In cases where dividends or other payments related to a type of share are paid in cash, the Company shall make the payment in Vietnamese Dong or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the correct bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the transferred amount. The payment of dividends for listed shares or shares registered for trading on the Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific record date for finalizing the list of shareholders. Based on this date, individuals registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notifications, or other documents.

7. Other matters related to profit distribution shall be carried out in accordance with the provisions of the law.

CHAPTER VII
BANK ACCOUNT, FISCAL YEAR, ACCOUNTING REGIME

Article 50. Bank account

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

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.

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

Article 51. Fiscal Year

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year shall commence on the date of issuance of the Business Registration Certificate and end on the 31st day of

December of that year, if greater than 90 days; if less than 90 days, it will be added to the next fiscal year.

Article 52. Accounting Regime

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS), a corporate accounting system in accordance with the provisions of Vietnamese law.

2. The Company maintains accounting books in Vietnamese. The Company stores accounting records according to the type of business activities in which the Company participates. These records must be accurate, up-to-date, systematic, and sufficient to demonstrate and explain the Company's transactions.

3. The Company uses Vietnamese Dong (or freely convertible foreign currency in case of approval by a competent state agency) as the currency used in accounting.

CHAPTER VIII
FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE RESPONSIBILITIES

Article 53. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare an annual financial statement in accordance with the law and the regulations of the State Securities Commission. This statement must be audited as stipulated in Article 56 of this Charter. Within 90 days from the end of each fiscal year, the Company must submit the audited annual financial statement to the competent tax authority, the State Securities Commission, the Stock Exchange, the Business Registration Authority, and the Vietnam National Coal and Mineral Industries Holding Corporation Limited.

2. The annual financial statement must include a Profit and Loss Statement that truthfully and objectively reflects the Company's profit and loss situation for the fiscal year; and a balance sheet that truthfully and objectively reflects the Company's activities up to the time of preparing the report; a cash flow statement; and notes to the financial statements. In the case that the Company is a parent company, in addition to the annual financial statement, it must also prepare a consolidated balance sheet reflecting the financial status of both the Company and its subsidiaries at the end of each fiscal year.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission, the Stock Exchange, and submit them to the State Securities Commission, the Stock Exchange, relevant authorities, and the Vietnam National Coal and Mineral Industries Holding Corporation Limited.

4. The audited annual financial statements (including the auditor's opinion), the reviewed semi-annual financial statements, and the Company's quarterly financial statements must be disclosed on the Company's website.

5. Organizations and individuals who are interested have the right to copy the audited annual financial statements, and semi-annual, and quarterly reports during the Company's working hours at its headquarters and must pay a reasonable fee for copying.

Article 54. Annual Report

The Company must prepare and disclose the annual report in accordance with the regulations on securities and the securities market, as well as the regulations of the Vietnam National Coal and Mineral Industries Holding Corporation Limited.

Article 55. Information Disclosure

The Company must prepare and publicly disclose information in accordance with Article 176 of the Law on Enterprises and other relevant legal regulations.

CHAPTER IX
COMPANY AUDIT

Article 56. Audit

1. At the Annual General Meeting of Shareholders, an independent auditing firm shall be appointed or a list of independent auditing firms approved by law will be approved, authorizing the Board of Directors to select one of these firms to conduct the Company's audit for the following fiscal year based on terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.

2. The independent auditing firm shall examine, confirm, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare the audit report, and submit it to the Board of Directors in accordance with the law.

3. A copy of the audit report must be attached to each annual financial statement of the Company.

4. The independent auditor conducting the audit of the Company shall be entitled to attend the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and express opinions at the General Meeting on matters related to the audit of the Company's financial statements.

CHAPTER X
COMPANY SEAL

Article 57. Company Seal

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

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

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

CHAPTER XI
DISSOLUTION OF THE COMPANY

Article 58. Dissolution of the Company

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

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

b) Revocation of the Business Registration Certificate, except as otherwise provided by the Law on Tax Administration;

c) Other cases as prescribed by law.

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

Article 59. Liquidation

1. At least six months before the expiration of the Company's operating term or after a decision to dissolve the Company has been made, the Board of Directors must establish a Liquidation Committee consisting of three members. Two of these members shall be appointed by the General Meeting of Shareholders, and one member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All liquidation-related expenses shall be prioritized for payment before other debts of the Company.

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

3. The 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 tax-related obligations payable to the State;

d) Loans (if any);

e) Other debts of the Company;

f) The remaining balance, after payment of all debts from items (a) to (e) above, shall be distributed to shareholders. Preferred shares shall have priority in payment.

CHAPTER XII

RESOLUTION OF INTERNAL DISPUTES

Article 60. Resolution of Internal Disputes

1. In case of any dispute or claim arising in connection with the Company's operations or the shareholders' rights arising from the Charter or any rights or obligations prescribed by the Law on Enterprises, other laws, or administrative regulations, between:

a) A shareholder and the Company; or

b) A shareholder and the Board of Directors, the Board of Supervisors, the Director, or other executives; The relevant parties shall make every effort to resolve the dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board, the Chairman of the Board of Directors shall preside over the dispute resolution process and require each party to provide relevant information within 15 working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board, any party may request the Board of Supervisors or a competent professional authority to appoint an independent expert to act as a mediator in the dispute resolution process.

2. In case no mediation agreement is reached within six weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, any party may submit the dispute to Arbitration or the Court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Court costs shall be determined by the court's ruling on which party is responsible for them.

CHAPTER XIII
IMPLEMENTATION CLAUSES

Article 61. Amendments and Supplements to the Charter

1. Any amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where there are legal provisions related to the Company's operations that are not mentioned in this Charter, or if there are new legal provisions that differ from the terms of this Charter, such legal provisions shall automatically apply and govern the Company's activities.

Article 62. Effectiveness

1. This Charter consists of 13 chapters and 62 articles and was unanimously approved by the 2026 Extraordinary General Meeting of Shareholders of Vinacomin - Materials Trading JSC on October 9, 2026, at the venue of the General Meeting, Vinacomin Production Operations Management Center Building in Quang Ninh, No. 95A Le Thanh

Tong Street, Hong Gai Ward, Quang Ninh. The full text of this Charter is agreed upon and takes full effect.

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

4. Copies or excerpts of the Company's Charter must bear the signature of the Chairman of the Board of Directors or at least half of the total number of Board members to be valid./.

LEGAL REPRESENTATIVE
COMPANY DIRECTOR

(Signed and Sealed)

Nguyen Manh Toan