



BCC

CHARTER

ORGANIZATION AND OPERATION

**BIÊN HÒA BUILDING MATERIALS PRODUCTION AND
CONSTRUCTION JOINT STOCK COMPANY**

(Amended and supplemented for the 7th time)

Dong Nai, June 2026

TABLE OF CONTENTS

INTRODUCTION	4
CHAPTER I: DEFINITIONS OF TERMS IN THE CHARTER	4
Article 1. Definitions	4
CHAPTER II: NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY	5
Article 2. Name, form, headquarters, branches, representative offices, business locations, and term of operation of the Company	5
Article 3. Legal representative of the Company	6
CHAPTER III: OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY	6
Article 4. Operational objectives of the Company	6
Article 5. Business scope and operations of the Company	7
CHAPTER IV: CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	8
Article 6. Charter capital, shares, founding shareholders	8
Article 7. Share certificates	8
Article 8. Other securities certificates	9
Article 9. Transfer of shares	9
Article 10. Forfeiture of shares	9
CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL	10
Article 11. Organizational structure, governance, and control	10
CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	10
Article 12. Rights of shareholders	10
Article 13. Obligations of shareholders	12
Article 14. General Meeting of Shareholders	13
Article 15. Rights and duties of the General Meeting of Shareholders	15
Article 16. Authorization to attend the General Meeting of Shareholders	15
Article 17. Variation of rights	16
Article 18. Convening meetings, meeting agenda, and notice of the General Meeting of Shareholders	17
Article 19. Conditions for conducting the General Meeting of Shareholders	18
Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders	19
Article 21. Conditions for passing Resolutions of the General Meeting of Shareholders	21
Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders	22
Article 23. Resolution and Minutes of the General Meeting of Shareholders	24
Article 24. Request for cancellation of a resolution of the General Meeting of Shareholders	25
CHAPTER VII: BOARD OF DIRECTORS	26
Article 25. Candidacy and nomination of members of the Board of Directors	26
Article 26. Composition and term of office of members of the Board of Directors	27
Article 27. Rights and obligations of the Board of Directors	27

Article 28. Remuneration, salary, bonuses, and other benefits of members of the Board of Directors	29
Article 29. Chairman of the Board of Directors.....	29
Article 30. Meetings of the Board of Directors	30
Article 31. Sub-committees of the Board of Directors	32
Article 32. Person in charge of corporate governance	32
CHAPTER VIII: GENERAL DIRECTOR AND OTHER EXECUTIVES	33
Article 33. Organization of the management apparatus	33
Article 34. Company executives	33
Article 35. Appointment, dismissal, duties, and powers of the General Director of the Company	34
CHAPTER IX: BOARD OF SUPERVISORS	35
Article 36. Candidacy and nomination of members of the Board of Supervisors (Supervisors).....	35
Article 37. Composition of the Board of Supervisors	35
Article 38. Head of the Board of Supervisors	36
Article 39. Rights and obligations of the Board of Supervisors	36
Article 40. Meetings of the Board of Supervisors	37
Article 41. Salary, remuneration, bonuses, and other benefits of Supervisors	37
CHAPTER X: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES	38
Article 42. Duty of honesty and avoidance of conflicts of interest.....	38
Article 43. Liability for damages and compensation	39
CHAPTER XI: RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY	39
Article 44. Right to inspect books and records	39
CHAPTER XII: EMPLOYEES AND TRADE UNION	40
Article 45. Employees and trade union.....	40
CHAPTER XIII: PROFIT DISTRIBUTION	40
Article 46. Profit distribution	40
CHAPTER XIV: BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM	41
Article 47. Bank accounts	41
Article 48. Fiscal year	41
Article 49. Accounting system	41
CHAPTER XV: FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE RESPONSIBILITIES	42
Article 50. Annual, semi-annual, and quarterly financial statements	42
Article 51. Annual report	42
CHAPTER XVI: AUDITING THE COMPANY	42
Article 52. Audit.....	42
CHAPTER XVII: COMPANY SEAL	43
Article 53. Company seal.....	43
CHAPTER XVIII: DISSOLUTION OF THE COMPANY	43
Article 54. Dissolution of the Company	43
Article 55. Extension of operation	43
Article 56. Liquidation.....	43
CHAPTER XIX: INTERNAL DISPUTE RESOLUTION	44
Article 57. Internal dispute resolution	44
CHAPTER XX: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER	45

Article 58. Company Charter.....	45
CHAPTER XXI: EFFECTIVE DATE	45
Article 59. Effective date.....	45

INTRODUCTION

This Charter was approved pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/ĐHĐCĐ dated June 16, 2026.

CHAPTER I: DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

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

a) The Company or BCC means Bien Hoa Building Materials Production and Construction Joint Stock Company

b) *Charter capital* means the total par value of shares sold or registered for purchase upon the establishment of Bien Hoa Building Materials Production and Construction Joint Stock Company and in accordance with the provisions of Article 6 of this Charter;

c) *Voting capital* means share capital, whereby the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;

d) *Law on Enterprises* means the current Law on Enterprises and its amendments and supplements (if any);

e) *Law on Securities* means the current Law on Securities and its amendments and supplements (if any);

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

g) *Date of establishment* means the date the Company is granted the initial Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);

h) *Company executives* means the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed by the Company's Charter;

i) *Company Manager* means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles as prescribed by the Company's Charter;

j) *Affiliated persons* means individuals and organizations as prescribed by the Law on Enterprises and the Law on Securities;

k) *Shareholder* means an individual or organization owning at least one share of Bien Hoa Building Materials Production and Construction Joint Stock Company;

l) *Founding shareholder* means a shareholder owning at least one ordinary share and signing the list of founding shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company;

m) *Major shareholders* means shareholders owning 5% or more of the voting shares of the Company;

n) *Term of operation* means the duration of the Company's operation as prescribed in Article 2 of this Charter and any extension (if any) approved by the General Meeting of Shareholders of the Company;

o) *The Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

p) *Affiliated enterprises and departments* are dependent accounting units within the organizational structure of the Company.

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

3. The headings (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

CHAPTER II: NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Name of company:

- Name of company in Vietnamese:

**CÔNG TY CỔ PHẦN XÂY DỰNG VÀ SẢN XUẤT
VẬT LIỆU XÂY DỰNG BIÊN HÒA**

- Name of company in English:

**BIEN HOA BUILDING MATERIALS PRODUCTION AND
CONSTRUCTION JOINT STOCK COMPANY**

- Transaction name:

**CÔNG TY CỔ PHẦN XÂY DỰNG VÀ SẢN XUẤT
VẬT LIỆU XÂY DỰNG BIÊN HÒA**

- Abbreviated name of the Company: **BBCC**

2. Bien Hoa Building Materials Production and Construction Joint Stock Company is an independent legal entity; the Company is organized and operates in accordance with the Law on Enterprises and this Charter.

3. The registered headquarters of the Company is:

- Address of head office: K4/79C, Nguyen Tri Phuong, Buu Hoa 3 Quarter,
Bien Hoa Ward, Dong Nai City, Vietnam.

- Telephone: (0251) 3859358

- Fax: (0251) 3859917

- E-mail: congtybbcc@gmail.com

- Website: www.bbcc.com.vn

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

5. Unless terminated before the expiration date as prescribed in Clause 2, Article 54 or extended in accordance with Article 55 of this Charter, the term of operation of the Company is indefinite.

Article 3. Legal representative of the Company

The Company has 2 legal representatives, including:

1. Chairman of the Board of Directors;
2. General Director of the Company.

CHAPTER III: OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Operational objectives of the Company

1. The Company's business lines are:

- Wholesale of other construction materials and installation equipment;
- Construction of road works;
- Agency: building materials agency;
- Wholesale of machinery, equipment, and spare parts for mining and construction;
- Retail of hardware, paint, glass, and other construction materials and installation equipment;
- Manufacture of machinery for producing construction materials;
- Retail of household electrical appliances, beds, wardrobes, tables, chairs, and similar furniture, lamps and lighting sets, and other household goods not elsewhere classified;
- Real estate business, land lease right owned, used, or leased: Real estate business and office rental services, commercial centers;
- Exploitation of stone, sand, gravel, clay;
- Manufacture of concrete and products from concrete, cement, and plaster;
- Road freight transport;
- Cargo handling;
- Motor vehicle rental: rental of motor vehicles, water tanker trucks (with operator);

- Other recreational activities: eco-tourism area business;
- Service activities supporting water transport.
- Construction of residential buildings;
- Construction of non-residential buildings;
- Construction of waterway works;
- Construction of mining works;
- Construction of processing and manufacturing works;
- Construction of other civil engineering works;
- Construction of railway works;
- Construction of power works;
- Construction of water supply and drainage works;
- Construction of telecommunications and information technology works;
- Construction of other public utility works;
- Demolition;
- Site preparation;
- Electrical system installation;
- Installation of water supply and drainage systems, heating and air conditioning systems;
- Installation of other construction systems;
- Completion of construction works;
- Other specialized construction activities;
- Architectural activities and related technical consultancy.

2. Operational objectives of the Company:

- Profitable business, preservation and development of capital of shareholders invested in BBCC, completion of tasks approved by the General Meeting of Shareholders;

- Maximizing the overall operational efficiency of the entire Company, its enterprises, affiliated departments, and associate companies;

- Becoming a leading enterprise in Dong Nai in the field of construction stone exploitation.

3. The Company may conduct any other business activities not prohibited by law and which the Board of Directors deems most beneficial to the Company.

Article 5. Business scope and operations of the Company

The Company is permitted to conduct business activities in accordance with the

business lines registered in this Charter, notify changes in registration content to the business registration authority, and disclose them on the National Business Registration Portal (In case the Company engages in conditional business lines, the Company must meet all business conditions as prescribed by the Law on Investment and relevant specialized laws).

CHAPTER IV: CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Charter capital of the Company is: 469,216,000,000 VND (in words: Four hundred sixty-nine billion, two hundred sixteen million VND).

The total Charter capital of the Company is divided into 46,921,600 shares with a par value of 10,000 VND/share.

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

3. The Company's shares on the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.

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

5. Ordinary shares shall be offered for sale with priority to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise provided by the General Meeting of Shareholders. The number of shares that shareholders do not register to purchase shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current laws.

7. The Company may issue other types of securities in accordance with the law.

Article 7. Share certificates

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

2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the Company's share capital. Except where shares are deposited at the Vietnam Securities Depository, share certificates must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within thirty (30) days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within

two (2) months from the date of full payment for the shares as prescribed in the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner shall not be charged by the Company for the printing costs of the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

a) Information regarding the share certificate that has been lost, damaged, or destroyed in any other form;

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

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company issued shall bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed or registered for trading on The Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred or entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Forfeiture of shares

1. In case a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify the shareholder and has the right to require the shareholder to pay the remaining amount and be responsible for the total par value of the shares registered for purchase regarding the Company's financial obligations arising from such failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven days from the date of sending the notice), but not exceeding 45 (forty-five) days from the date of sending the notice, the place of payment, and the notice must clearly state that in case of failure to pay as required, the unpaid shares shall be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time in case the requirements in the aforementioned notice are not met.

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

5. A shareholder holding forfeited shares must relinquish their status as a

shareholder with respect to those shares, but shall remain responsible for the total par value of the shares registered for purchase regarding the Company's financial obligations arising at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the forced payment of the entire value of the shares at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture shall remain effective even in case of errors or negligence in sending the notice.

CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure, governance, and control

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

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. General Director of the Company.

CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each ordinary share has one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To be given priority to purchase new shares in proportion to the ownership of ordinary shares of each shareholder in the Company;
 - d) To freely transfer their shares to others, except where this Charter provides for restrictions on share transfer, or in accordance with the issuance regulations for each type of share approved by the General Meeting of Shareholders and other relevant provisions of law;
 - e) To review, look up, and extract information regarding the name and contact address in the list of shareholders with voting rights; to request the correction of inaccurate information about themselves;
 - f) To review, look up, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and Resolutions of the General

Meeting of Shareholders;

g) Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their share ownership in the Company;

h) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same type shall grant the owning shareholder equal rights, obligations, and benefits. In case the Company has different types of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

k) To have their legal rights and interests protected; to propose the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

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

2. A shareholder or group of shareholders owning 5% or more of the total number of ordinary shares has the following rights:

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

b) To review, look up, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company. In case a shareholder uses the documents and information accessed, reviewed, looked up, or extracted as mentioned above for purposes other than the initial notification without the Company's consent, causing damage to the reputation or infringing upon the rights and interests of the Company and other shareholders, that shareholder shall be fully responsible before the law and must compensate the Company and other shareholders for the damage to the reputation, rights, and legal interests of the Company and other shareholders in accordance with the law;

c) To request the Board of Supervisors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number of the organization, and address of the head office for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership

percentage in the total number of shares of the Company; the issue to be inspected, and the purpose of the inspection;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 3 working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each type of share owned by the shareholder, and the issue proposed to be included in the meeting agenda;

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

3. A shareholder or group of shareholders owning 10% or more of the total number of ordinary shares has the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more persons as candidates for the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate 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.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay for the subscribed shares in full and on time.

2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except where shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of their contributed share capital contrary to the provisions of this clause, that shareholder and the related persons in the Company shall be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the shares withdrawn and any damages incurred.

3. To comply with the Charter and the internal management regulations of the Company.

4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential the information provided by the Company in accordance with the Charter and the law; to use the provided information only for the purpose of

exercising and protecting their legal rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.

6. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:

- 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 voting ballots to the meeting via mail, fax, or email;
- dd) Sending voting ballots by other means as provided in the Charter.

7. To be personally liable when acting in the name of the Company in any form to perform any of the following acts:

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

8. To fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within 4 months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 6 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Charter, especially the approval of the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Company must invite representatives of the approved auditing organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representatives of the auditing organization are responsible for attending the Company's annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the full signatures of the relevant shareholders, or the written request may be made in multiple copies and compiled with the full signatures of the relevant shareholders; the request to convene the meeting must be accompanied by documents and evidence of violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders;
- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or the Board of Supervisors is as specified in Point b, Clause 3 of this Article, or from the date of receiving the request as specified in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then 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 Law on Enterprises;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises;

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

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) To approve the development orientation of the Company;
- b) To decide on amendments and supplements to the Company's Charter;
- c) To decide on the classes of shares and the total number of shares of each class authorized to be offered;
- d) To elect, dismiss, and remove members of the Board of Directors and Supervisors;
- e) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- f) To approve annual financial statements;
- g) To decide on the reorganization or dissolution of the Company;
- h) To change the business lines and fields;
- i) To decide on the annual dividend rate for each class of shares;
- j) To decide on the repurchase of more than 10% of the total sold shares of each class;
- k) To consider and handle violations by members of the Board of Directors or Supervisors that cause damage to the Company and its shareholders;
- l) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- m) To approve internal management regulations; operating regulations of the Board of Directors and the Board of Supervisors;
- n) To approve the list of independent auditing firms; to decide on the independent auditing firm to perform the inspection of the Company's operations, and to remove the independent auditor when deemed necessary;
- o) Other rights and duties as prescribed by law.

2. All resolutions and issues included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of corporate shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend or participate in the meeting through one of the following forms:

- 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 voting ballots to the meeting via mail, fax, or email;

e) Sending voting ballots by other means as provided in the Company's Charter.

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

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

3. The voting ballot of the person authorized to attend the meeting within the scope of authorization shall remain valid upon the occurrence of any of the following events, except in the following cases:

a) The authorizer is deceased, has limited civil act capacity, or has lost civil act capacity;

b) The authorizer has revoked the authorization appointment;

c) The authorizer has revoked the authority of the person performing the authorization.

This provision shall not apply if the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Variation of rights

1. Any variation or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting.

2. A Resolution of the General Meeting of Shareholders regarding the content that adversely changes the rights and obligations of shareholders holding preference shares shall only be passed if it is approved by shareholders holding 75% or more of the total preference shares of that class attending the meeting, or approved by shareholders holding 75% or more of the total preference shares of that class in the case of passing a resolution by way of written opinion collection.

3. The meeting of shareholders holding a class of preference shares to approve the

variation of rights mentioned above shall only be valid if there are at least 2 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there is an insufficient number of delegates as mentioned above, the meeting shall be reconvened within the next 30 days, and the holders of shares of that class (regardless of the number of people and the number of shares) present in person or through an authorized representative shall be considered as having the required number of delegates. At the meetings of shareholders holding preference shares mentioned above, the holders of shares of that class present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the meetings mentioned above.

4. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

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

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

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

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

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

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

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

e) Determine the time and venue for the meeting;

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

g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all

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

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors or members of the Board of Supervisors;
- c) Voting ballot;
- d) Draft resolution for each issue in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 3 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each class of shares held by the shareholder, and the issue proposed to be included in the agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

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

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of

shareholders attending represents more than 50% of the total voting shares.

2. In case the first meeting does not have a sufficient number of delegates within 30 minutes from the scheduled opening time, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within 30 days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be conducted when there are members attending who are shareholders and authorized representatives representing at least 33% of the voting shares.

3. In case the second meeting is not conducted due to an insufficient number of delegates within 30 minutes from the scheduled opening time, the third General Meeting of Shareholders may be convened within 20 days from the intended date of the second meeting, and in this case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the authority to decide all issues expected to be approved at the first General Meeting of Shareholders.

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

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

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting for, against, or abstaining. At the meeting, the number of cards voting for the resolution shall be collected first, the number of cards voting against the resolution shall be collected later, and finally, the total number of votes for or against shall be counted to make a decision. The meeting shall elect persons responsible for vote counting or supervising vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of corporate shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of the matters already voted on shall not change.

2. The election of the Chairperson, secretary, and vote-counting committee shall be prescribed as follows:

a) The Chairman of the Board of Directors shall act as the chair or authorize another member of the Board of Directors to act as the chair of the General Meeting of Shareholders 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 by majority principle. In case no chair can be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chair from among the attendees, 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 signed the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chair, and the person with the highest number of votes shall chair the meeting;

c) The chair shall appoint one or more persons to act as the meeting secretary;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee at the proposal of the meeting chair.

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

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

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

b) Ensuring safety for all persons present at the meeting venues;

c) Facilitating the attendance (or continued attendance) of shareholders at the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing entry passes or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. To ensure accurate and prompt vote counting, the Company may design and apply information technology solutions with the assurance that shareholders can exercise their choice of voting options for each issue submitted for approval at the meeting. The total number of votes in favor, against, abstaining, or invalid for each issue shall be announced by the chair or requested to be announced by the vote-counting committee immediately after counting the votes for that issue or immediately before closing the meeting.

6. Shareholders or authorized representatives who arrive after the meeting has opened are still entitled to register and have the right to participate in voting immediately after registration; in this case, the validity of the contents already voted upon previously shall not change.

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

a) Requiring all attendees to be subject to inspection or other lawful and reasonable security measures;

b) Requesting competent authorities to maintain order at the meeting; expelling from the General Meeting of Shareholders those who do not comply with the chair's authority, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

8. The chair has the right to postpone the General Meeting of Shareholders that has sufficient registered attendees for a maximum of 3 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

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

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

c) There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and lawfully.

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

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other technological forms as prescribed by law. The Board of Directors shall develop the online meeting format in the Regulations on Corporate Governance to organize the General Meeting of Shareholders based on legal provisions, appropriate technical and technological platforms, and ensure compliance with the basic principles of the General Meeting of Shareholders as prescribed by law.

When organizing the General Meeting of Shareholders via online meeting or a combination of in-person and online, shareholders of the Company, after completing the registration/login procedures for the Company's online meeting link, are considered to be participating in the General Meeting of Shareholders at the main venue of the meeting. Shareholders may attend the General Meeting of Shareholders by telephone or other electronic means, provided that each such shareholder must be able to hear other shareholders present at the meeting and shareholders present must be able to hear or clearly understand what this shareholder is expressing. This form of attendance is considered equivalent to attending in person. In that case, voting shall be conducted in a manner appropriate to the means of information exchange.

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

Shareholders

1. A resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting:

- a) Type of shares and total number of shares of each type;
- b) Change in business lines and sectors;
- c) Change in the Company's management organizational structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganization or dissolution of the Company.

2. Other resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases specified in clause 1, clause 3 of this Article and clause 2 of Article 17, clause 8 of Article 22 of this Charter.

3. Except where the Election Regulations provide otherwise and are approved by the General Meeting of Shareholders, voting to elect members of the Board of Directors and the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholder has the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or Supervisors shall be determined by the number of votes calculated 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 reached. In case there are 2 (two) or more candidates receiving the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made according to the criteria specified in the Election Regulations or the Company Charter.

In case of electing only 1 (one) member of the Board of Directors or 1 (one) member of the Board of Supervisors and there is only 1 (one) candidate, that candidate shall be considered elected if they receive over 50% of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to

pass Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders when deemed necessary for the Company's interest, except for cases specified in points a, b, c, d, đ, e, g of clause 1, Article 15 of this Charter.

2. The Board of Directors must prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution and send them to all shareholders with voting rights at the latest 10 (ten) days before the deadline for returning the opinion collection form. Requirements and methods for sending the opinion collection form and accompanying documents shall be implemented in accordance with the provisions of clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following main contents:

a) Name, address of head office, enterprise identification number;

b) Purpose of opinion collection;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, address of head office for institutional shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the institutional shareholder; number of shares of each type and number of voting shares of the shareholder;

d) Issues requiring opinion collection to pass a decision;

e) Voting options including in favor, against, and abstaining for each issue being consulted;

f) The deadline for sending the completed opinion ballots back to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

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

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

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

c) Opinion ballots sent to the Company after the deadline specified in the content of the opinion ballot, or those that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Opinion ballots not sent to the Company shall be considered as abstentions.

5. The Board of Directors shall count the votes and prepare a vote-counting report

under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote-counting report must contain the following main contents:

- a) Name, address of head office, and enterprise identification number;
- b) Purpose and matters for which opinions are sought to pass a resolution;
- c) Number of shareholders with the total number of voting shares that participated in the voting, distinguishing between valid and invalid voting ballots and the method of sending the voting ballots, accompanied by an appendix of the list of shareholders participating in the voting;
- d) Total number of votes for, against, and abstentions for each matter;
- e) Matters passed and the corresponding voting rate for approval;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote-counting report; and shall be jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

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

7. Completed opinion ballots, the vote-counting report, the passed resolution, and related documents attached to the opinion ballot must all be kept at the Company's head office.

8. A resolution is passed by way of collecting shareholders' written opinions if it is approved by shareholders owning over 50% of the total voting shares of all shareholders with voting rights, and it shall have the same validity as a resolution passed at a General Meeting of Shareholders.

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

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

- a) Name, address of head office, and enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General

Meeting of Shareholders regarding each matter in the meeting agenda;

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

g) Total number of voting shares for each voting matter, clearly stating the voting method, total number of valid, invalid, for, against, and abstention votes; and the corresponding percentage of the total voting shares of shareholders attending the meeting;

h) Matters passed and the corresponding voting rate for approval;

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

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and a foreign language shall have the same legal validity. In case of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

4. The resolution, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholders' signatures, the power of attorney for meeting attendance, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

Article 24. Request for cancellation of a resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote-counting results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2 Article 12 of this Charter has the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order, procedures for convening the meeting, and the decision-making of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 4 Article 21 of this Charter.

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

CHAPTER VII: BOARD OF DIRECTORS

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

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

- a) Full name, date of birth;
- b) Qualification;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and related parties of the Company;
- f) Other information (if any);
- g) The Company is responsible for disclosing information about companies where the candidate currently holds the position of member of the Board of Directors, other management positions, and the candidate's interests related to the Company (if any).

2. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate 1 candidate; from 20% to less than 30% has the right to nominate a maximum of 2 candidates; from 30% to less than 40% has the right to nominate a maximum of 3 candidates; from 40% to less than 50% has the right to nominate a maximum of 4 candidates; from 50% to less than 60% has the right to nominate a maximum of 5 candidates; from 60% to less than 70% has the right to nominate a maximum of 6 candidates; from 70% to less than 80% has the right to nominate a maximum of 7 candidates; and from 80% to less than 90% has the right to nominate a maximum of 8 candidates.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by the Company's Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Regulations on Corporate

Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

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

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

1. The number of members of the Board of Directors is 5 persons.

2. The term of office of a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

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

The structure of the Board of Directors of the Company must ensure there is at least 1 (one) non-executive member. The Company shall limit the number of members of the Board of Directors who concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in the event that he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

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

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and perform the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

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

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

b) To propose the types of shares and the total number of shares of each type authorized to be offered;

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

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

e) To decide on the redemption of shares in accordance with Clause 1 and Clause 2 of Article 133 of the Law on Enterprises;

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

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

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statement of the Company, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other key managers as prescribed by the Company Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint an authorized representative to participate in the Board of Members or the General Meeting of Shareholders in other companies, and to decide on the remuneration and other benefits of such persons;

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

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

l) To approve the program and content of documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect opinions for the General Meeting of Shareholders to pass resolutions;

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

n) To propose the dividend payout ratio; to decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations;

o) To propose the reorganization or dissolution of the Company; to request the

bankruptcy of the Company;

p) To decide on the issuance of the Regulations on the Operation of the Board of Directors and the Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; to decide on the issuance of the Company's Information Disclosure Regulations;

q) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company Charter.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with current laws.

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

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

2. Members of the Board of Directors are entitled to salaries, remuneration for work, and bonuses. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working in sub-committees of the Board of Directors, or performing other tasks that the Board of Directors deems to be outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

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

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include coverage for the responsibilities of members of the Board of Directors related to violations of the law and the Company Charter.

Article 29. Chairman of the Board of Directors

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

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

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

- a) To prepare the program and activity plan of the Board of Directors;
- b) To prepare the program, content, and documents for meetings; to convene and chair meetings of the Board of Directors;
- c) To organize the passing of resolutions and decisions of the Board of Directors;
- d) To supervise the organization and implementation of resolutions and decisions of the Board of Directors;
- e) To chair the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving administrative handling measures at a compulsory detoxification center or compulsory education institution, has fled from his/her place of residence, has limited or lost civil act capacity, has difficulty in cognition and behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 (seven) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number or percentage of votes, the members shall elect by majority principle to choose 1 (one) person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least 1 (one) time per quarter and may hold extraordinary meetings.

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

- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least 5 (five) other managers;
- c) At the request of at least 2 (two) members of the Board of Directors.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 (seven) working days from the date of receiving the request specified in Clause 3 of this Article. In case the Chairman of the Board of Directors fails to convene the meeting as requested, he/she shall be responsible for any damages incurred by the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting shall send a meeting invitation notice at least 3 (three) working days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and voting ballots for members.

The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Company's Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the meeting invitation notice and accompanying documents to the Supervisors in the same manner as for members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. In case the meeting convened according to this clause does not have enough members present as prescribed, it shall be convened for the second time within 7 (seven) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be 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 and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other

electronic forms;

- d) Sending a voting ballot to the meeting via mail, fax, or email;
- e) Sending a voting ballot by other means.

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 1 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present; in case of a tie, the final decision shall belong to the side with the vote of the Chairman of the Board of Directors.

13. A resolution in the form of written consultation is passed based on the approval of a majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed by members of the Board of Directors at a meeting convened and organized in the customary manner.

Article 31. Sub-committees of the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 3 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only effective when approved by a majority of the members attending and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter and the Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 1 (one) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance shall not concurrently work for

an approved auditing organization that is auditing the Company's financial statements.

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

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

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

c) Advising on meeting procedures;

d) Attending meetings;

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

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

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

h) Acting as the contact point with interested parties;

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

j) Other rights and obligations as prescribed by law.

CHAPTER VIII: GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

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

Article 34. Company executives

1. Company executives include the General Director, Deputy General Directors, and the Chief Accountant of the Company.

2. Upon the proposal of the General Director and with the approval of the Board

of Directors, the Company may recruit other executives with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors. Company executives must be responsible for supporting the Company in achieving the objectives set out in its operations and organization.

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

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

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

1. The Board of Directors shall appoint 1 member of the Board of Directors or hire another person as the General Director of the Company.

2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 5 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

a) Deciding on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b) Organizing the implementation of resolutions and decisions of the Board of Directors;

c) Organizing the implementation of the Company's business plans and investment schemes;

d) Proposing the organizational structure and internal management regulations of the Company;

e) Appointing, dismissing, and removing management titles in the Company, except for titles under the authority of the Board of Directors;

f) Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g) Recruiting employees;

h) Proposing plans for dividend payment or handling of business losses;

i) Other rights and obligations as prescribed by law.

5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting agree, and appoint a new General Director as a replacement.

CHAPTER IX: BOARD OF SUPERVISORS

Article 36. Candidacy and nomination of members of the Board of Supervisors (Supervisors)

1. The candidacy and nomination of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter.

2. A shareholder or group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Supervisors in accordance with the Law on Enterprises and the Company's Charter. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares has the right to nominate 1 (one) candidate; from 30% to less than 50% may nominate a maximum of 2 (two) candidates; from 50% or more may nominate a maximum of 3 (three) candidates.

3. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect Supervisors in accordance with the law.

Article 37. Composition of the Board of Supervisors

1. The number of Supervisors of the Company is 3. The term of office of a member of the Board of Supervisors shall not exceed 5 years and may be re-elected for an unlimited number of terms.

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

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

b) Being a member or employee of an independent audit firm performing the audit of the Company's financial statements in the 3 consecutive years immediately preceding.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) Submitting a resignation letter which is accepted.

4. A member of the Board of Supervisors shall be removed in the following cases:

- a) Failing to complete assigned tasks or duties;
- b) Failing to exercise their rights and obligations for 6 consecutive months, except in cases of force majeure;
- c) Committing multiple or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
- d) Other cases as per the Resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business operations.

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

- a) Convening meetings of the Board of Supervisors;
- b) Requesting the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) Preparing and signing reports of the Board of Supervisors on the Company's business results, the performance of the Board of Directors and the General Director after consulting with the Board of Directors, and the self-assessment report on the performance of the Board of Supervisors and its members to submit to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Board of Supervisors

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

- 1. Proposing and recommending the General Meeting of Shareholders to approve the list of audit firms accepted to audit the Company's financial statements; deciding on the audit firm accepted to inspect the Company's operations, and removing the accepted auditor when deemed necessary.
- 2. Being responsible to shareholders for its supervisory activities.
- 3. Supervising the Company's financial status and the compliance with the law in the operations of members of the Board of Directors, the General Director, and other managers.
- 4. Ensuring coordination with the Board of Directors, the General Director, and shareholders.
- 5. In case of detecting any violation of the law or the Company's Charter by

members of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to terminate the violation and implement measures to remedy the consequences.

6. Developing the Regulations on Operation of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.

7. Reporting at the General Meeting of Shareholders in accordance with current legal regulations.

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

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

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

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of its members in attendance. Minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The minute-taker and the Supervisors attending the meeting must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the accepted audit firm to attend and answer questions that need clarification.

Article 41. Salary, remuneration, bonuses, and other benefits of Supervisors

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

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

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

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

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the responsibility to perform their duties, including duties as members of sub-committees of the Board of Directors, honestly and prudently for the benefit of the Company.

Article 42. Duty of honesty and avoidance of conflicts of interest

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

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons shall only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company with over 50% of the Charter capital, and themselves or their affiliated persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these Resolutions in accordance with Law on Securities on information disclosure.

4. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their affiliated persons as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons shall not use or disclose internal information to others to perform related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations affiliated with these persons shall not be void in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other executive have been reported to the Board of Directors and approved by the Board of Directors with a majority of votes of the members of the Board of Directors who have no related interests;

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

Article 43. Liability for damages and compensation

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

2. The Company shall indemnify persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if that person has been or is a member of the Board of Directors, member of the Board of Supervisors, General Director, other executive, employee, or representative authorized by the Company, has been performing duties under the Company's authorization, acting honestly and prudently for the benefit of the Company in compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Indemnification costs include judgment costs, fines, and amounts actually incurred (including legal fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification liabilities.

CHAPTER XI: RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 44. Right to inspect books and records

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

a) Ordinary shareholders have the right to examine, inspect, and extract information regarding their names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; examine, inspect, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders owning 5% or more of the total ordinary shares has the right to examine, inspect, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial

statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, they must attach the power of attorney of the shareholder or group of shareholders that they represent or a notarized copy of this power of attorney.

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

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

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

CHAPTER XII: EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

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

2. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with mass organizations in accordance with best standards, practices, and management policies, the practices and policies specified in this Charter, the Company's regulations, and current legal provisions.

CHAPTER XIII: PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders decides the dividend payment rate and the form of annual dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is

the body that executes this decision.

4. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in VND. Payment may be made directly or through banks based on bank account details provided by shareholders. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be held liable for the amount the Company has transferred to this shareholder. Dividend payments for shares listed/registered for trading at The Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

The Board of Directors may decide to pay interim cash dividends to shareholders based on the annual dividend plan approved by the General Meeting of Shareholders and the actual production and business situation and results of the Company.

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

CHAPTER XIV: BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank accounts

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. With the prior approval of the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law.

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

Article 48. Fiscal year

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

Article 49. Accounting system

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by the competent authority.

2. The Company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses VND as the accounting currency. In case the Company has economic transactions occurring mainly in a foreign currency, it may choose that foreign currency as its accounting currency, shall be responsible for such choice before the law, and shall notify the direct tax management agency.

CHAPTER XV: FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE RESPONSIBILITIES

Article 50. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company discloses the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state authority.

2. Annual financial statements must include full reports, appendices, and notes in accordance with the law on enterprise accounting. The annual financial statements must reflect the Company's operational situation in a truthful and objective manner.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state authority.

Article 51. Annual report

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

CHAPTER XVI: AUDITING THE COMPANY

Article 52. Audit

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to decide on the selection of one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders, is entitled to receive notices and other information related to the General Meeting of Shareholders, and is entitled to express opinions at the meeting on matters related to the audit of the Company's financial statements.

CHAPTER XVII: COMPANY SEAL

Article 53. Company seal

1. The seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director use and manage the seal in accordance with current legal provisions.

CHAPTER XVIII: DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) The operational duration stated in the Company Charter expires without a decision on extension;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) The Enterprise Registration Certificate is revoked, except in cases where the Law on Tax Administration provides otherwise;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company before the expiration of its duration (including any extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This decision on dissolution must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 55. Extension of operation

1. The Board of Directors shall convene the General Meeting of Shareholders at least 7 (seven) months before the expiration of the operation duration so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operation duration shall be extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

Article 56. Liquidation

1. At least 6 (six) months before the end of the Company's operation duration or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 3 (three) members, of which 2 (two) members are appointed by the General Meeting of Shareholders and 1 (one) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All

costs related to liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

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

- a) Liquidation expenses;
- b) Debts for wages, severance pay, social insurance, and other benefits of employees under the signed collective labor agreement and labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remainder after payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid first.

CHAPTER XIX: INTERNAL DISPUTE RESOLUTION

Article 57. Internal dispute resolution

1. In case of any dispute or complaint arising in relation to the Company's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:

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

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

2. In case a mediation decision is not reached within 6 (six) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or the Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Court costs shall be made in accordance with the Court's judgment.

CHAPTER XX: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 58. Company Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case legal regulations related to the Company's operations are not mentioned in this Charter, or in case new legal regulations differ from the provisions of this Charter, such regulations shall apply to govern the Company's operations.

CHAPTER XXI: EFFECTIVE DATE

Article 59. Effective date

1. This Charter, consisting of 21 chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company on June 16, 2026, and they collectively agreed to the full validity of this Charter.
2. The Charter is made in 5 copies, each having equal validity, and must be kept at the Company's head office.
3. This Charter is the sole and official Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company.
4. Copies or extracts of the Company Charter shall be valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

**OBO. BOARD OF DIRECTORS
CHAIRMAN**



Huỳnh Xuân Đạo