



BAC MINH DEVELOPMENT INVESTMENT JOINT STOCK COMPANY
BAC MINH DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

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CHARTER
ORGANIZATION AND OPERATION
BAC MINH DEVELOPMENT INVESTMENT JOINT STOCK COMPANY
(Issued at the 2026 Annual General Meeting of Shareholders)

Hanoi, April 2026



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T N T W

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

**CHARTER OF ORGANIZATION AND OPERATION
BAC MINH DEVELOPMENT INVESTMENT JOINT STOCK COMPANY**

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and other provisions of current law;

This Charter of Organization and Operation (hereinafter referred to as the "Charter") of Bac Minh Development Investment Joint Stock Company (hereinafter referred to as "the Company") is the legal basis for all activities of Bac Minh Development Investment Joint Stock Company. The Company's regulations, the Resolutions of the General Meeting of Shareholders and the Board of Directors, if being duly approved in accordance with provisions of this Charter and legal provisions, shall be effective for the Company's business activities.

This Charter is approved pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders - Bac Minh Development Investment Joint Stock Company on April 24, 2026.

CHAPTER I

DEFINITION OF TERMS IN THE CHARTER

Article 1. Definitions

In this Charter, the terms below are understood as follows:

a) *Current charter capital* of the Company is stipulated in Article 6 of this Charter and is the total par value of shares sold or registered to buy when the Company increases its charter capital or the total par value of remaining shares sold when the Company reduces its charter capital;

b) *Voting capital* means shares which the owner has the right to vote on matters belonging to the decision-making authority of the General Meeting of Shareholders;

c) *Enterprise Law* means Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *Securities Law* means Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d) *Vietnam* means the Socialist Republic of Vietnam;

e) *Establishment date* means the date on which the Company is firstly granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent documents);

g) *Enterprise Executive* means Director, Deputy Director, Chief Accountant/Person in charge of Accounting and other Executives (the head is responsible for a field of activity of the Company) as prescribed in the Company Charter;

h) *Enterprise manager* means the person managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director and individuals holding other managerial positions as prescribed in the Company Charter;

i) *Person with family relationship* means an individual specified in Clause 22, Article 4 of the Enterprise Law.

k) *Related person* means an individual or organization specified in Clause 23, Article 4 of the Enterprise Law;

l) *Shareholder* means an individual or organization owning at least one share of the Company;

m) *Founding shareholder* means a shareholder owning at least one common share and signing the list of founding shareholders of the Company;

n) *Major shareholder* means a shareholder specified in Clause 18, Article 4 of the Securities Law;

o) *Operational term* means the operational term of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the Company General Meeting of Shareholders;

p) *Stock Exchange* means Vietnam Stock Exchange and its subsidiaries.

q) *Dependent units* mean branches and representative offices of the Company

2. In this Charter, references to one or more other regulations or texts include amendments, supplements or alternative texts.

3. Headings (Sections, Articles of this Charter) are used for convenience of understanding the contents without affecting the contents of this Charter.

Words or terms defined in the Enterprise Law (if not being inconsistent with the subject or context) shall have the same meaning in this Charter.

CHAPTER II

NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATIONAL PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

**Article 2. Name, form, head office, branches, representative offices,
operational period and legal representative of the company**

2.1. Company name:

Company name in Vietnamese: CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN
BẮC MINH

Company name in English: BAC MINH DEVELOPMENT INVESTMENT
JOINT STOCK COMPANY

Company name in abbreviation: SBM.JSC

2.2. The Company is a joint stock company under the Enterprise Law with independent legal status, operating under the Enterprise Law and other relevant current regulations of the law of the Socialist Republic of Vietnam.

2.3. Registered head office of the Company

- Head office address: No. 03, An Duong, Hong Ha District, Hanoi City
- Tel: (024) 37 764 615 - Email: bacminh.sbm@gmail.com
- Website: sbm.com.vn

2.4. The Company may establish Branches, Representative Offices, business locations or subsidiaries in domestic and international business locations to carry out the Company's objectives in accordance with the Resolution of the General Meeting of Shareholders, the Board of Directors within the scope permitted by Law.

2.6. Unless terminated in accordance with Article 64 of this Charter, the Company's operational period is indefinite from the establishment date.

Article 3. Legal representatives of the Company

3.1 The Director is the Company Legal Representative

3.2 Rights Rank and obligations of the Company Legal Representative:
Pursuant to the Enterprise Law and current laws on Legal Representatives of Joint Stock Companies.

At the time of approving this Charter, the Company has only 01 legal representative, who is the Director of the Company, the Company may have more than 01 legal representative if the General Meeting of Shareholders decides to approve the fact the Company has more than 01 legal representative.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Operational objectives of and business lines of the Company

4.1. Operational objectives of the Company:

- Focus on capital and resources to invest in the construction of medium and small hydropower plants in the forms of BOO, BOT for seeking profits

- Conduct business in the right lines, ensure compliance with the law for making profits, preserving and developing investment capital in the Company; maximize profits, develop production and business activities, bring up optimal benefits to shareholders, fully perform the obligation to pay taxes to the State according to regulations, at the same time create jobs and continuously improve income for employees.

- Maximize the operational efficiency of the Company; diversify production and business lines; create jobs and income for employees

- Enhance the competitiveness of the Company to build and develop a Company with strong and stable economic potential.

4.2. Main business lines of the Company:

- Invest in construction of hydropower projects; Electricity production and trading,

- Consult on management and supervision for construction of hydropower projects with a capacity up to 30 MW,

- Consult on survey, investment project preparation, design and construction of power lines and substations up to 110 kV.

When necessary, the General Meeting of Shareholders shall decide to expand or convert the scope of business activities in accordance with the provisions of law.

Article 5. Scope of business activities

5.1. The Company is allowed to plan and conduct all business activities in accordance with the registered business lines specified in this Charter, decide on changes to the registered business lines, notify changes in the business registration contents to the business registration authority in accordance with the provisions of law and take appropriate measures to achieve the Company's objectives.

5.2. The Company has the right to conduct business activities in other business lines that are not prohibited by law and that the Board of Directors deems beneficial to the Company. In case the Company's business line is a conditional business line, the

Company is only allowed to conduct business activities when meeting all the conditions prescribed by law.

CHAPTER IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, other types of securities

6.1 The adjustment of the Company's charter capital shall be approved by the General Meeting of Shareholders at each time, are recorded in the Business Registration Certificate, and are announced in accordance with the provisions of law. The changed charter capital approved by the General Meeting of Shareholders, after actual contribution, will be automatically updated in this Charter without approving amendments to the Charter.

The Company's current charter capital is detailed in **Appendix 01** attached to this Charter. Provisions on charter capital stated in **Appendix 01** are automatically adjusted when new shares are allowed to be issued according to the Resolution of the General Meeting of Shareholders.

6.2. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and any change in charter capital (increase or decrease) must be suitable with the provisions of law.

6.3. All shares issued by the Company on the approval date of this Charter are common shares. Rights and obligations of Shareholders holding shares are stipulated in Articles 16 and 17 of this Charter.

6.4. The Company may issue preferential shares in accordance with the Enterprise Law upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

6.5. Names, addresses, number of shares and other information about founding shareholders in accordance with the Enterprise Law and the Securities Law are stated in **Appendix 01** attached. This Appendix is an integral part of this Charter.

6.6 Common shares must be preferentially offered to existing shareholders corresponding to the common share ownership rate of each shareholder in the Company, unless otherwise decided by the General Meeting of Shareholders or provided by the Enterprise Law.

6.7. In case the Company issues additional common shares and offers them to all existing shareholders corresponding to the share ownership rate of each shareholder, the Company must notify the offering of shares in accordance with the Enterprise Law and the Securities Law so that shareholders can register to buy shares.

The number of shares that shareholders do not register to buy will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to subjects under conditions and manner that the Board of Directors deems appropriate, without selling such shares under more favorable conditions than those offered to existing shareholders, unless the sale of shares under more favorable conditions is approved by the General Meeting of Shareholders or otherwise provided by the Securities Law, or in the event that the shares that the Board of Directors is authorized to sell are sold through the Stock Exchange by auction.

6.8. The Company may repurchase shares from shareholders as requested by the shareholders or by decision of the Company. The repurchase of shares shall be carried out in accordance with Articles 131, 132 and 133 of the Enterprise Law. The shares repurchased by the Company must ensure the conditions prescribed in Article 134 of the Enterprise Law. The shares repurchased by the Company shall be considered unsold shares and may be offered by the Board of Directors in a form permitted by the General Meeting of Shareholders and in accordance with the Securities Law and the Securities Market.

6.9. The Company is entitled to issue other types of securities upon approval from the General Meeting of Shareholders and in accordance with the Securities Law and the Enterprise Law.

Article 7. Share certificates

7.1. Shareholders of the Company are granted Share Certificates, Share Ownership Certificates, book entry or electronic data confirming ownership corresponding to the shares and type of shares owned by the Shareholders.

7.2. The Company Share is a type of security issued by the Company, a book entry or electronic data confirming the ownership of one or more shares of the Company to the shareholder owning the shares. The Company Share includes the following main contents:

- a) Name, enterprise code, head office address of the company;
- b) Number of shares and type of shares;
- c) Par value of each share and total par value of shares recorded on the share;
- d) Full name, contact address, nationality, legal document number for individual shareholders; name, enterprise code or legal document number of organization, head office address for organizational shareholders;
- d) Signature of the Company legal representative;
- e) Registration number stated in the Company's shareholder register of the and issuance date of shares;

7.3. In case of errors stated in the content and form of shares issued by the Company, the rights and interests of the share owner shall not be affected. Shareholders have the right to request the Company to correct these errors without paying any fees. The Company legal representative shall be responsible for the damage caused by such errors.

7.4. In case the share certificate or the Certificate of Share Ownership is lost, damaged or destroyed in any other form, the shareholder shall be reissued share by the Company upon the shareholder's request. The shareholder's request must include the following contents:

- a) Information about the share that has been lost, damaged or destroyed in any other form;
- b) Commitment to take responsibility for any disputes arising from the reissuance of new share.

Article 8. Other Securities Certificates

The Company is entitled to issue other types of securities in the form of Securities Certificates in accordance with the Enterprise Law and/or the Securities Law.

Article 9. Shareholder's Register

9.1. The Company must establish and maintain the shareholder's register from the issuance date of the Business Registration Certificate, the Company's shareholder register may be made in writing, in electronic data files recording information on shareholders' share ownership, or in both.

9.2. The Company's shareholder register shall contain the following main contents:

- a) Name and head office address of the company;
- b) Total shares to be offered, type of shares to be offered, and each type of shares to be offered;
- c) Total each type of shares sold and value of contributed capital;
- d) Full name, permanent address, nationality, Citizen Identity Card number, Identity Card, Passport or other legal personal identification document for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders;
- đ) Number of shares of each shareholder, date of share registration.

9.3. The shareholder register is kept at the company's head office or Vietnam Securities Depository and Clearing Corporation (VSDC), shareholders have the right

to inspect, look up , extract or copy the shareholder register during working hours of Vietnam Securities Depository and Clearing Corporation (VSDC)

9.4. In case shareholders change their permanent address, they must promptly notify the Company to update the shareholder register. The Company is not responsible for not contacting the shareholder due to not being notified of the address change from the shareholders.

9.5. The Company is responsible for promptly updating changes of shareholders in the shareholder register as requested by the shareholders for changes in shareholders and shares in the shareholder register.

Article 10. Transfer of shares

10.1. All shares are freely transferable unless otherwise provided by this Charter or by the law, listed and registered shares on the stock exchange are transferred in accordance with the securities law and the stock market.

10.2. Unpaid shares cannot be transferred and do not enjoy the same rights as paid shares such as the right to receive dividends, the right to purchase shares issued to increase share capital from the equity, the right to purchase newly offered shares and other rights as prescribed by law.

10.3. In case an individual shareholder dies, his/her inheritor based on will or law shall be a shareholder of the company.

10.4. In case of no inheritor for the shares of the dead individual shareholder, the inheritor refuses to receive the inheritance or is deprived of the inheritance right, such shares shall be resolved in accordance with the civil law.

10.5. Shareholders have the right to donate part or all of their shares in the company to another person; use the shares to pay debts. In this case, the donee or the payee in the form of shares shall be a shareholder of the company.

10.6. In case a shareholder transfers part of his/her shares, the shares recording all that shareholder's shares shall be cancelled and the company shall issue new shares recording the transferred shares and the remaining shares.

10.7. The recipients of shares as specified in this Article shall only become shareholders of the company from the time their information specified in Clause 9.2, Article 9 of this Charter is fully recorded in the shareholder register.

Article 11. Repurchase of shares at the request of the shareholders

11.1. Shareholders who vote against the resolution on the company reorganization or change in the rights and obligations of shareholders specified in the Company's Charter have the right to request the company to repurchase their shares.

The request must be made in writing, stating clearly the name and address of the shareholder, the number of each share, the intended selling price, and the reason for requesting the company to buy shares. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders approves a resolution not being approved by Shareholders.

11.2. The Company must repurchase shares at the request of shareholders as prescribed in Clause 11.1 of this Article at market price, or at price decided by the Board of Directors, within 90 days from the receipt date of the request. In case the parties cannot agree on the price, they may request a professional valuation organization to set a price. The Company shall introduce at least 03 professional valuation organizations for the shareholders to choose and that choice shall be the final decision.

Article 12. Repurchase of shares at the request of the company

The Company shall have the right to repurchase not more than 30% of the total ordinary shares sold, part or all of the dividend preferred shares sold according to the following provisions:

12.1. The Board of Directors shall have the right to decide to repurchase not more than 10% of the total shares of each type to be offered within 12 months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;

12.2. The Board of Directors decides the repurchase price of shares. For ordinary shares, the repurchase price must not be higher than the market price at the repurchase time, except for the case specified in Clause 12.3 of this Article. For other shares, the repurchase price must not be lower than the market price;

12.3. The Company may repurchase shares of each shareholder corresponding to their share ownership rate in the Company according to the following order and procedures:

- In this case, the Company's decision to repurchase shares must be notified to all the shareholders by a guaranteed method within 30 days from the date such decision is approved. The notice must include the name and address of the company's head office, the total shares and type of shares to be repurchased, the repurchase price or the principle of valuating the repurchase price, the payment procedures and term, the procedures and term for shareholders to offer their shares to the Company.

- Shareholders who agree to resell shares must send their share offering to the company by a guaranteed method within 30 days from the date of notice. The offering must include full name, permanent address, Citizen Identity Card number, Identity Card, Passport or other legal personal identification documents for the individual

shareholders; name, enterprise code or establishment decision number, head office address for the organizational shareholders; the number of shares owned and the number of shares offered; payment method; signatures of the shareholders or their legal representatives. The company will only repurchase shares offered within the above term.

Article 13. Conditions for payment and treatment of repurchased shares

13.1. The Company shall only be entitled to pay repurchased shares to the shareholders as prescribed in Articles 11 and 12 if, upon the payment of all the repurchased shares, the Company still ensures full payment of all the debts and other financial obligations.

13.2. Shares repurchased in accordance with Article 11 and Article 12 of this Charter shall be considered as unsold shares in accordance with Clause 4, Article 112 of the Enterprise Law. The Company must carry out procedures to reduce its charter capital corresponding to the total par value of the shares repurchased by the Company within 10 days from the completion date of payment for the repurchased shares, unless otherwise provided by the securities law.

13.3. Shares confirming ownership of the repurchased shares must be destroyed as soon as the corresponding shares have been fully paid. The Chairman of the Board of Directors and the General Director shall be jointly liable for damages caused to the company by failure to destroy or delay in destroying the shares.

13.4. After paying for all the repurchased shares, if the total value of assets recorded in the company's accounting books decreases by more than 10%, the company must notify all the creditors within (15) days from the date of fully paying for the repurchased shares.

Article 14. Recovery of shares

14.1. In case shareholders fail to pay in full and on time the amount paid for the shares, the Board of Directors shall notify and have the right to request those shareholders to pay the remaining amount and take responsibility for the total par value of shares to be purchased for the Company's financial obligations arising from the failure to pay in full.

14.2. The above payment notice must clearly state the new payment period (at least seven (07) days from the date of sending the notice), the payment method and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be recovered.

14.3. The Board of Directors has the right to recover the shares that have not been paid in full and on time in case the requirements in the above notice are not implemented.

14.4. The recovered shares are considered to be offered for sale as prescribed in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize to sell, redistribute or settle the shares for the person owning the recovered shares or for other subjects under conditions and the manner that the Board of Directors deems appropriate.

14.5. Shareholders holding recovered shares must waive their shareholder rights to those shares (but must pay all related amounts with interest rate decided by the Company at that time) at the time of recovery according to the decision of the Board of Directors from the date of recovery until the date of payment. The Board of Directors has full authority to decide on payment of all the shares at the time of recovery.

14.6. The notice of recovery shall be sent to the holder of recovered shares before the time of recovery. The recovery remains effective regardless of error or negligence in sending the notice.

CHAPTER V

ORGANIZATIONAL, MANAGEMENT AND CONTROL STRUCTURE

Article 15. Organizational and management structure

The organizational and management structure of the Company includes:

- 15.1. The General Meeting of Shareholders.
- 15.2. Board of Directors, Board of Supervisors
- 15.3. Director.

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 16. Powers of shareholders

16.1. Ordinary shareholders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and have the right to vote directly or through an authorized representative or in other forms as prescribed by law. Each ordinary share has one vote;
- b) Receive dividends as decided by the General Meeting of Shareholders;

c) Have priority of purchasing newly offered shares corresponding to ordinary shares of each shareholder in the Company;

d) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other provisions of the Law;

đ) Review, look up and extract information in the List of Shareholders with voting rights and to request correction of inaccurate information;

e) Review, look up, extract or photocopy the Company Charter, minutes and resolutions of the General Meeting of Shareholders according to procedures prescribed by the Company's Board of Directors;

g) When the company is dissolved or bankrupt, to receive part of the remaining assets corresponding to the percentage of shares owned in the company;

h) Have the right to request the Company to repurchase shares in the cases specified in Article 132 of the Enterprise Law;

i) Be treated equally. Each share of the same type provides the shareholders of equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k) Have the right to access periodic information and extraordinary information published by the Company in accordance with the provisions of law;

l) Have the right to protect their legitimate rights and interests; request to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;

m) Other rights as prescribed by law and by this Charter.

16.2. Shareholders or groups of shareholders owning 5% or more of ordinary shares have the following rights:

a) Review, look up, and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents of the Board of Directors in accordance with procedures provided by the Board of Directors of the Company, except for documents related to trade secrets and business secrets of the Company;

b) Request to convene a meeting of the General Meeting of Shareholders in the cases specified in Clause 3, Article 115 and Article 140 of the Enterprise Law 2020;

c) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the company if necessary. The request must be made in writing; must include full name, permanent address, nationality, Citizen Identity Card number, Identity Card, Passport or other legal personal identification documents for individual shareholders; name, permanent address, nationality, establishment decision number or business registration number for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership rate in the total shares of the company; issues to be inspected, purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of shares of the shareholder, and the issues to be included in the meeting agenda;

d) Other rights as prescribed by current Law and by this Charter.

16.3. Shareholders or group of shareholders specified in Clause 2 of this Article have the right to request the convening of a General Meeting of Shareholders in the following cases:

a) The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond the assigned authority;

b) Other cases (if any) as prescribed by the Company's Charter.

The request to convene the General Meeting of Shareholders must be made in writing and must include full name, permanent address, Citizen Identity Card number, Identity Card, Passport or other legal personal identification documents for individual shareholders; name, enterprise code or establishment decision number, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership rate in the total shares of the company, bases and reasons for requesting to convene the General Meeting of Shareholders. The request to convene a meeting must be accompanied by documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond its authority.

16.4. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares or having the right to nominate candidates for the Board of Directors and the Board of Supervisors, the nomination is carried out as follows:

a) Ordinary shareholders agree in writing and form a group to nominate candidates for the Board of Directors and the Board of Supervisors, must notify the

shareholders attending the meeting before opening the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholders or group of shareholders stated in this Clause shall have the right to nominate one or several candidates as decided by the General Meeting of Shareholders to be candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholders or group of shareholders is lower than the number of candidates nominated by them as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

16.5. Other rights as prescribed by the Enterprise Law.

Article 17. Obligations of shareholders

17.1. Pay in full and on time the number of shares committed to be purchased.

17.2. Not withdraw the capital contributed in ordinary shares from the company in any form, except the company or another person purchases the shares. In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, that shareholder and the person with related interests in the company shall be jointly responsible for the debts and other property obligations of the company within the shares withdrawn and the damages occurred.

17.3. Comply with the Charter and Internal Management Regulations of the company.

17.4. Comply with decisions of the General Meeting of Shareholders and the Board of Directors.

17.5. Keep secret the information provided by the Company in accordance with the Company's Charter and the Law; only use the information provided to exercise and protect its legitimate rights and interests; strictly prohibit to disseminate, copy or send information provided by the Company to other organizations and individuals.

17.6. Attend the General Meeting of Shareholders and perform voting rights through the following forms:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote at the meeting;
- c) Attending and voting via online conference, electronic voting or other electronic forms;
- d) Sending votes to the meeting via mail, fax, or email;

d) Sending votes by other means as prescribed in this Charter or in accordance with the Resolution of the Company's General Meeting of Shareholders.

17.7. Being personally responsible for performing one of the following acts on behalf of the Company:

- a) Violating the law;
- b) Conducting business and other transactions for personal interests or for interests of other organizations or individuals;
- c) Paying undue debts for possible financial risks to the Company.

17.8. Fulfilling other obligations as prescribed by current laws.

Article 18. General Meeting of Shareholders

18.1. The General Meeting of Shareholders, including all the shareholders with voting rights, is the highest decision-making body of the Company.

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

- a) Approving the development orientation of the company;
- b) Deciding the type of shares and the total shares of each type allowed to be offered; deciding the annual dividend for each type of shares;
- c) Electing, dismissing, removing members of the Board of Directors, the Board of Supervisors;
- d) Deciding to invest in or selling assets with a value equal to or greater than 35% of the total value of assets recorded in the company's most recent financial statements;
- d) Deciding to amend and supplement the Company's Charter;
- e) Approving the annual financial statements;
- g) Deciding to repurchase more than 10% of the total shares sold of each type;
- h) Reviewing and treating violations made by members of the Board of Directors and the Board of Supervisors that cause damage to the company and its shareholders;
- i) Deciding to reorganize and dissolve the company;
- k) Deciding the budget or total remuneration, bonus and other benefits for the Board of Directors and the Board of Supervisors;
- l) Approving internal governance regulations; Operational regulations of the Board of Directors and the Board of Supervisors;

m) Approving the list of approved auditing companies; deciding the approved auditing companies to conduct inspections of the Company's operations, and dismissing the approved auditors if necessary;

n) Other rights and obligations as prescribed by law.

Article 19. Authority to convene the general meeting of shareholders

19.1. The General Meeting of Shareholders shall meet once a year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders must be within the territory of Vietnam. In case the General Meeting of Shareholders is held simultaneously at many different locations, the location of the General Meeting of Shareholders shall be determined as the place where the chairman attends the meeting.

19.2. The Annual General Meeting of Shareholders must be held within 04 months from the expiry date of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary, but not more than 06 months from the expiry date of the fiscal year.

The annual general meeting of shareholders discusses and approves the following issues:

- a) The company's annual business plan;
- b) Annual audited financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the Company's business results, operational results of the Board of Directors and the Company's Director;
- d) Self-assessment report on the operational results of the Board of Supervisors and members of the Board of Supervisors;
- e) Dividend for each share;
- g) Number of members of the Board of Directors and the Board of Supervisors;
- h) Election, dismissal, removal of members of the Board of Directors and the Board of Supervisors;
- i) Decision on the budget or total remuneration, bonus and other benefits for the Board of Directors and Board of Supervisors;
- k) Approval for the list of approved auditing companies; decision on the approved auditing companies to conduct inspections of the company's activities if necessary;

l) Supplement and amendment to the Company Charter;

m) Types of shares and number of newly issued shares for each type of shares and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;

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

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

c) Decision to invest or sell assets with value from or more than 35% of the total assets recorded in the company's most recent financial;

q) Decision to repurchase more than 10% of the total shares sold of each type;

r) The Company signs contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law in case the value of contract or transaction is equal to or greater than 35% of the total value of the Company's assets recorded in the most recent Financial Statements;

s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some articles of the Securities Law;

t) Approval of internal regulations on corporate governance, regulations on the operation of the Board of Directors, of the Board of Supervisors;

m) Other issues as prescribed by law and by this Charter.

19.3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

a) The Board of Directors considers as necessary for the benefit of the company;

b) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members as prescribed by law;

c) At the request of shareholders or group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or the request must be made in many copies including sufficient signatures of relevant shareholders;

d) At the request of the Board of Supervisors;

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

19.4. The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors as prescribed in Point b, Clause 19.3 receive the request prescribed in Point c, d, Clause 19.3 of this Article.

In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed by law, the Chairman of the Board of Directors and members of the Board of Directors shall be responsible before the law and compensate for any damage arising to the company.

19.5. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 19.4 of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Enterprise Law.

In case the Board of Supervisors fails to convene the General Meeting of Shareholders as regulations, the Board of Supervisors shall be responsible before the law and compensate for any damage arising to the company.

19.6. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Clause 19.5 of this Article, the shareholders or group of shareholders as prescribed in Clause 16.2, Article 16 of this Charter have the right to represent the Company to convene the General Meeting of Shareholders as prescribed by the Enterprise Law.

19.7. The convener shall perform the following tasks to organize the General Meeting of Shareholders:

- a) Prepare a list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints related to the list of shareholders;
- c) Prepare the agenda and content of the meeting;
- d) Prepare documents for the meeting;
- đ) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting; the list and detailed information of candidates in case of electing members of the Board of Directors and Supervisors;
- e) Determine the time and location of the meeting;
- g) Send notice of meeting invitation to each shareholder entitled to attend the meeting as prescribed by the Enterprise Law;
- h) Other tasks applied to the meeting.

19.8. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clauses 19.4, 19.5 and 19.6 of this Article shall be reimbursed by the company.

Article 20. List of shareholders entitled to attend the general meeting of shareholders

20.1. List of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared not earlier than 10 days before the date of sending the meeting invitation to the General Meeting of Shareholders.

20.2. List of shareholders entitled to attend the General Meeting of Shareholders must include full name, permanent address, nationality, Citizen Identity Card number, Identity Card, Passport or other legal personal identification documents for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.

20.3. Shareholders shall have the right to check, look up, extract, and copy the list of shareholders entitled to attend the General Meeting of Shareholders; request to correct incorrect information or supplement necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The company manager must promptly provide information on the shareholder register, correct and supplement incorrect information as requested by the shareholders; and at the same time, be responsible for compensating for damages arising from failure to untimely and inaccurately providing information on the shareholder register as requested. The order and procedures for requesting information in the shareholder register are provided by the Company's Board of Directors on the basis of implementation in accordance with the provisions of law.

Article 21. Program and content of the General Meeting of Shareholders

21.1. The convener of the General Meeting of Shareholders must prepare the program and content of the meeting.

21.2. Shareholders or groups of shareholders specified in Clause 16.2, Article 16 of this Charter have the right to propose issues to be included in the program of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholders, the number of shares of the shareholders or equivalent information, and the issues to be included in the program.

21.3. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 21.2 of this Article if it is subject to one of the following cases:

- a) The proposal is not sent on time, not sufficient or not correct;
- b) The proposed issues are not subject to the decision-making authority of the General Meeting of Shareholders;
- c) Other cases according to the provisions of law.

21.4. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 21.2 of this Article in the proposed program and content of the meeting, except for the case specified in Clause 21.3 of this Article; the proposal shall be officially added to the program and content of the meeting if being approved by the General Meeting of Shareholders.

Article 22. Invitation to the general meeting of shareholders

22.1 The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring to reach the shareholders' contact addresses stated in the Company's Shareholders' Register or the list of shareholders deposited at the Securities Company, and shall be published on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for transactions. The convener of the General Meeting of Shareholders must send a notice of meeting invitation to all shareholders in the List of Shareholders entitled to attend the meeting at least 21 days before the opening date.

22.2 The agenda of the General Meeting of Shareholders and documents related to the issues to be voted at the meeting shall be sent to shareholders and/or posted on the Company's website www.sbm.com.vn or another address in case the company changes its website address. In case the documents are not attached with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the link to all meeting documents so that shareholders can download and access them, including:

- a) Meeting program, documents used in the meeting and draft resolutions for each issue in the meeting program;
- b) Votes;

Article 23. Performance of the right to attend the general meeting of shareholders

23.1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting, authorize in writing one or more other individuals or organizations to attend the meeting, or attend the meeting through one

of the forms specified in Clause 23.3 of this Article. In case an organizational shareholder does not have an authorized representative as specified in Article 14 of the Enterprise Law, it shall authorize another person to attend the General Meeting of Shareholders.

23.2. The authorization for an individual or organization to attend the General Meeting of Shareholders must be made in writing. The written authorization is made in accordance with provisions of the civil law in the form provided by the Company and must clearly state the name of the authorized individual or organization and the number of authorized shares. The individual or organization authorized to attend the General Meeting of Shareholders must present the written authorization when registering to attend the meeting before entering the meeting room.

23.3. Shareholders are considered to have attended and voted at the General Meeting of Shareholders in the following cases:

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

Article 24. Conditions for conducting the general meeting of shareholders

24.1. A General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents at least 50% of the total votes;

24.2. In case the first meeting is not qualified to be held as prescribed in Clause 1 of this Article, the second meeting shall be convened within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be convened when the number of shareholders attending the meeting represents at least 33% of the total votes.

24.3. In case the second meeting is not qualified to be held according to the provisions of Clause 24.2 of this Article, the third meeting shall be convened within 20 days from the date of the second meeting. In this case, the General Meeting of Shareholders shall be held regardless of the total votes of the shareholders attending the meeting.

24.4. Only the General Meeting of Shareholders shall have the right to decide to change the meeting program sent with the meeting invitation as prescribed in Article 22 of this Charter.

Article 25. Formality of conducting meetings and voting at the general meeting of shareholders

The formality for conducting meetings and voting at the General Meeting of Shareholders shall be as follows:

25.1. Before opening the meeting, the Company must carry out the shareholder registration procedures until all shareholders entitled to attend the meeting are present and registered in the following order:

a) When registering shareholders, the Company shall provide each shareholder or authorized representative with voting rights for a voting card with registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders discusses and votes each issue in the meeting agenda. Voting is conducted by approval voting, disapproval voting and abstention. At the General Meeting, approval votes shall be collected first, next the disapproval votes, abstention is collected at last, then the total number of approval votes or disapproval votes is counted for decision. The vote counting result is announced by the Chairman immediately before closing the meeting. The General Meeting elects persons in charge of counting votes or supervising the counting of votes as requested by the Chairman. Members of the counting committee shall be decided by the General Meeting of Shareholders as requested by the Chairman of the meeting;

b) Shareholders, authorized representatives of organizational shareholders or authorized persons arriving after the meeting has opened shall have the right to register immediately, participate and vote at the meeting immediately after registration. The Chairman shall not be responsible for suspending the meeting to allow late-arriving shareholders to register and the validity of previous voting prior to the arrival of the late shareholders will not be affected.

25.2. The election of the Chairman, Secretary and the vote counting committee shall be as follows:

a) The Chairman of the Board of Directors chairs the meeting convened by the Board of Directors; in case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle; in case of no one can be elected as the chairman, the Head of the Board of Supervisors shall instruct the General Meeting of

Shareholders to elect the meeting chairman and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall instruct the General Meeting of Shareholders to elect the meeting chairman and the person with the highest number of votes shall chair the meeting;

c) The chairman appoints one or more people to be the meeting secretaries;

d) The General Meeting of Shareholders elects one or more people for the vote counting committee upon the proposal of the meeting chairman;

25.3. The program and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must specify the time for each issue in the meeting program;

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

25.5. The General Meeting of Shareholders discusses and votes each issue in the meeting agenda. Voting is conducted by collecting approval votes, disapproval votes, and finally counting, gathering approval votes, disapproval votes and abstention. Vote counting results shall be announced by the chairman immediately before closing the meeting, except the General Meeting of Shareholders votes to extend the term for announcing vote counting results;

25.6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote upon registration; in this case, the validity of previous voting prior to the arrival of the late shareholders will not be affected;

25.7. The convener of the General Meeting of Shareholders has the following rights:

a) Request all the attendees to be subject to inspection or other legal and reasonable security measures;

b) Request the competent authority and the person assigned to be in charge of security for the Company's meeting to maintain order of the meeting; expel those who do not comply with the Chairman's executive authority, intentionally disrupt order, prevent the normal progress of the meeting or fail to comply with the requirements of security checks from the General Meeting of Shareholders;

25.8. The chairman has the right to postpone the General Meeting of Shareholders with all the required registered attendees to another time or change the meeting location in the following cases:

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

b) Means of communication at the meeting location do not ensure the participation, discussion and voting of the attendees;

c) The attendees obstruct or disrupt the order, prevent the meeting from being conducted fairly and legally.

The maximum postponement period shall not exceed 03 days from the expected opening date of the meeting;

25.9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 25.8 in this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the meeting chairman until the meeting ends; all the resolutions passed at that meeting shall be effective.

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

Article 26. Forms for approving resolutions of the general meeting of shareholders

26.1. The General Meeting of Shareholders shall approve decisions within its competence by voting at the meeting or by obtaining written opinions.

26.2. Resolution of the General Meeting of Shareholders on the following issues must be approved by voting at the General Meeting of Shareholders:

a) Amendment and supplement to the contents of the Company Charter;

b) Orientation of the Company's development;

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

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

d) Decision on investing in or selling assets with a value equal to or greater than 35% of the total value of assets recorded in the company's most recent financial statements;

e) Approval of the annual financial statements;

g) Reorganization and dissolution of the company.

Article 27. Conditions for approving resolution

27.1. Resolution on the following contents shall be passed if being approved by shareholders representing at least 65% of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 27.3 and 27.4 of this Charter:

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

b) Change of business lines;

c) Change of the company management structure;

d) Investment project or sale of assets with a value equal to or greater than 35% of the total assets recorded in the company's most recent financial statements;

e) Reorganization, dissolution of the company;

27.2. Other resolutions shall be approved when being approved by shareholders representing at least 50% of the total votes of all the shareholders attending the meeting, except for the cases specified in Clauses 27.1, 27.3 and 27.4 of this Charter.

27.3. The voting to elect members of the Board of Directors and the Board of Supervisors must be carried out by cumulative voting, in which each shareholder has a total votes corresponding to the total shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors or the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates who have the same number of votes for the final member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selected according to the election regulations.

27.4. In case of approving a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be approved if being approved by the shareholders representing at least 50% of the total votes of all shareholders with voting rights.

27.5. Resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the approval date of the resolution. The sending of Resolution can be replaced by posting it on the Company's website www.sbm.com.vn.

Article 28. Authority and formality of collecting shareholders' written opinions to approve resolutions of the general meeting of shareholders

The authority and formality for collecting shareholders' written opinions to approve resolutions of the General Meeting of Shareholders shall be implemented according to the following provisions:

28.1. The Board of Directors has the right to collect written opinions from shareholders to approve resolutions of the General Meeting of Shareholders if necessary for the benefit of the company; except for the cases specified in Clause 2, Article 147 of the Enterprise Law.

28.2. The Board of Directors shall prepare opinion forms, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions and send them to all the shareholders with voting rights at least 10 days ahead of schedule for returning opinion forms. The preparation for the list of shareholders to send opinion forms shall be carried out in accordance with the provisions in Clause 1 and Clause 2, Article 141 of the Enterprise Law. Requirements and methods for sending opinion forms and accompanying documents shall be carried out in accordance with the provisions in Article 143 of the Enterprise Law;

28.3. The opinion forms shall include the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose of collecting opinions;
- c) Họ, tên, địa chỉ thường trú, quốc tịch, số Thẻ căn cước công dân, Giấy chứng c) Full name, permanent address, nationality, Citizen Identity Card number, Identity Card, Passport or other legal personal identification documents for the individual shareholder; name, enterprise code or establishment decision number, head office address for the organizational shareholder or full name, permanent address, nationality, Citizen Identity Card number, Identity Card, Passport or other legal personal identification documents for the authorized representative of the organizational shareholder; number of shares and votes of the shareholders;
- d) Issues requiring opinions for approval;
- đ) Voting options including approval, disapproval and no opinion;
- e) Deadline for sending the responded opinion forms to the company;

g) Full name, signature of the Chairman of the Board of Directors and the legal representative of the company;

28.4. Shareholders may send the responded opinion forms to the company in one of the following forms:

a) By mail. The responded opinion forms must be signed by individual shareholders, the authorized representative or the legal representative of institutional shareholders. The opinion forms sent to the company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

b) By fax or email. Opinion forms sent to the company by fax or email must be kept secret until the vote counting.

c) Opinion forms sent to the company after the period specified in the opinion forms or opened in case of sending by email and disclosed in case of sending by fax or email are invalid. Opinion forms not returned are considered as non-voting ballots;

28.5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness of the Board of Supervisors or of the shareholders who do not hold managerial positions in the company.

The vote counting minutes must include the following main contents:

a) Name, head office address, enterprise code;

b) Purpose and issues requiring opinions for approving the resolutions;

c) Number of shareholders with total votes which distinguishing between valid and invalid votes and method of sending votes with appendix to the list of shareholders participating in voting;

d) Total votes of approval, disapproval and abstention for each issue;

đ) Các vấn đề đã được thông qua và tỷ lệ biểu quyết thông qua tương ứng;

e) Full name and signature of the Chairman of the Board of Directors, the legal representative of the company, the vote counting supervisor and the vote counting person.

The members of the Board of Directors, the vote counting person and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting;

28.6. The vote counting minutes shall be sent to the shareholders within 15 days from the date of completing the vote counting. The sending of vote counting minutes can be replaced by posting it on the Company's website www.sbm.com.vn within 24 hours from the date of completing the vote counting;

28.7. The responded opinion forms, the vote counting minutes, the adopted resolutions and relevant documents attached to the opinion forms shall be kept at the company's head office;

28.8. A resolution is approved by way of collecting written opinions from shareholders if being approved by shareholders holding more than 50% of the total votes of all shareholders with voting rights and has the same value as a resolution approved at the General Meeting of Shareholders.

Article 29. Minutes of the general meeting of shareholders

29.1. The General Meeting of Shareholders must be made in writing and may be recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, and may be prepared in foreign languages with the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full name of the chairman and the secretary;
- d) Summary of the meeting and opinions expressed at the General Meeting of Shareholders for each issue in the meeting program;
- e) Number of shareholders and total votes of shareholders attending the meeting, appendix to the list of shareholders registered, shareholders' representatives attending the meeting with the corresponding number of shares and votes;
- g) Total votes for each voting issue, clearly stating the voting method, total valid, invalid, approval, disapproval and abstention votes; corresponding percentage per total votes of shareholders attending the meeting;
- h) Issues approved and corresponding percentage of approved votes;
- i) Full name and signature of the chairman and the secretary. In case the chairman or the secretary refuses to sign the meeting minutes, the minutes shall be valid if being signed by all other members of the Board of Directors attending the meeting and contains all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal to sign the meeting minutes of the chairman or the secretary.

Minutes made in Vietnamese and foreign languages have the same legal effect. In case of differences in the minutes made in Vietnamese and foreign languages, the minutes made in Vietnamese shall be applied.

29.2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.

29.3. The Chairman and Secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the minutes. The Chairman and the Secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the minutes.

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

Article 30. Request to cancel resolutions of the general meeting of shareholders

Within 90 days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of vote counting results on collecting opinions from for the General Meeting of Shareholders, shareholders and groups of shareholders specified in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders are not implemented in accordance with the Enterprise Law and the Company's Charter, except for the case specified in Clause 31.2, Article 31 of this Charter;

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

Article 31. Effectiveness of resolutions of the general meeting of shareholders

31.1. Resolutions of the General Meeting of Shareholders shall be effective from the approval date or from the effective date stated in such resolution.

31.2. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be legal and effective even if the order and procedures for approving such resolution are not implemented in accordance with regulations.

31.3. In case shareholders or group of shareholders request the Court or Arbitration to cancel resolutions of the General Meeting of Shareholders as prescribed in Article 30, such resolutions shall remain effective until the Court's or the

Arbitration's decision to cancel such resolution takes effect, except for temporary emergency measures applied according to the decision of a competent authority.

CHAPTER VII

BOARD OF DIRECTORS

Article 32. The Board of Directors

32.1. The Board of Directors is the company's management body, with full authority to decide and exercise the company's rights and obligations that are not subject to the authority of the General Meeting of Shareholders on behalf of the company.

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

- a) Decide the company's strategies, mid-term development plans and annual business plans;
- b) Propose the type of shares and the total shares that are allowed to be offered of each type;
- c) Decide the sale of new shares within the shares that are allowed to be offered of each type; decide to raise more capital in other forms;
- d) Decide the selling price of the company's shares and bonds;
- d) Decide the repurchase of shares as prescribed in Clause 12.2, Article 17 of this Charter;
- e) Decide the investment plans and projects within the authority and limitation as prescribed by law;
- g) Decide solutions for market development, marketing and technology;
- h) Approve the contracts for purchase and sale, for loan and other contracts with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement. This provision does not apply to contracts and transactions specified in Point d, Clause 2 of Article 138, Clauses 1 and 3 of Article 167 of the Enterprise Law;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the Director and other important managers; decide on salary and other benefits of those managers; appoint authorized representatives to participate in the Board of Members/the Board of Directors or the

General Meeting of Shareholders at other companies, decide on remuneration and other benefits of such people;

k) Supervise and direct the Director and other managers in the daily business activities of the company;

l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, business locations and capital contributions and purchase of shares of other enterprises;

m) Approve the agenda, documents used for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve decisions;

n) Submit annual financial settlement reports to the General Meeting of Shareholders;

o) Propose the dividends paid; decide the period and procedures for paying dividends or treat losses arising in the business process;

p) Propose reorganization, dissolution, bankruptcy request of the company;

q) Decide to issue the Board of Directors' Operating Regulations and Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders;

s) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other provisions of law and this Charter.

32.3. The Board of Directors approves decisions by voting at the meetings, collecting written opinion forms or other forms. Each member of the Board of Directors has one vote.

32.4. When performing its functions, rights and obligations, the Board of Directors shall comply with the provisions of law, the Company's Charter and the resolutions of the General Meeting of Shareholders. In case a resolution approved by the Board of Directors is contrary to the provisions of law or the Company's Charter and causes damage to the company, members approving the resolution shall jointly bear personal responsibility for that resolution and shall compensate the company for damage; members opposing the approval of the above resolution shall be exempted from liability. In this case, the company's shareholders have the right to request the Court to suspend or cancel the above resolution or decision according to Clause 4, Article 153 of the Enterprise Law.



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

Article 33. Term and number of members of the board of directors

33.1. The number of members of the Board of Directors shall be at least three (03) people and at most eleven (11) people.

33.2. The term of a member of the Board of Directors (including independent members) shall be 05 years, and members of the Board of Directors shall be re-elected with an unlimited number of terms, except for independent members of the Board of Directors. Independent members of the Board of Directors of the Company (if any) shall not be re-elected for more than 02 terms. The number of members of the Board of Director residing in Vietnam is at least 03 people.

33.3. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

Article 34. Structure, standards and conditions for becoming members of the board of directors

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

a. Not belonging to the subjects stated in Clause 2, Article 17 of the Enterprise Law;

b. Have professional qualifications and experience in business administration or in business lines of the Company and are not necessarily shareholders of the Company;

c. A member of the Company Board of Directors may concurrently be a member of the Board of Directors of another company, but not more than 05 companies.

Article 35. Chairman of the Board of Directors

35.1. The Board of Directors elects a member of the Board of Directors as Chairman. The Chairman of the Board of Directors of a public company shall not be concurrently a Director of the company.

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

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- a) Prepare the operational program and plan of the Board of Directors;
- b) Prepare the program, content, and documents for the meetings; convene and chair the meetings of the Board of Directors;
- c) Organize the approval of resolutions of the Board of Directors;
- d) Supervise the implementation of resolutions of the Board of Directors;
- đ) Chair the General Meeting of Shareholders and meetings of the Board of Directors;
- e) Other rights and obligations as prescribed by the Enterprise Law.

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

35.4. When deemed necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

- a) Assist in convening the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
- b) Assist members of the Board of Directors in performing their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing principles of corporate governance;
- d) Assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
- đ) Assist the company in complying with obligations to provide information, publicize administrative information and procedures;
- e) Other rights and obligations as prescribed by law.

35.5. Person in charge of corporate governance

35.5.1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance activities within 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.

35.5.2. The person in charge of corporate governance must not concurrently work for an approved auditing firm that is conducting the audit of the Company's financial statements.

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

a) To advise the Board of Directors on organizing General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders.

b) To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board.

c) To advise on meeting procedures.

d) To attend meetings.

đ) To advise on procedures for preparing resolutions of the Board of Directors in compliance with the law.

e) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board.

g) To supervise and report to the Board of Directors on the Company's information disclosure activities.

h) To act as a focal point for communication with relevant stakeholders.

i) To maintain confidentiality of information in accordance with the law and the Company's Charter.

k) To perform other rights and obligations in accordance with the law and the Company's Charter.



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

Article 36. Meetings of the board of directors

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

36.2. The Board of Directors may hold regular or extraordinary meetings. The Board of Directors may hold meetings at the company's head office or elsewhere.

36.3. The meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors when deemed necessary, but at least once for each quarter.

36.4. The Chairman of the Board of Directors shall convene the meetings of the Board of Directors in one of the following cases:

- a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) At the request of the Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;

The request must be made in writing, clearly stating the purpose, issues to be discussed and decided under the authority of the Board of Directors.

36.5. The Chairman of the Board of Directors must convene the meetings of the Board of Directors within 07 working days from the receipt date of request specified in Clause 36.4 of this Article. In case the Chairman fails to convene the meetings of the Board of Directors as requested, the Chairman shall be responsible for any damage caused to the company; the requester has the right to convene the meeting of the Board of Directors on behalf of the Board of Directors.

36.6. The Chairman of the Board of Directors or the person convening the meetings of the Board of Directors must send a notice of meeting invitation at least 03 working days before the meeting date. The notice of meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and

decided. The notice of meeting invitation must be accompanied by documents used at the meeting and the member's votes.

The notice of meeting invitation is sent by post, fax, email or other means, but must ensure that it reaches the contact address of each member of the Board of Directors registered with the company.

36.7. The Chairman of the Board of Directors or the convener sends the notice of meeting invitation and accompanying documents to the Supervisors as the members of the Board of Directors.

Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

36.8. A meeting of the Board of Directors is held when three-quarters or more of the total members attending the meeting. In case the meeting convened under this clause does not have enough members to attend the meeting as regulations, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend the meeting.

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

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend the meeting in accordance with the provisions of Clause 36.10 stated in this Article.
- c) Attending and voting via online conference or other electronic forms;
- d) Sending votes to the meeting via mail, fax, or email.

In case of sending votes to the meeting via mail, the votes must be contained in a sealed envelope and delivered to the Chairman of the Board of Directors at least one hour before the opening date. The votes must only be opened in the presence of all attendees.

Resolutions of the Board of Directors are passed if being approved by the majority of members attending the meeting; in case of equal votes, the final decision is based on opinion from the Chairman of the Board of Directors.

36.10. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend the meeting if being approved by the majority of the members of the Board of Directors.

Article 37. Meeting minutes of the board of directors

37.1. Meeting minutes of the Board of Directors must be made in writing and may be recorded and stored in other electronic forms. Meeting minutes must be prepared in Vietnamese, and may be prepared in foreign languages with the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose, agenda and content of the meeting;
- c) Time and location of the meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reasons;
- đ) Issues discussed and voted at the meeting;
- e) Summary of opinions expressed by each member attending the meeting in the order of the meeting;
- g) Voting results, clearly stating members who approve, disapprove and have no opinion;
- h) Issues approved;
- i) Full name and signature of the chairman and the minute-taker.

The Chairman and the minute-taker shall be responsible for truthfulness and accuracy of the meeting minutes of the Board of Directors.

37.2. In case the Chairman or the minute-taker refuses to sign the meeting minutes, the minutes shall be valid if all other members of the Board of Directors attending the meeting sign it with full contents as prescribed in points a, b, c, d, đ, e, g and h, Clause 37.1 of this Article.

37.3. Meeting minutes of the Board of Directors and documents used in the meeting shall be kept at the company's head office.

37.4. Minutes made in Vietnamese and in foreign languages have the same legal effect. In case of differences in the minutes made in Vietnamese and foreign languages, the minutes made in Vietnamese shall be applied.

Article 38. Right to provide information of members of the board of directors

38.1. Members of the Board of Directors have the right to request Director, Deputy Director, and managers in the company to provide information and documents

on the financial situation and business activities of the company and of units in the company.

38.2. Managers must promptly, fully and accurately provide information and documents as requested by members of the Board of Directors.

Article 39. Removal, dismissal and supplement for members of the board of directors

39.1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Not meeting standards and conditions prescribed in Article 155 of the Enterprise Law;

b) Submitting a resignation letter and approved by the General Meeting of Shareholders;

39.2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

a) Not participating in the activities of the Board of Directors for 06 consecutive months, except for force majeure;

b) Other cases as prescribed by law or by Resolution of the General Meeting of Shareholders.

39.3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except for cases prescribed in Section 39.1 and Section 39.2 of this Article.

39.4. The Board of Directors must convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third compared to the current number of members of the Board of Directors. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors is reduced, not ensuring the rate prescribed in Point b, Clause 1, Article 137 of the Enterprise Law.

c) Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of



the Board of Directors who has been dismissed or removed at the most recent meeting.

39.5. The Board of Directors may temporarily appoint another person to be a new member of the Board of Directors to replace the vacancy and this new member must be approved at the most recent General Meeting of Shareholders. After the General Meeting of Shareholders approves the appointment of new member, it shall be deemed as effective on the date of appointment by the Board of Directors. The term of new member of the Board of Directors shall be calculated from the effective date of appointment to the expiry date of the Board of Directors. In case the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors passed before the General Meeting of Shareholders with the voting participation of that member shall still be deemed as effective.

39.6. During the term, a legal entity shareholder has the right to change the representative managing his/her capital at the Company if that person is a member of the Board of Directors at the request of the legal entity shareholder, or that representative is dismissed or removed by the General Meeting of Shareholders. In this case, the member title of the Board of Directors is automatically inherited by the new representative of that legal entity shareholder. The legal entity shareholder must send a written notice to replace his/her representative to the Company's Board of Directors 15 days in advance. Within 30 days from the date of receiving a written notice to replace representative, the Board of Directors will issue a written confirmation of replacement. If the above deadline is exceeded, the Company's Board of Directors does not issue a written confirmation, the replacement of legal entity shareholder will automatically take effect.

CHAPTER VIII

DIRECTOR, OTHER MANAGERS

Article 40. Organization of management apparatus

The Company shall issue Management Regulations which the management apparatus shall be responsible for and subject to the leadership of the Board of Directors. The Company has a Director, one or more Deputy Directors and a Chief Accountant appointed by the Board of Directors.

Article 41. Company Director

41.1. The Director is appointed by the Board of Directors.

41.2. The Director is the person running the daily business of the Company; supervised by the Board of Directors; responsible to the Board of Directors and the law for the implementation of assigned rights and obligations.

The term of a Director shall not exceed 05 years and he/she may be reappointed for an unlimited number of terms.

Standards and conditions of the Director shall be applied according to Clauses 1 and 2, Article 64 and Clause 5, Article 162 of the Enterprise Law.

41.3. The Director has the following rights and obligations:

a) Decide on issues related to the Company's daily business activities without being subject to the authority of the Board of Directors;

b) Organize the implementation of resolutions of the Board of Directors and resolutions of the General Meeting of Shareholders;

c) Organize the implementation of the company's business and investment plan;

d) Recommend and propose the Company's organizational structure plan, the Company's internal management regulations to the Board of Directors for consideration, approval and promulgation;

d) Appoint, dismiss, and remove managers in the Company, except for positions being subject to the authority of the Board of Directors;

e) Decide salary, bonus and other benefits of employees in the company, including managers under the appointment authority of the General Director;

g) Recruit employees;

h) Propose plan to pay dividends or treat business losses;

i) Other rights and obligations as prescribed by law and resolutions of the Board of Directors.

41.4. The Director must manage the daily business of the company in accordance with the provisions of law, the Company's Charter, the labor contracts signed with the company (if any) and resolutions of the Board of Directors. In case of management contrary to this provision causing damage to the company, the Director shall be responsible before the law and compensate the company for damage.

41.5. For the Company, the Director must meet the following standards and conditions:

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

b) Not be a relative of the enterprise manager, the Supervisors of the company

and the parent company (if any); representative of the State capital (if any) at the Company, representative of the enterprise's capital at the company and the parent company;

c) Have qualifications and experiences in business administration of the company.

CHAPTER IX

RIGHTS AND RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, DIRECTOR AND MANAGERS

Article 42. Remuneration, salary and other benefits of members of the Board of Directors, the Director

42.1. The Company pays remuneration to members of the Board of Directors, pay salary to the Director and other managers based on business results and efficiency.

42.2. Remuneration, salary and other benefits of members of the Board of Directors and the Director are paid according to the following provisions:

a) Members of the Board of Directors are entitled to remuneration and bonus. Remuneration is calculated based on the number of working days required to complete the tasks and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. Total remuneration of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

b) Members of the Board of Directors are paid for their meals, accommodation, transport and other reasonable expenses incurred when performing their assigned duties;

c) The Director is paid for salary and bonus. Salary and bonus of the Director shall be decided by the Board of Directors.

42.3. Remuneration of members of the Board of Directors and salary of the Director and other managers shall be included in the company's business expenses in accordance with the provisions of law on corporate income tax and shall be shown as a separate item in the company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

Article 43. Disclosure of related interests

The disclosure of interests and related persons of the company shall be carried out in accordance with the following provisions:

43.1. The company must gather and update the list of related persons of the company in accordance with Clause 23, Article 4 of the Enterprise Law and their corresponding transactions with the company;

43.2. Members of the Board of Directors, Supervisors, Director and other managers of the company must declare their related interests with the company, including:

a) Name, enterprise code, head office address, business lines of the enterprise in which they own contributed capitals or shares; the ratio and time of ownership for such contributed capitals or shares;

b) Name, enterprise code, head office address, business lines of the enterprise in which their related persons jointly or separately own contributed capitals or shares of more than 10% of the charter capital;

43.3. The declaration prescribed in Clause 43.2 of this Article must be made within 07 working days from the date of related interests; any amendments or supplements must be notified to the company within 07 working days from the date of corresponding amendments or supplements;

43.4. The disclosure, review, extraction and copy of the List of related persons and related interests declared as prescribed in Clauses 43.1 and 43.2 of this Article shall be carried out as follows:

a) The company must notify the List of related persons and related interests to the General Meeting of Shareholders at the annual meeting;

b) The List of related persons and related interests shall be kept at the head office of the enterprise; if necessary, part or all the contents of the above List may be kept at the company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Board of Supervisors, the Director and other managers have the right to review, extract and copy part or all the declared contents during working hours;

d) The company must create favorable conditions for the persons specified in Point iii this Clause to access, view, extract and copy the list of related persons of the company and other contents in the fastest and most convenient way; not prevent them from performing this right. The order and procedures for reviewing, extracting and copying the declaration of related persons and related interests shall be carried out in accordance with regulations of the Board of Directors and the provisions of law.

43.5. Members of the Board of Directors and the Director, acting on their own behalf or on behalf of another, in any form within the scope of the company's business

activities, must explain the nature and content of that work to the Board of Directors and the Board of Supervisors with the approval of the majority of the remaining members of the Board of Directors; if they do so without report or approval of the Board of Directors, the income obtained from that activity belongs to the company.

Article 44. Responsibilities of managers in the company

44.1. Members of the Board of Directors, the Director and other managers have the following responsibilities:

a) Exercise the rights and obligations assigned according to the provisions of the Enterprise Law, other relevant provisions of law, the Company's Charter, and resolutions of the General Meeting of Shareholders;

b) Exercise the rights and obligations assigned honestly, carefully and in the best way to ensure the maximum legitimate interests of the Company;

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

d) Notify promptly, fully and accurately the Company of the enterprises owned by themselves and by their related persons; this notice shall be posted at the Company's head office and branches. Notify promptly, fully and accurately the Company of the contents specified in Section 43.2, Article 43 of this Charter.

44.2. Other obligations as prescribed by the Enterprise Law and by this Charter.

Article 45. Contracts and transactions must be approved by the General Meeting of Shareholders or the Board of Directors

45.1. Contracts and transactions between the company and the following entities must be approved by the General Meeting of Shareholders or the Board of Directors:

a) Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary shares of the company and their related persons;

b) Members of the Board of Directors, Director and their related persons;

c) Enterprises specified in Clause 2, Article 164 of the Enterprise Law.

45.2. The Board of Directors approves contracts and transactions as prescribed in Clause 45.1 of this Article and with a value less than 35% of the total value of the enterprise's assets stated in the most recent financial statements. In this case, the company representative signing the contract must notify the members of the Board of Directors and the Board of Supervisors about the entities related to that contract or

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transaction; and at the same time attaching an ad referendum contract or the main content of transaction The Board of Directors shall decide the approval of the contract or transaction within 15 days from the date of receiving the notice; members with related interests shall not have the right to vote.

45.3. The General Meeting of Shareholders approves the following contracts and transactions:

a) Contracts and transactions other than those specified in Clause 45.2 of this Article;

b) Contracts and transactions of borrowing, lending, or selling assets with a value greater than 10% of the total value of the enterprise's assets stated in the most recent financial statements between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

45.4. In case of approving contracts or transactions as prescribed in Clause 45.3 of this Article, the company representative signing contracts or transactions must notify the Board of Directors and the Board of Supervisors about the relevant entities of such contracts or transactions and attaching an ad referendum contract or the main content of transaction The Board of Directors shall submit an ad referendum contract or explain the main content of transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties in the contracts or transactions do not have the right to vote; the contracts or transactions are approved according to Clause 1 and Clause 4, Article 148 of the Enterprise Law.

45.4. A contract or transaction shall be invalid and treated in accordance with the provisions of law when it is signed or implemented without approval as prescribed in Clause 45.2 and Clause 45.3 of this Article, causing damage to the company; the person signing the contract, shareholders, members of the Board of Directors or the Director concerned shall jointly compensate for the arising damages and return to the company benefits gained from the implementation of such contract or transaction.

Article 46. Right to sue members of the Board of Directors, Director

46.1. Shareholders or group of shareholders owning at least 01% of the total ordinary shares have the right, acting on their own behalf or on behalf of the company, to sue personal liability or joint liability against members of the Board of Directors, Director or General Director to request refunding benefits or damages for the company or others in the following cases:

a) Violating obligations of the Company's manager as prescribed in Article 165 of the Enterprise Law;

- b) Failing to properly perform the assigned rights and obligations; failing to perform, or failing to fully or promptly perform resolutions of the Board of Directors;
- c) Performing the assigned rights and obligations contrary to the provisions of law, the Company's Charter or resolutions of the General Meeting of Shareholders;
- d) Using information, secrets, business opportunities of the company for personal gain or for the interests of other organizations or individuals;
- đ) Using position, title and assets of the company for personal gain or for the interests of other organizations or individuals;
- e) Other cases as prescribed by law.

46.2. The order and procedures for suing shall be implemented in accordance with the Code of Civil Procedure. Cost of litigation, in case the shareholders or group of shareholders sue on behalf of the Company, shall be included in the Company's expenses, except the lawsuit petition is rejected.

46.3. Shareholders and groups of shareholders as prescribed in this Article have the right to review, look up, and extract necessary information according to decision of the Court or the Arbitration before or during the lawsuit process.

CHAPTER X

THE BOARD OF SUPERVISORS

Article 47. The Board of Supervisors

47.1. The Board of Supervisors shall consist of 03 to 05 members, the term of a Supervisor shall not exceed 05 years and the Supervisor may be re-elected for an unlimited number of terms.

47.2. Members of the Board of Supervisors must meet standards and conditions stated in Article 169 of the Enterprise Law without being subject to the following cases:

- a) Working in the accounting and finance department of the Company;
- b) Being a member or employee of an independent auditing company who audits the Company's financial statements in the previous 3 consecutive years.

47.3. In case the term of a Supervisor ends at the same time and the new Supervisor has not been elected, this Supervisor shall continue to perform his rights and obligations until the new Supervisor is elected and takes over the work.



47.4. Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal and removal are based on the majority principle. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. Head of the Board of Supervisors must obtain a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or related to business activities of the enterprise.

47.5. Rights and obligations of the Board of Supervisors:

- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors, the Director and other executives to provide relevant information to prepare the Board of Supervisors' report;
- c) Prepare and sign the Board of Supervisors' report after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 48. Standards and conditions of the Board of Supervisors:

48.1. The Supervisor must meet the following standards and conditions:

- a) Not be subject to provisions stated in Clause 2, Article 17 of the Enterprise Law;
- b) Be trained for one of the following majors: economics, finance, accounting, auditing, law, business administration or a major suitable for business activities of the enterprise;
- c) Not be a relative of members of the Board of Directors, Director and other managers;
- d) Not be a manager in the company; not necessarily be a shareholder or employee of the company;
- d) Other standards and conditions as prescribed by other relevant laws.

48.2. In addition to standards and conditions specified in Clause 48.1 of this Article, the Company's Supervisor must not be a relative of the company's manager and parent company; representative of the enterprise's capital, representative of the state capital (if any) at the parent company and at the company.

Article 49. Rights and obligations of the Board of Supervisors

49.1. The Board of Supervisors shall supervise the Board of Directors and the Director in the management and operation of the company.

49.2 The Board of Supervisors has rights and obligations as prescribed in Article 170 of the Enterprise Law;

49.3 Other rights and obligations include:

a. Proposing and recommending the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's Financial Statements; deciding on the approved auditing organizations to inspect the Company's operations, and dismissing the approved auditing organizations when deemed necessary.

b. Being responsible to the shareholders for its supervision activities.

c. Supervising the financial situation of the Company, compliance with the law on activities of members of the Board of Directors, Director, and other managers.

d. Coordinating and ensuring effective coordination of activities with the Board of Directors, Director, and shareholders in accordance with the Charter and legal regulations.

d. In case of detecting violations of the law or violations of the Company Charter by members of the Board of Directors, Director, and other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violations and take measures to remedy the consequences.

e. Developing Operational Regulations of the Board of Supervisors and submit to the General Meeting of Shareholders for approval.

g. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government on detailing the implementation of some articles of the Securities Law.

h. Having the right to access the Company's records and documents kept at the head office, branches and other locations; the right to visit the workplace of the Company's managers and employees during working hours.

i. Having the right to request the Board of Directors, members of the Board of Directors, the Director and other managers to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company.

k. Other rights and obligations as prescribed by law

Article 50. The right to be provided with information of the Board of Supervisors

50.1. Documents and information must be sent to the Supervisors at the same time and manner as members of the Board of Directors, including:

a) Meeting invitations notice, opinion forms for members of the Board of

Directors and attached documents;

b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;

c) Reports of the Director or General Director submitted to the Board of Directors or other documents issued by the company.

50.2. The Supervisors have the right to access the company's records and documents kept at the head office, branches and other locations; have the right to visit the workplaces of the company's managers and employees during working hours.

50.3. The Board of Directors, members of the Board of Directors, the Director, and other managers must provide complete, accurate, and timely information and documents on the management, operation and business activities of the company upon request of members of the Board of Supervisors or the Board of Supervisors.

Article 51. Salary, remuneration, bonus and other benefits of Supervisors

Salary and other benefits of Supervisors are applied according to the following provisions:

51.1. Supervisors are paid for salary or remuneration, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonus and annual operating budget of the Board of Supervisors;

51.2. Supervisors are paid for meal, accommodation, transport costs and costs of using independent consulting services at a reasonable level decided by the General Meeting of Shareholders. Total remuneration and costs 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;

51.3. Salary and operating expenses of the Board of Supervisors are included in the company's business expenses according to the provisions of law on corporate income tax and relevant laws and must be made as a separate item in the company's annual financial statements.

Article 52. Responsibilities of Supervisors

52.1. Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders

and professional ethics in performing assigned rights and obligations.

52.2. Perform assigned rights and obligations honestly, carefully and effectively to ensure the maximum legitimate interests of the Company.

52.3. Be loyal to the interests of the company and shareholders; not use information, know-how, business opportunities of the company, position, job title and the company's assets for personal gain or for the interests of other organizations or individuals;

52.4. Other obligations as prescribed by the Enterprise Law and by the Company Charter.

52.5. In case of violating the provisions in Clauses 52.1, 52.2, 52.3 and 52.4 of this Article causing damage to the company or others, the Supervisor shall be personally or jointly liable for compensating for such damage. All income and other benefits obtained by the Supervisor must be returned to the company.

52.6. In case of discovering that a Supervisor has violated the rights and obligations assigned to him/her, the Board of Directors must notify the Board of Supervisors in writing; request the violator to stop the violation and take measures to overcome the consequences.

Article 53. Dismissal, removal of Supervisors

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

- a) No meeting standards and conditions as prescribed in Article 169 and the provisions of Enterprise Law;
- b) Submitting a resignation letter and being accepted;
- c) Other cases as prescribed by this Charter.

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

- a) Not completing assigned tasks and works;
- b) Not performing his/her rights and obligations for 06 consecutive months, except for force majeure events;
- c) Seriously violating or repeatedly violating obligations as prescribed in the Enterprise Law and in the Company's Charter;
- d) According to decision of the General Meeting of Shareholders.

53.3. During the term, a legal entity shareholder has the right to change the representative managing his/her capital at the Company who is currently a member of the Board of Directors at the request of the legal entity shareholder, or that representative is dismissed or removed by the General Meeting of Shareholders. In this case, the legal entity shareholder has the right to nominate members of the Board of Supervisors. The legal entity shareholder must send a written notice to replace his/her representative to the Company's Board of Directors 15 days in advance for the Company's Board of Directors to consider and submit to the General Meeting of

Shareholders for approval. The dismissal, removal, and appointment of members of the Board of Supervisors shall be in accordance with Article 174 of the Enterprise Law.

CHAPTER XI

RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS

Article 54. Right to investigate books and records

54.1. Ordinary shareholders have the right to look up books and records as follows:

a) Ordinary shareholders have the right to review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or copy the Company Charter, the minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to review, look up, and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

54.2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.

54.3. Members of the Board of Directors, members of the Board of Supervisors, the Director and managers have the right to inspect the Company's shareholder register, the list of shareholders and other books, records of the Company related to their positions, provided that such information must be kept confidential.

54.4. The Company must maintain this Charter and amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting 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 any other documents as prescribed by law at the

head office or at other locations provided that shareholders and the business registration authority are notified of the locations where these documents are stored.

54.5. Shareholders have the right to be provided with a free copy of the Company Charter by the Company. The Company Charter is published on the website: www.sbm.com.vn.

CHAPTER XII EMPLOYEES AND TRADE UNIONS

Article 55. Employees and trade unions

The Director must make a plan for the Board of Directors to approve issues related to recruitment, employee resignation, salary, social insurance, welfare, rewards and internal rules, disciplinary measures for employees and business executives as well as the Company's relationships with recognized trade unions in accordance with best management standards, practices and policies, and policies stipulated in this Charter, the Company's regulations and current legal regulations.

CHAPTER XIII STATISTICS, ACCOUNTING, FINANCE, PROFIT DISTRIBUTION

Article 56. Fiscal year

The Company's fiscal year begins on January 1 and ends on December 31 of each year.

The Company's first fiscal year shall begin from the date the Business Registration Authority issues the Business Registration Certificate to December 31 of that year.

Article 57. Accounting System

The accounting system used by the Company is the Vietnamese Accounting System (VAS) or other accounting systems approved by the Ministry of Finance.

The Company shall make accounting books in Vietnamese. The Company shall maintain accounting records according to the business activities in which the Company participates. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.

Article 58. Fund deduction

58.1. Every year, the Company shall deduct from its after-tax profits to the following funds: Development investment fund, unemployment allowance, bonus and welfare fund and other funds submitted by the Board of Directors to the General Meeting of Shareholders for decision.

58.2. The Board of Directors shall be responsible for developing a profit distribution plan and using the funds to be submitted to the General Meeting of Shareholders for decision each year.

Article 59. Dividends

59.1. The General Meeting of Shareholders shall decide on the dividend payment and the annual dividend payment form from the Company's retained earnings. Dividends may be paid in cash, in the Company's shares or in other assets as decided by the General Meeting of Shareholders in accordance with the provisions of law. The Company shall only pay dividends to shareholders when the Company has fulfilled its tax obligations and other financial obligations as prescribed by law; deduct funds and fully compensated for losses as prescribed by law and by this Charter. As soon as paying all the prescribed dividends, the Company must ensure full payment of all debts and other financial obligations.

59.2. According to the Enterprise Law, the Board of Directors may decide to pay dividends in advance if such payment is appropriate to the Company's profitability.

59.3. In case of payment in cash, the Company will pay in Vietnamese Dong. Payment may be made directly or transfer to the bank account provided by the shareholder. In case the Company has transferred money according to the bank account details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the money transferred by the Company to the shareholder. Dividend payment for shares listed on the Stock Exchange can be made through a securities company or Vietnam Securities Depository and Clearing Corporation (VSDC).

59.4. In case of paying dividends in shares, the company does not carry out procedures for offering shares as prescribed in Articles 123, 124 and 126 of the Enterprise Law 2020. The company must register to increase its charter capital corresponding to the total par value of shares used to pay dividends within 10 days from the date of completing dividend payment.

59.5. Other issues related to profit distribution are carried out in accordance with the provisions of law.

CHAPTER XIV

FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITIES FOR INFORMATION DISCLOSURE

Article 60. Annual, semi-annual and quarterly financial statements

60.1. The Company must prepare annual financial statements which must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the law on information disclosure in the stock market and submit to the competent state agency.

60.2. The annual financial statements must include all reports, appendices, and notes in accordance with the law on corporate accounting. The annual financial statements must honestly and objectively reflect the Company's operational situation.

60.3. The Company must prepare and publish the audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the stock market and submit to the competent state agency.

Article 61. Annual Report

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

Article 62. Publicity and disclosure of information

The Company shall disclose and publicize information in accordance with the provisions of current law.

CHAPTER XV

SEAL

Article 63: Seal

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

The content of the Company seal shows the following basic information:

- i) Enterprise name;
- ii) Enterprise code;
- iii) Name of the province where the enterprise's head office is located.

63.2. The Board of Directors shall decide on the type, quantity, form and content of the Company seal, its branches and representative offices (if any) in accordance with Clause 1 and 2, Article 40 of the Enterprise Law.



63.3. The Board of Directors and the Director shall use and manage the seal in accordance with the provisions of current law.

CHAPTER XVI

DISSOLUTION OF ENTERPRISE

Article 64. Cases and conditions for dissolution of enterprise

64.1. The company shall be dissolved in the following cases:

a) According to decision of the General Meeting of Shareholders.

b) The company has no minimum number of shareholders as prescribed by the Enterprise Law for a period of 06 consecutive months without completing the procedures for converting the type of enterprise;

c) The Enterprise Registration Certificate is recovered, unless otherwise provided by the Law on Tax Administration.

d) Other cases as prescribed by the law.

64.2. The company shall only be dissolved when it pays all debts and other property obligations and not subject to the settlement of disputes at the Court or the arbitration center. The relevant managers and enterprise specified in Point c Clause 64.1 of this Article shall be jointly liable for the debts of the enterprise.

Article 65. Conditions, order, procedures, and documents for enterprise dissolution

Dissolution shall be carried out in accordance with provisions of Article 208 of the Enterprise Law and other provisions of law.

Article 66. Liquidation

66.1. At least 06 months before the Company's operation term ends or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company before other debts of the Company.

66.2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of establishment and the date of

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commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and the competent state agencies.

66.3. The proceeds from the liquidation shall be paid in the following order:

a) Liquidation expenses;

b) Debts on wage, termination allowance, 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;

đ) The remaining amount after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

CHAPTER XVII

RESOLUTION OF INTERNAL DISPUTES

Article 67. Resolution of internal disputes

67.1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Enterprise Law, the Company Charter, other legal regulations or agreements between:

a) Shareholders and the Company;

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

The parties concerned shall resolve such disputes through negotiation and conciliation. Except the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall settle the dispute and request each party to present information related to the dispute. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution.

67.2. The Conciliation Committee consists of 03 people. Each disputing party will appoint one person, the third person will be appointed by these two people. Members of the Conciliation Committee must not be shareholders of the Company or related persons of any shareholders of the Company related to the dispute as prescribed by the Enterprise Law.

Within 20 days from the date of receiving the assignment, the Conciliation Committee must issue a decision on the dispute, in case of complication, it may be extended but not more than 03 months.

Remuneration of the Conciliation Committee members is agreed by the disputing parties.

The Board of Directors and the Director of the Company are responsible for creating conditions for the Conciliation Committee to work.

67.3. In case a conciliation decision is not reached within 06 weeks from the beginning of the conciliation process or if the decision of the mediator is not accepted by the parties, a party may bring the dispute to Arbitration or Court for settlement.

67.4. The parties shall bear the costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

CHAPTER XVIII

IMPLEMENTING PROVISIONS

Article 68. Principles for applying the Company Charter

68.1. Other relevant issues not mentioned in this Charter shall be implemented in accordance with the Enterprise Law and other relevant regulations.

68.2. In case the law provides provisions different from the contents of this Charter, the provisions of the law shall be applied.

Article 69. Form for amending and supplementing the Company Charter

69.1. Only the General Meeting of Shareholders duly organized and attended by shareholders representing 65% of the total number of voting shares of the Company has the right to supplement or amend the provisions of this Charter.

69.2. When applying the Company Charter, if issues arise that are not mentioned in the Charter, the Company's Board of Directors has the right to resolve them based on the Enterprise Law for common interests of the Company and not contrary to the Law.

In case there are new provisions of law that are different from the provisions stated in the Company Charter, provisions of that law shall be applied and regulates the Company's operations. The arising issues must be brought to the nearest General Meeting of Shareholders for approving the amendment and supplement of the Company Charter.

Article 70. Final provisions

This Charter consists of 18 chapters and 70 articles, which were approved by the shareholders at the 2026 Annual General Meeting of Shareholders on April 24, 2026, and the full text of this Charter was approved.

The Charter is made in 05 copies of equal value and must be kept at the Company's head office.

This Charter is the only and official Charter of the Company and replaces the previous Charter and its appendices on amending the Charter./.

CHAIRMAN OF THE BOARD OF DIRECTORS



Nguyen Thi Thanh Huong



APPENDIX 01

DETAILS OF THE COMPANY'S CHARTER CAPITAL FROM THE DATE OF ESTABLISHMENT TO PRESENT TIME AND THE RATE OF SHARES OWNED BY THE FOUNDING SHAREHOLDERS AT THE DATE OF ESTABLISHMENT

(Attached to the Company's Charter of Organization and Operation issued at the 2026 Annual General Meeting of Shareholders)

1. Details of the Company's Charter Capital

No.	Time	Charter capital (VND)	Number of shares	Reason
1	February 12, 2007	50.000.000.000	5.000.000	Initial Charter Capital
2	July 19, 2007	200.000.000.000	20.000.000	Increase of charter capital
3	November 05, 2009	250.000.000.000	25.000.000	Increase of charter capital
4	June 21, 2011	315.000.000.000	31.500.000	Increase of charter capital
5	October 01, 2015	360.000.000.000	36.000.000	Increase of charter capital
6	December 21, 2015	390.000.000.000	39.000.000	Increase of charter capital
7	January 20, 2022	409.499.820.000	40.949.982	Increase capital through stock dividend payment in 2019, 2020 at a rate of 5%
8	November 25, 2022	450.449.530.000	45.044.953	Increase capital through stock dividend payment in 2021 at a rate of 10%

2. Share ownership rate of founding shareholders on the date of establishment of the Company

Shareholder name	Address at the time of establishment	Capital contribution rate at the time of establishment
Trade Union of Northern Power Corporation	No. 20, Tran Nguyen Han, Ly Thai To Ward, Hoan Kiem District, Hanoi City.	8.0%
Trade Union of Son La Electricity Company	No. 160, 3/2 Street, Quyet Thang Ward, Son La Town, Son La.	5.6%
Binh Minh Investment and Development Joint Stock Company	No. 195, Luong The Vinh Street, Trung Van Commune, Tu Liem District, Hanoi City.	5.4%
Construction Investment And Technology Transfer Joint Stock Company	No. 1079, Hong Ha Street, Chuong Duong Ward, Hoan Kiem District, Hanoi City.	1.0%