

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



CHARTER
THONG NHAT JOINT STOCK COMPANY

*(Issued in conjunction with the Resolution of the Annual
General Meeting of Shareholders dated March 20, 2026)*

March 2026

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PREAMBLE

This Charter was approved according to the Resolution of the General Meeting of Shareholders No. 02/NQ-ĐHĐCĐ dated March 26th, 2021 ; updated, amended, and supplemented for the 1st time according to Resolution No. 01/NQ-ĐHĐCĐ dated March 16th, 2023, and updated, amended, and supplemented for the 2nd time at the General Meeting of Shareholders dated March 20th, 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be understood as follows:
 - a) *Charter Capital* means the total par value of shares sold or registered for purchase upon the establishment of the joint-stock company and as prescribed in Article 6 of this Charter;
 - b) *Voting Capital* means the share capital under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
 - c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17th, 2025;
 - d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019, and the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15 dated November 29th, 2024;
 - e) *Viet Nam* means the Socialist Republic of Vietnam;
 - f) *Establishment Date* means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent value);
 - g) *Enterprise Executives* mean the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors;
 - h) *Company Managers* mean the managers of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management positions appointed by the General Meeting of Shareholders or the Board of Directors;
 - i) *Related Person* means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;
 - j) *Shareholder* means an individual or organization owning at least one share of the joint-stock company;

- k) *Founding Shareholder* means a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint-stock company;
- l) *Major Shareholder* means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
- m) *Operating Term* means the operation period of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders;
- n) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

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

3. Headings (Sections, Articles of this Charter) are used for convenience and do not affect the content of this Charter.

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

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

1. Company Name

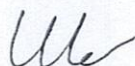
- Vietnamese name: CÔNG TY CỔ PHẦN THỐNG NHẤT
- Foreign name: THONG NHAT JOINT STOCK COMPANY
- Abbreviated name: THONG NHAT JSC

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

3. Registered Office of the Company:

- Headquarters address: Lot A1, Road 2A, Bau Xeo Industrial Park, Trang Bom Commune, Dong Nai Province
- Telephone: 02513.924377
- Fax: 02513.924692
- E-mail: info@bauseo.com.vn
- Website: www.bauseo.com.vn

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



5. Unless the operation is terminated before the term specified in Clause 2, Article 55, or extended according to Article 56 of this Charter, the operating term of the Company is indefinite from the date of establishment.

Article 3. Legal representative of the Company

1. The Company has 01 (one) legal representative, who is the Chairman of the Board of Directors.
2. The legal representative is the individual representing the company to exercise rights and perform obligations arising from the company's transactions, and representing the company as the plaintiff, defendant, or person with related interests and obligations before Arbitration and Courts. Responsibilities of the legal representative shall comply with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.
3. The legal representative of the Company must reside in Vietnam and must authorize another person in writing to exercise the rights and perform the obligations of the legal representative when exiting Vietnam.
4. In case the authorization expires and the legal representative has not returned to Vietnam without another authorization, the authorized person shall continue to exercise the rights and obligations within the authorized scope until the legal representative returns to work, or until the Board of Directors decides to appoint a replacement.
5. In case of absence from Vietnam for more than 30 days without authorizing another person, the Board of Directors shall appoint a replacement.

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

Article 4. Operational objectives of the Company

1. The business lines of the Company include:

Code	Business Line Name
6810 (main)	Real estate business; land use rights owned, used, or leased by the owner or user (activities are conducted only when fully meeting business conditions as prescribed by law and in accordance with Article 10 of the Law on Real Estate Business No. 29/2023/QH15 dated November 28 th , 2023) <i>(Excluding investment in cemetery infrastructure for the transfer of land use rights attached to such infrastructure)</i>
4101	Construction of residential houses
4102	Construction of non-residential houses
4212	Construction of road works
4222	Construction of water supply and drainage works
4223	Construction of telecommunications and communication works
4312	Site preparation

	<i>(Excluding blasting services)</i>
4330	Completion of construction works
4390	Other specialized construction activities
3600	Water collection, treatment, and supply <i>(Does not operate at headquarters; only operates when meeting conditions)</i>
3700	Drainage and wastewater treatment <i>(Does not operate at headquarters; only operates when meeting conditions)</i>
4690	General wholesale
5510	Hotels and similar accommodation services
5590	Other accommodation establishments
5610	Restaurants and mobile food service activities
8511	Nursery education
8512	Kindergarten education
8531	Primary level training
8532	Intermediate level training
8551	Sports and recreation education
8552	Cultural and artistic education
8620	Activities of general, specialized, and dental clinics
9311	Operation of sports facilities

2. Operational Objectives: The Company is established to conduct production and business activities with the goal of maximizing profits for shareholders, creating stable jobs for employees, contributing to the State Budget, and developing the Company through self-accumulation and reinvestment. Through its activities, the Company contributes to high economic efficiency for society and improves working conditions and living standards for its employees.

Article 5. Scope of business and operations of the Company

The Company is permitted to conduct business activities according to the registered business lines, notified changes to the business registration authorities, and published on the National Business Registration Portal. In case the Company operates in conditional business lines, it must satisfy all conditions as prescribed by the Law on Investment and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Charter Capital of the Company is **82,000,000,000 VND** (Eighty-two billion Vietnamese Dong)

The total charter capital is divided into **8,200,000 shares** with a par value of **10,000 VND/share**.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the law.
3. Shares as of the date of approval of this Charter include ordinary shares and preferred shares (if any). Rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13.
4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders.
5. The Company officially operates as a joint stock company under Enterprise Registration Certificate No. 3600667859 (former No. 4703000095), first issued by the Department of Planning and Investment of Dong Nai Province on February 24th, 2004. In accordance with the Law on Enterprises, as of now, the transfer restriction period for ordinary shares held by founding shareholders has expired, and the Company currently no longer has founding shareholders.
6. Ordinary shares must be offered for sale on a pre-emptive basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by shareholders shall be decided by the Company's Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by securities laws.
7. The Company may repurchase its own issued shares as prescribed in this Charter and current law.
8. The Company may issue other types of securities as prescribed by law.

Article 7. Share certificates

1. Shareholders are granted share certificates corresponding to the number and type of shares owned.
2. A share certificate is a security confirming the legal rights and interests of the owner over a portion of the issuer's share capital. It must contain all required contents under Clause 1, Article 121 of the Law on Enterprises.
3. Within one (01) month from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within two (02) months from the date of full payment for the subscribed shares in accordance with the Company's share issuance plan (or such other period as stipulated in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company any costs for printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. Such request must include the following contents:

- a) Information regarding the share certificate that has been lost, damaged, or otherwise destroyed;
- b) A commitment to assume responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and applicable laws. Shares listed or registered for trading on a 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 shall not be transferred and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from equity, the right to subscribe for newly issued shares, and other rights and benefits as prescribed by law.

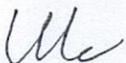
Article 10. Forfeiture of shares (in the case of enterprise registration)

1. In the event that a shareholder fails to make full and timely payment for the shares subscribed, the Board of Directors shall provide notice and shall have the right to require such shareholder to pay the remaining amount and be held liable for the Company's financial obligations arising from such failure to the extent of the total par value of the shares registered for purchase.

2. The aforementioned payment notice must specify a new payment deadline (which shall be at least seven (07) days from the date the notice is sent) and the place of payment. The notice must also clearly state that in the event of failure to comply with the payment request, any unpaid shares shall be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been paid for in full and on time if the requirements set forth in the aforementioned notice are not fulfilled.

4. Forfeited shares shall be considered as shares authorized for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under terms and in a manner that the Board of Directors deems appropriate.



5. Shareholders holding forfeited shares must relinquish their status as a shareholder with respect to those shares, but shall remain liable for the Company's financial obligations existing at the time of forfeiture to the extent of the total par value of the shares registered for purchase, as determined by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to enforce the payment of the total value of the shares at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains effective even in the event of an error or negligence in sending the notice.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organizational, governance, and control structure

The organizational, management, governance, and control structure of the Company shall include:

1. The General Meeting of Shareholders.
2. The Board of Directors; the Board of Supervisors/Internal Audit Committee under the Board of Directors;
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or in other forms as prescribed by the Company's Charter and the law. Each ordinary share shall carry one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have the pre-emptive right to purchase newly issued shares in proportion to their respective ownership of ordinary shares in the Company;
 - d) To freely transfer their shares to others, except for cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - e) To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request corrections of their inaccurate information;
 - f) To review, look up, extract, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

- g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their share ownership in the Company;
- h) To request the Company to repurchase their shares in cases prescribed in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class shall grant its holder equal rights, obligations, and interests. In case the Company has preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) To have full access to periodic and extraordinary information published by the Company in accordance with the law;
- k) To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- l) Other rights as prescribed by law and this Charter.

2. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares shall have the following rights:

- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) To review, look up, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions required to be approved by the Board of Directors and other documents, except for documents related to trade secrets or business secrets of the Company;
- c) To request the Board of Supervisors to inspect specific issues related to the management and administration of the Company's operations when necessary. The request must be in writing and include: full name, contact address, nationality, number of legal documents of the individual (for individual shareholders); name, enterprise code or number of legal documents of the organization, head office address (for institutional shareholders); number of shares and time of share registration of each shareholder, the total number of shares of the group and the ownership percentage in the total shares of the Company; the issues to be inspected, and the purpose of the inspection;
- d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days prior to the opening date. The proposal must clearly state the shareholder's name, the number of each class of shares held, and the issues proposed for inclusion in the agenda;
- e) Other rights as prescribed by law and this Charter.

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3. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination shall be conducted as follows:

- a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders defined in this Clause shall be entitled to nominate one or several persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In the event that the number of candidates nominated by the shareholder or group of shareholders 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.

Article 13. Obligations of shareholders

Ordinary shareholders shall have the following obligations:

1. To make full and timely payment for the shares subscribed.
2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or others. In the event that a shareholder withdraws part or all of the share capital contributed in contravention of this Clause, such shareholder and any person with related interests in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the scope of the value of the withdrawn shares and any incurred damages.
3. To comply with the Company's Charter and the Internal Governance Regulations of the Company.
4. To observe Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to use the provided information solely for the purpose of exercising and protecting their lawful rights and interests; the distribution, copying, or sending of information provided by the Company to other organizations or individuals is strictly prohibited.
6. To attend meetings of the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
 - a) Attending and voting/electing directly at the meeting;



- b) Authorizing another individual or organization to attend and vote/elect at the meeting;
 - c) Attending and voting/electing via online conferences, electronic voting, or other electronic forms;
 - d) Sending voting/election ballots to the meeting via mail, fax, or email;
 - e) Sending voting/election ballots *by other means* as prescribed by law.
7. To bear personal liability when acting in the name of the Company in any form to perform any of the following acts:
- a) Violating the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying undue debts prior to financial risks facing the Company.
8. To fulfill other obligations as prescribed by current law.
9. Other obligations applicable to other classes of shares.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders shall consist of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but such extension shall not exceed 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 venue of the General Meeting of Shareholders shall be determined as the location 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. In the event that the Audit Report on the Company's annual financial statements contains material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The remaining number of members of the Board of Directors or Supervisors is less than the minimum number required by law;
- c) Upon request by a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing sufficient signatures of the relevant shareholders, or the written request may be made in multiple counterparts and collectively bear sufficient signatures of the relevant shareholders;
- d) Upon request by the Board of Supervisors;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the remaining number of members of the Board of Directors or the Board of Supervisors falls as prescribed in point b, Clause 3 of this Article, or upon receiving a request as prescribed in point c and point d, Clause 3 of this Article. The Board of Directors must announce at the nearest General Meeting of Shareholders if an independent member of the Board of Directors no longer meets the criteria and conditions, or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 06 months from the date of receiving notification from the relevant independent member;
- b) In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in point a, Clause 4 of this Article, the Board of Supervisors shall, within the next 30 days, replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c) In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

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

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- d) Procedures for organizing 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 shall have the following rights and obligations:

- a) To approve the development orientation of the Company;
- b) To decide on the classes of shares and the total number of shares of each class authorized for offering; to decide on the annual dividend rate for each class of shares;
- c) To elect, dismiss, or remove members of the Board of Directors and Supervisors;
- d) To decide on investment in or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company;
- e) To decide on amendments and supplements to the Company's Charter;
- f) To approve annual financial statements;
- g) To decide on the repurchase of more than 10% of the total sold shares of each class;
- h) To review and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- j) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) To approve/amend and supplement the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Board of Supervisors;
- l) To approve the list of accredited audit firms; to decide on the accredited audit firm to perform inspections of the Company's operations, and to dismiss accredited auditors when deemed necessary;
- m) Other rights and obligations as prescribed by law.

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

- a) The annual business plan of the Company;
- b) The audited annual financial statements;
- c) Reports of the Board of Directors on governance and the performance results of the Board of Directors and each of its members;
- d) Reports of the Board of Supervisors on the Company's business results and the performance results of the Board of Directors and the General Director;
- e) Self-assessment reports on the performance results of the Board of Supervisors and Supervisors;
- f) The dividend rate for each share of each class;

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- g) The number of members of the Board of Directors and the Board of Supervisors;
- h) The election, dismissal, or removal of members of the Board of Directors and Supervisors;
- i) The budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- j) Approval of the list of accredited audit firms; deciding on the accredited audit firm to inspect the company's activities when deemed necessary;
- k) Supplements and amendments to the Company's Charter;
- l) Classes of shares and the number of new shares to be issued for each class, and the transfer of shares by founding members within the first 03 years from the date of establishment;
- m) Division, separation, consolidation, merger, or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- o) Deciding on investment in or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company;
- p) Deciding on the repurchase of more than 10% of the total sold shares of each class;
- q) The Company entering into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;
- r) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11th, 2025, of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities;
- s) Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
- t) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting directly or authorize one or several other individuals or organizations to attend the meeting, or attend through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises, according to the following specific regulations:

- a) For individual shareholders: only one (01) other individual or organization may be authorized to attend the meeting;

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b) For institutional shareholders: Those holding less than 10% of the total voting shares may authorize a maximum of two (02) other individuals or organizations, Those holding from 10% to less than 50% of the total voting shares may authorize a maximum of three (03) other individuals or organizations; Those holding 50% or more of the total voting shares may authorize a maximum of five (05) other individuals or organizations to attend the meeting.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be established in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, and the signatures of both the authorizing and the authorized parties.

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

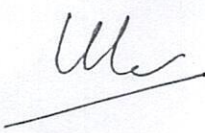
3. The voting ballots/election ballots of the authorized person within the scope of authorization shall remain valid in any of the following cases:

- a) The authorizer has died, has restricted civil capacity, or has lost civil capacity;
- b) The authorizer has canceled the appointment of the authorization;
- c) The authorizer has canceled the authority of the person performing the authorization.

This provision shall not apply if the Company receives notice of one of the aforementioned events prior to the opening of the General Meeting of Shareholders or before the meeting is re-convened.

Article 17. Changes of rights

1. Any change or cancellation of special rights associated with a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A Resolution of the General Meeting of Shareholders regarding content that adversely affects 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 class attending the meeting who own at least 75% of the total preferred shares of that class, or if it is approved by preferred shareholders of the same class owning at least 75% of the total preferred shares of that class in the case of passing a resolution via written opinions.



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

3. The procedures for conducting such separate meetings shall be implemented similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided by the terms of share issuance, the special rights associated with classes of shares that have preferences regarding some or all matters related to the distribution of profits or assets of the Company shall not be deemed to be changed when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.

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

- a) Prepare a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days prior to the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the meeting at least 20 days prior to the final registration date;
- b) Prepare the agenda and contents of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the Resolution of the General Meeting of Shareholders based on the proposed contents of the meeting;
- e) Determine the time and venue for organizing the meeting;
- f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholder's contact address, and

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simultaneously published on the Company's website, the website of the State Securities Commission, and the Stock Exchange where the Company's shares are listed. The convenor of the General Meeting of Shareholders must send the meeting notice to all shareholders in the List of shareholders entitled to attend *at least 21 days* prior to the opening date (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to the matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that documents are not attached to the meeting notice, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) The meeting agenda and documents used in the meeting;
- b) A list and detailed information of candidates in the event of electing members of the Board of Directors or Supervisors;
- c) Voting/election ballots;
- d) Draft resolutions for each issue in the meeting agenda.

4. A shareholder or a group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least *03 working days* prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each class of shares held, contact address, nationality, Citizen Identity Card number, ID card number, Passport, or other legal personal identification for individual shareholders; the name, enterprise code, or establishment decision number, and head office address for institutional shareholders; the number and class of shares held by such shareholder; and the issues proposed for inclusion in the agenda.

5. The convenor of the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article in any of the following cases:

- a) The proposal is sent not in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of the ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convenor of the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article in the tentative agenda and contents of

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the meeting, except for the cases prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents *more than 50%* of the total voting shares.
2. In the event that the first meeting does not meet the conditions prescribed in Clause 1 of this Article, the notice for the second meeting must be sent within *30 days* from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents *at least 33%* of the total voting shares.
3. In the event that the second meeting does not meet the conditions prescribed in Clause 2 of this Article, the notice for the third meeting must be sent *within 20 days* from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares held by the attending shareholders.

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

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and must continue the registration until all shareholders entitled to attend and present have been registered, in accordance with the following sequence:
 - a) Upon registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card/voting ballot/election ballot, which specifies the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/election votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by way of "affirmative", "negative", or "no opinion" (abstention). Voting results shall be announced by the Chairperson/Vote Counting Committee immediately prior to the closing of the meeting. The General Meeting shall elect persons responsible for counting votes or supervising the vote counting upon the Chairperson's proposal. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal;
 - b) Shareholders or authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently participate and vote/elect at the meeting right after

registration. The Chairperson is not responsible for stopping the meeting for latecomers to register, and the validity of matters already voted/elected on prior to that time shall remain unchanged.

2. The election of the Chairperson, Secretary, Shareholder/Delegate Eligibility Verification Committee, and Vote Counting Committee is regulated as follows:

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

b) Except for the case prescribed in point (a) of this Clause, the person who signed the notice to convene the General Meeting of Shareholders shall moderate the meeting for the General Meeting of Shareholders to elect a Chairperson, and the person with the highest number of votes shall act as the Chairperson;

c) The Chairperson shall appoint one or several persons as the meeting Secretary; a Shareholder/Delegate Eligibility Verification Committee to serve the meeting;

d) The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee upon the Chairperson's proposal.

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

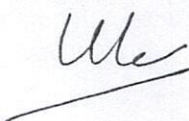
4. The Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.

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

b) Ensure the safety of all persons present at the meeting venues;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing entry permits or using other selection forms.

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



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

b) Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders any person who fails to comply with the Chairperson's management, intentionally disrupts order, prevents the normal progress of the meeting, or fails to comply with security inspection requirements.

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

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

b) Communication facilities at the meeting venue do not ensure the participation, discussion, and voting by shareholders;

c) An attendee obstructs or disrupts the order, posing a risk that the meeting might not be conducted fairly and lawfully.

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

8. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote by way of 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 31st, 2020, of the Government.

Article 21. Conditions for passing Resolutions of the General Meeting of Shareholders

1. A Resolution on the following contents shall be passed if it is approved by a number of shareholders representing 65% or more of the total voting shares of all attending shareholders, except for cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

a) Classes of shares and the total number of shares of each class;

b) Changes in business lines and sectors;

c) Changes in the Company's organizational and management structure;

d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless this Charter stipulates a different percentage or value;

- e) Reorganization or dissolution of the Company;
- f) Extension of the Company's operating term;
- g) Other matters as prescribed by this Charter.

2. Resolutions shall be passed when approved by a number of shareholders owning more than 50% of the total voting shares of all attending shareholders, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

In the event of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the required number of members to be elected, the election may be conducted by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (affirmative, negative, or abstention). The voting ratio for the voting method shall be implemented in accordance with Clause 2, Article 21 of this Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be lawful and effective even if the sequence and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for collecting written opinions of shareholders to pass Resolutions of the General Meeting of Shareholders.

The authority and procedures for collecting written opinions of shareholders to pass Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors has the right to collect written opinions of shareholders to pass resolutions of the General Meeting of Shareholders on the following matters:
 - a) Amendments and supplements to the contents of the Company's Charter;
 - b) Approval/amendment and supplement of the Internal Regulations on Corporate Governance; the Operating Regulations of the Board of Directors; the Operating Regulations of the Board of Supervisors;
 - c) The Company's development orientation;
 - d) Classes of shares and the total number of shares of each class;
 - e) Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
 - f) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
 - g) Approval of annual financial statements;
 - h) Reorganization or dissolution of the Company;
 - i) Changes in business lines and sectors;

- j) Changes in the Company's organizational and management structure;
 - k) Other matters when deemed necessary for the interests of the Company.
2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and send them to all shareholders with voting rights at least 10 days prior to the deadline for returning the opinion forms. The requirements and methods for sending opinion forms and attached documents shall comply with Clause 3, Article 18 of this Charter.
3. The opinion form must contain the following primary contents:
- a) Name, head office address, and enterprise code;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, and legal document number of the individual (for individual shareholders); name, enterprise code or legal document number of the organization, and head office address (for institutional shareholders) or full name, contact address, nationality, and legal document number of the individual representing the institutional shareholder; the number of shares of each class and the number of voting shares of the shareholder;
 - d) Issues for which opinions are collected to pass a decision;
 - e) Voting options, including affirmative, negative, and abstention for each issue;
 - f) Deadline for returning the completed opinion forms to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return the completed opinion forms to the Company via mail, fax, or email as follows:
- a) In the case of mailing, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion form sent to the Company must be placed in a sealed envelope, and no one is permitted to open it before the vote counting;
 - b) In the case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;
 - c) Opinion forms returned to the Company after the specified deadline or those that have been opened (in the case of mail) or disclosed (in the case of fax or email) shall be invalid. Opinion forms that are not returned shall be considered as not participating in the voting.
5. The Board of Directors shall count the votes and prepare a vote counting minutes under the witness of the Board of Supervisors or a shareholder who does not hold a management position in the Company. The vote counting minutes must contain the following primary contents:
- a) Name, head office address, and enterprise code;

- b) Purpose and issues for which opinions were collected;
- c) Number of shareholders with the total number of voting/election shares participating, distinguishing between valid and invalid votes and the method of returning votes, accompanied by an appendix listing the shareholders participating in the voting/election;
- d) Total number of affirmative, negative, and abstention votes for each issue, and the total number of votes for each candidate (if any);
- e) Issues that have been passed and the corresponding approval ratio;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.

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

6. The vote counting minutes and the resolution must be sent to shareholders within 15 days from the date the vote counting concludes. The sending of the minutes and resolution may be replaced by posting them on the Company's website within 24 hours from the time the vote counting concludes.

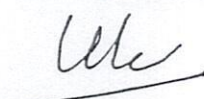
7. Returned opinion forms, vote counting minutes, passed resolutions, and related documents attached to the opinion forms must be archived at the Company's head office.

8. A resolution passed by collecting written opinions shall be effective if approved by a number of shareholders owning more than 50% of the total voting shares of all shareholders with voting rights and shall have the same value as a resolution passed at a General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

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

- a) Name, head office address, and enterprise code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the Chairperson and the Secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the agenda;
- f) Number of shareholders and the total number of voting shares of attending shareholders; an appendix listing the registered shareholders and authorized



representatives attending the meeting with their corresponding number of shares and votes;

- g) Total number of votes for each matter, clearly specifying the voting method, total number of valid, invalid, affirmative, negative, and abstention votes; and the corresponding percentage of the total votes of attending shareholders;
- h) Summary of the number of votes for each candidate (if any);
- i) Issues that have been passed and the corresponding approval ratio;
- j) Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson or the Secretary refuses to sign the minutes, such minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and containing all contents as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or the Secretary to sign.

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

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

4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix listing registered shareholders, powers of attorney, all documents attached to the Minutes (if any), and documents related to the meeting notice must be archived at the Company's head office.

Resolutions, Minutes of the General Meeting of Shareholders, and documents attached thereto must be disclosed in accordance with the law on information disclosure in the securities market.

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

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders, or the minutes of vote counting results by written opinions, shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and cancel the resolution or a part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

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



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

VII. THE BOARD OF DIRECTORS

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

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

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other management positions (including Board membership in other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as prescribed by the Company's Charter;

The Company is responsible for disclosing information about other companies in which the candidate holds a position as a Board member or other management positions, and any interests related to the Company held by the candidate (if any).

2. Shareholders or a group of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and this Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 65% may nominate a maximum of five (05) candidates; and from 65% or more may nominate a maximum of seven (07) candidates.

3. In the event that the number of candidates nominated or applying for the Board of Directors is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors.

The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Board members as prescribed by 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 and this Charter.

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

1. The number of members of the Board of Directors shall be from 03 to 11 persons.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and they 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 for no more than 02 consecutive terms. In the event that all members of the Board of Directors end their term at the same time, such members shall continue to serve until new members are elected to replace them and take over the work.

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

The composition of the Board of Directors must ensure that at least one-third (1/3) of the total members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must comply with the following:

- a) At least 01 independent member if the Board has from 03 to 05 members;
- b) At least 02 independent members if the Board has from 06 to 08 members;
- c) At least 03 independent members if the Board has from 09 to 11 members.

The rights, obligations, and methods of organization and coordination of independent members shall be specifically prescribed in the Operating Regulations of the Board of Directors.

4. A member of the Board of Directors shall lose their status as a member if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. A member of the Board of Directors is not necessarily a shareholder of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority to act in the name of the Company to decide and exercise the Company's rights and obligations, except for those within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and obligations:
 - a) To decide on the strategy, medium-term development plan, and annual business plan of the Company;
 - b) To propose the classes of shares and the total number of authorized shares of each class to be offered;
 - c) To decide on the sale of unsold shares within the limit of authorized shares of each class; to decide on raising additional capital in other forms;
 - d) To decide on the selling price of the Company's shares and bonds;
 - e) To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
 - g) To decide on solutions for market development, marketing, and technology;
 - h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
 - i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts, or terminate contracts with the General Director and other key managers as prescribed by the Company's Charter; to decide on the salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and to decide on the remuneration and other benefits of such persons;
 - j) To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;
 - k) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;

- l) To approve the agenda and documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect written opinions for the General Meeting of Shareholders to pass resolutions;
 - m) To submit audited annual financial statements to the General Meeting of Shareholders;
 - n) To propose the dividend rate to be paid; to decide on the timeline and procedures for dividend payment or the treatment of losses incurred during business operations;
 - o) To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
 - p) To decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders, and the Regulations on Information Disclosure of the Company;
 - q) To request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents on the financial status and business operations of the Company and units within the Company.
 - r) Managers are required to provide timely, full, and accurate information and documents as requested by members of the Board of Directors. The sequence and procedures for requesting and providing information shall be specifically prescribed in the Operating Regulations of the Board of Directors.
 - s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.
3. The Board of Directors must report its performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on a consensus principle. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

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

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

6. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to the violation of the law or the Company's Charter by Board members.

Article 29. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

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

- a) To establish the programs and operating plans of the Board of Directors;
- b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and act as the chairperson of the meetings of the Board of Directors;
- c) To organize the passage of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- e) To preside over the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10

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days from the date of receipt of the resignation letter or the date of dismissal or removal.

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

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and presided over by the member who received the highest number of votes or the highest percentage of votes. If more than one member has the same highest number or percentage of votes, the members shall elect one person among them on a majority principle to convene the meeting.

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

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

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

b) Upon request by the General Director or at least 05 other managers;

c) Upon request by at least 02 members of the Board of Directors;

d) Other cases as prescribed by this Charter.

4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose and issues to be discussed and decided within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting within 07 working days from the date of receipt of the request. If the Chairman fails to convene a

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meeting as requested, he/she shall be liable for any damages caused to the Company; the requester has the right to replace the Chairman to convene the meeting.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of invitation at least three (03) working days prior to the meeting date. The notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots of the members.

The notice of invitation to a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter, provided that it is delivered to the registered contact address of each member of the Board of Directors at the Company.

7. The Chairman or the convenor shall send the meeting notice and attached documents to the Supervisors in the same manner as to the members of the Board of Directors.

Supervisors have the right to attend meetings and participate in discussions but shall not have the right to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members are present. If the quorum is not met, a second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members are present.

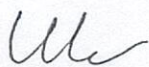
9. A member of the Board of Directors is considered to have attended and voted in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as prescribed in Clause 13 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email;
- e) Sending voting ballots by other means as prescribed by law.

10. In the case of sending voting ballots by mail, they must be in a sealed envelope and delivered to the Chairman at least 01 hour before the opening. Ballots shall only be opened in the presence of all attendees.

11. Voting

- a) Except as provided in point b, Clause 11 of this Article, each member of the Board of Directors or a proxy authorized in accordance with Clause 9 of this Article who



is directly present at a meeting of the Board of Directors in their personal capacity shall have one (01) vote;

- b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member or their related persons have interests that conflict or may conflict with the interests of the Company. Such member shall not be counted toward the minimum number of attendees required to convene a meeting of the Board of Directors for decisions on matters in which they are not entitled to vote;
- c) In accordance with point d, Clause 11 of this Article, where an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily abstain, the decision of the chairperson shall be final, unless the nature or scope of the relevant interests has not been fully disclosed;
- d) A member of the Board of Directors who benefits from a contract as specified in points a and b, Clause 6, Article 43 of this Charter shall be deemed to have a material interest in such contract;
- e) Members of the Supervisory Board have the right to attend meetings of the Board of Directors, to discuss matters, but shall not have voting rights.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been executed or is proposed to be executed with the Company, and who is aware of such interest, must disclose such interest at the first meeting of the Board of Directors discussing the execution of such contract or transaction. Where the member is not aware of their interest and that of their related persons at the time the contract or transaction is entered into, such member must disclose the relevant interests at the first meeting of the Board of Directors held after becoming aware that they have or will have such interest.

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

14. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in the event of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

15. The Board of Directors may obtain written opinions from its members to pass resolutions on matters within its authority as prescribed in Clause 2, Article 27 of this Charter.

A resolution adopted by way of written consultation shall be approved based on the majority of votes of members of the Board of Directors entitled to vote. Such resolution shall have the same validity and effect as a resolution passed at a meeting.



16. Meetings of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:

- a) Hear each of the other participating members of the Board of Directors speaking during the meeting;
- b) Speak to all other participating members simultaneously. Discussions between members may be conducted directly via telephone or other means of communication, or a combination of these methods. A member of the Board of Directors participating in such a meeting is deemed to be "present" at that meeting. The venue of the meeting held under this regulation shall be the location where the largest number of Board members are gathered, or the location where the Chairperson of the meeting is present.

Decisions passed in a telephone meeting that is duly organized and conducted shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

17. The Chairman of the Board of Directors is responsible for sending the minutes of the Board meeting to the members, and such minutes shall be authentic evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must bear the signatures of the Chairperson and the person recording the minutes (the Secretary).

Article 31. Sub-committees of the Board of Directors

1. The Board of Directors may establish sub-committees in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of each sub-committee shall be decided by the Board of Directors, with a minimum of two (02) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should form the majority in a sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The activities of the sub-committees must comply with the regulations of the Board of Directors. A resolution of a sub-committee shall only take effect when it is approved by a majority of the members attending and voting at the sub-committee's meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current legal regulations and the

provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company may appoint at least one (01) person in charge of corporate governance to support corporate governance activities at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must not simultaneously work for the accredited audit firm that is currently auditing the Company's financial statements.
3. The person in charge of corporate governance shall have the following rights and obligations:
 - c) To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related matters between the Company and its shareholders;
 - d) To prepare for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
 - e) To advise on meeting procedures;
 - f) To attend meetings;
 - g) To advise on procedures for establishing resolutions of the Board of Directors in accordance with the law;
 - h) To provide financial information, copies of the Board of Directors' meeting minutes, and other information to members of the Board of Directors and Supervisors;
 - i) To monitor and report to the Board of Directors on the Company's information disclosure activities;
 - j) To act as a contact point with stakeholders;
 - k) To maintain confidentiality of information in accordance with the law and the Company's Charter;
 - l) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief

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Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned positions must be approved via resolutions or decisions of the Board of Directors.

Article 34. Company Executives

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the quantity and standards consistent with the Company's organizational structure and management regulations as prescribed by the Board of Directors. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.
2. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
3. The salaries of executives shall be recorded as business expenses of the Company in accordance with corporate income tax laws, presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, rights, and obligations of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director.
2. The General Director is the person who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the exercise of assigned rights and performance of assigned obligations.
3. The term of office of the General Director shall not exceed five (05) years, and he/she may be re-appointed for an unlimited number of terms. The General Director must meet the criteria and conditions as prescribed by law and this Charter.
4. The General Director shall have the following rights and obligations:
 - a) To decide on matters related to the day-to-day business operations of the Company that do not fall under the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the Company's business plans and investment projects;
 - d) To propose organizational structure plans and internal management regulations for the Company;
 - e) To appoint, dismiss, or remove management positions within the Company, except for those under the authority of the Board of Directors;

- f) To decide on salaries and other benefits for employees of the Company, including managers under the General Director's appointing authority;
- g) To recruit employees;
- h) To propose plans for dividend payment or handling of business losses;
- i) On December 25th of each year, to submit to the Board of Directors for approval a detailed business plan for the next fiscal year based on meeting the requirements of appropriate budgeting as well as the five (05) year financial plan;
- j) Other rights and obligations as prescribed by law, this Charter, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when approved by a majority of the members of the Board of Directors with voting rights attending the meeting and appoint a new General Director as a replacement.

Article 36. Company Secretary

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as the Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that such removal is not contrary to current legal provisions on labor. The Company Secretary shall have the following rights and obligations:

- a) To assist in organizing and convening the General Meeting of Shareholders and meetings of the Board of Directors; to record the meeting minutes;
- b) To support members of the Board of Directors in exercising their assigned rights and performing their assigned obligations;
- c) To support the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in establishing shareholder relations and protecting the legal rights and interests of shareholders; to ensure compliance with obligations regarding information provision, information disclosure, and administrative procedures
- e) Other rights and obligations as prescribed in the Company's Charter and the Company's Internal Regulations.

IX. BOARD OF SUPERVISORS

Article 37. Candidacy and nomination of Supervisors

1. The candidacy and nomination of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the position of Supervisor. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than

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40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 65% may nominate a maximum of five (05) candidates; and from 65% or more may nominate a maximum of seven (07) candidates.

2. In the event that the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect Supervisors in accordance with the law.

Article 38. Composition of the Board of Supervisors

1. The number of Supervisors of the Company is 03 persons. The term of office of a Supervisor shall not exceed 05 years, and they may be re-elected for an unlimited number of terms.

2. Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

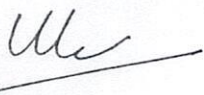
- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of the independent audit firm that has performed audits of the Company's financial statements for the 03 consecutive preceding years.

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

- a) No longer meeting the standards and conditions to be a Supervisor as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter which is subsequently approved;
- c) Other cases as prescribed by law and this Charter.

4. A Supervisor shall be removed in the following cases:

- a) Failing to fulfill assigned tasks and duties;
- b) Failing to exercise their rights and perform their obligations for 06 consecutive months, except in cases of force majeure;
- c) Committing multiple or serious violations of the obligations of a Supervisor as prescribed by the Law on Enterprises and this Charter;
- d) Other cases according to a resolution of the General Meeting of Shareholders.



Article 39. Head of the Board of Supervisors

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

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

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign the reports of the Board of Supervisors, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 40. Rights and obligations of the Board of Supervisors

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

1. To propose and recommend that the General Meeting of Shareholders approve the list of accredited audit firms to perform the audit of the Company's Financial Statements; to decide on the accredited audit firm to inspect the Company's operations, and to dismiss accredited auditors when deemed necessary.
2. To be accountable to the shareholders for its supervisory activities.
3. To supervise the Company's financial situation and the compliance with the law in the performance of duties by members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director, and the shareholders.
5. In the event of discovering a violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.
6. To formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31st, 2020, of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities.

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

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

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

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, and the quorum for a meeting shall be at least two-thirds (2/3) of the total number of Supervisors. Minutes of the Board of Supervisors' meetings must be prepared in a detailed and clear manner. The person recording the minutes and the Supervisors attending the meeting must sign the minutes. All minutes of the Board of Supervisors' meetings must be archived to determine the responsibility of each Supervisor.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the accredited audit firm to attend and clarify issues that need to be addressed.

Article 42. Salaries, remuneration, bonuses, and other benefits of Supervisors

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

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

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

3. Salaries and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with corporate income tax laws and

other relevant legal provisions, and must be presented as a separate item in the annual financial statements of the Company.

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

Members of the Board of Directors, Supervisors, the General Director, and other executives are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, in an honest and prudent manner for the best interests of the Company.

Article 43. Responsibility for Honesty and Prevention of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director, and other managers must disclose their related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions to serve the interests of the Company.
3. Members of the Board of Directors, Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies in which the Company controls 50% or more of the charter capital, and themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons as prescribed by the Law on Enterprises and this Charter.
5. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons must not use or disclose internal information (insider information) to others for the purpose of carrying out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other executives, and individuals or organizations related to these subjects shall not be void in the following cases:
 - a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, the General Director, and other executives, have been reported



to and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value of 35% or more, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statements, the material contents of the transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, the General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

c) Contracts or transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or a related person of that shareholder, which have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

Article 44. Responsibility for Damages and Indemnification

1. Members of the Board of Directors, Supervisors, the General Director, and other executives who violate their obligations, responsibilities for honesty and prudence, or fail to fulfill their duties shall be held liable for damages caused by such violations.

2. The Company shall indemnify those who were, are, or may become a party involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits where the Company is the plaintiff) if such person is or was a member of the Board of Directors, a Supervisor, the General Director, another executive, an employee, or an authorized representative of the Company who performed their duties under the Company's authorization, acted honestly and prudently for the best interests of the Company in compliance with the law, and there is no evidence confirming that such person violated their responsibilities.

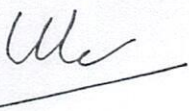
3. Indemnification costs include judgment costs, fines, expenses actually incurred (including attorney fees), or those deemed reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for these individuals to cover the aforementioned indemnification liabilities.

XI. RIGHT TO INSPECT BOOKS AND RECORDS

Article 45. Right to inspect books and records

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

a) Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request correction of their own inaccurate information; to review, inspect, extract, or



photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

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

2. In the event that an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, the request must be accompanied by a power of attorney from the shareholder or group of shareholders that the person represents, or a notarized copy of such power of attorney.

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

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

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

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

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

2. The General Director must prepare plans for the Board of Directors to approve matters related to the Company's relationship with trade unions in accordance with the best management standards, practices, and policies, as well as the practices and policies prescribed in this Charter, the Company's internal regulations, and current legal provisions.

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XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders shall decide on the dividend payout ratio and the form of annual dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or any payments related to a class of shares. The Board of Directors may decide to pay interim dividends if such payment is deemed consistent with the Company's profitability.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of dividends, in whole or in part, in the form of shares (stock dividends), and the Board of Directors shall be the body to execute this decision.
4. In the event that dividends or other payments related to a class of shares are paid in cash, the Company must make such payments in Vietnamese Dong (VND). Payments may be made directly or through banks based on the bank account details provided by the shareholders. In the event that the Company has transferred the funds in accordance with the bank details provided by a shareholder but that shareholder does not receive the money, the Company shall not be held liable for the funds transferred to said shareholder. Dividend payments for shares listed on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to finalize the list of shareholders (record date). Based on that date, persons registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, and to receive notices or other documents.
6. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 48. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval from the competent authorities, the Company may, where necessary, open bank accounts abroad in accordance with the provisions of the law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened such accounts.

Article 49. Fiscal year

The Company's fiscal year shall begin on January 1st and end on December 31st of each year. The first fiscal year shall begin from the date of issuance of the Enterprise Registration Certificate and end on December 31st immediately following the date of issuance of said Enterprise Registration Certificate.

Article 50. Accounting system

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system issued or approved by the competent authorities.
2. The Company shall maintain accounting books in Vietnamese and archive accounting records in accordance with the law on accounting and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as the currency unit in accounting. In the event that the Company's economic transactions arise primarily in a foreign currency, it may choose that foreign currency as the accounting currency unit, being held liable for such choice before the law and notifying the direct managing tax authority.

XV. ANNUAL FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 51. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and such annual financial statements must be audited in accordance with the provisions of the law. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authorities.
2. Annual financial statements must include all reports, appendices, and notes as prescribed by the law on corporate accounting. The annual financial statements must reflect truthfully and objectively the operational situation of the Company.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authorities.

Article 52. Annual reports

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

XVI. AUDITING

Article 53. Auditing

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of these entities to perform the audit of the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditors performing the audit of the Company's financial statements are entitled to attend the General Meetings of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and express their opinions at the meeting regarding matters related to the audit of the Company's financial statements.

XVII. CORPORATE SEALS

Article 54. Corporate seals

1. Seals include those produced at seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the types, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seals in accordance with current legal provisions.

XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Upon the expiration of the operation period stated in the Company's Charter without a decision for extension;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholder;
 - c) Upon revocation of the Enterprise Registration Certificate, unless otherwise prescribed by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authorities (if mandatory) as required by regulations.

Article 56. Extension of operation period

1. The Board of Directors shall convene a General Meeting of Shareholders at least 07 months prior to the expiration of the operation period so that shareholders may vote on the extension of the Company's operation period based on the proposal of the Board of Directors.
2. The operation period shall be extended when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders at the General Meeting of Shareholders.

Article 57. Liquidation

1. At least 06 months prior to the expiration of the Company's operation period or upon a decision for dissolution of the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, in which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to the liquidation shall be prioritized for payment by the Company before any other debts of the Company.
2. The Liquidation Committee is responsible for reporting the date of establishment and the commencement date of operations to the Business Registration Authority. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation before Courts and administrative agencies.
3. Proceeds from the liquidation shall be paid in the following order of priority:
 - a) Liquidation costs;
 - b) Debts related to salaries, severance pay, social insurance, and other benefits of employees under the collective labor agreement and signed labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remaining balance after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be prioritized for payment first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

1. In the event of disputes or complaints arising in connection with the Company's operations, or the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions, or agreements between:

a) Shareholders and the Company;

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

The related parties shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In the event that a conciliation decision is not reached within 06 weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or a Court.

3. Each party shall bear its own costs related to negotiation and conciliation procedures. The payment of Court costs shall be implemented in accordance with the Court's judgment.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 59. Company Charter

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

2. In the event that legal regulations related to the Company's operations are not yet mentioned in this Charter, or if new legal regulations differ from the provisions within this Charter, such legal regulations shall prevail and be applied to regulate the Company's operations


XXI. EFFECTIVE DATE

Article 60. Effective date

1. This Charter consists of 21 sections and 60 articles, which were unanimously approved by the General Meeting of Shareholders of Thong Nhat Joint Stock Company on March 26th, 2021, at the office of Thong Nhat Joint Stock Company; updated and amended for the 1st time as approved under Resolution No. 01/NQ-ĐHĐCĐ dated March 16th, 2023; and updated and amended for the 2nd time as approved under Resolution No. 01/NQ-ĐHĐCĐ dated March 20th, 2026.

2. This Charter is prepared in 10 copies of equal validity and must be kept at the Company's head office.

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



4. Copies or extracts of the Company's Charter shall be valid only when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

**FOR THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS.**



A red circular stamp with the text "CÔNG TY CỔ PHẦN THỐNG NHẤT" in the center. The outer ring contains "M.S.D.N: 3600667859 - C.T.C.P" at the top and "X. TRẢNG BOM - T. BÌNH DƯƠNG" at the bottom. A handwritten signature is written over the stamp.

Tran Trung Tuan