

**SAO MAI VIET INVESTMENT AND
DEVELOPMENT
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 186/2025/CBTT- UNI
"Re: Updating Documents for the 2025
Annual General Meeting of Shareholders 1st"

Ho Chi Minh City, June 18, 2025

**INFORMATION DISCLOSURE ON THE ELECTRONIC INFORMATION
PORTAL OF THE STATE SECURITIES COMMISSION AND THE
STOCK EXCHANGE**

To: - **STATE SECURITIES COMMISSION**
- **HANOI STOCK EXCHANGE**
- **VIETNAM SECURITIES DEPOSITORY AND CLEARING
CORPORATION**

Enterprise name: **SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY**

Securities code: **UNI**

Address: A3.4A12 The Goldview Apartment, 346 Ben Van Don, Ward 01, District 4, Ho
Chi Minh City.

Phone: 0786781977

Website: www.saomaiviet.net

Company Representative: **Ms. VU THI NHU MAI** Position: General Director

Type of information disclosure: ☐ periodic ☐ extraordinary ☐ 24 hours ☐ upon
request

Content of information disclosure: Updating Documents for the 2025 Annual General Meeting of Shareholders 1st.

This information has been disclosed on Sao Mai Viet's website on June 18, 2025, at the link www.saomaiviet.net.

I commit that the contents disclosed above are true and I take full legal responsibility for the disclosed.

Recipients:

- As above;
- Archive at office.

**GENERAL DIRECTOR**
VU THI NHU MAI

PROPOSED WORK PROGRAM

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 08:00 on June 20, 2025 (Friday), expected to last for half a day.

Location: Rex Hotel, Tulip Room, 2nd Floor, East Wing, 141 Nguyen Hue, District 1, Ho Chi Minh City.

No.	Content	Time	Conductor
1	Welcoming guests and shareholders, registration for attendance, verification of shareholder status, and distribution of documents	8h00 – 8h30	Organizing Committee/Shareholder Status Verification Committee
A	OPENING CEREMONY OF THE GENERAL MEETING		
2	Declaration of reasons, introduction of attending delegates	8h30 – 9h00	Organizing Committee
3	Report on shareholder status verification results		Shareholder Status Verification Committee
4	Introduction of the Chairman of the General Meeting		Organizing Committee
5	Chairman nominates the General Meeting Secretary and Vote Counting Committee		Chairman
6	Approval of the General Meeting's working regulations		Presidium
7	Approval of the General Meeting's work program		Presidium
B	MAIN CONTENTS OF THE GENERAL MEETING		
B1	BUSINESS OPERATION REPORT		
8	Summary report on audited financial statements for 2024	9h00 – 9h30	Board of Directors
9	Board of Directors' report on governance and operational integration of the Board of Directors, individual Board members in 2024		Board of Directors
10	Supervisory Board's report on the Company's business results, operational results of the Board of Directors, General Director in 2024.		Supervisory Board
11	Supervisory Board's self-assessment report on operational results in 2024.		Supervisory Board
B2	PROPOSALS FOR SHAREHOLDER APPROVAL		

12	1. Proposal on approving the audited financial statements for 2024, business results for 2024, and profit distribution plan for 2024	9h30 – 10h00	Presidium
13	2. Proposal on approving the remuneration level and other benefits for Board of Directors members, Supervisory Board in 2024 and remuneration payment plan for Board of Directors, Supervisory Board in 2025		
14	3. Proposal on approving business plan targets for 2025 and dividend payout ratio for 2025		
15	4. Proposal on selecting the auditing unit for the 2025 Financial Statements		
16	5. Report on investment cooperation with Kyoritsu Maintenance Vietnam Co., Ltd.		
17	6. Proposal on the use of assets to secure capital loans for Kyoritsu Maintenance Vietnam Co., Ltd.		
18	7. Proposal on 2024 dividend payment		
19	8. Proposal on amending and supplementing the company charter		
20	9. Proposal on electing a new independent Board of Directors member		
21	10. Proposal on dismissing and electing a new Supervisory Board member		
B3	DISCUSSION		
22	Shareholders' opinions and answers to shareholders' contributions	10h00 – 10h30	Presidium
B4	VOTING AND ELECTION		
23	Voting on issues reported and presented at the General Meeting, electing new Board of Directors/Supervisory Board members.	10h50 – 11h15	Chairman
24	Break		Organizing Committee
25	Report on vote counting results, election results of Board of Directors/Supervisory Board members		Vote Counting Committee
C	CLOSING OF THE GENERAL MEETING		
26	Presentation of the Minutes of the 2025 Annual General Meeting of Shareholders	11h15 – 11h30	General Meeting Secretary
27	Voting to approve the Minutes of the 2025 Annual General Meeting of Shareholders		Chairman
28	Declaration of the closing of the General Meeting		Chairman

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



PHAN HONG MY PHUONG

**SAO MAI VIET
INVESTMENT AND
DEVELOPMENT JOINT
STOCK COMPANY**

NO: .../BBH/DHĐCĐ-UNI

DRAFT MINUTES

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City,, 2025

**MINUTE OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
OF SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY**

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Company Name: SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY
Business Registration Number: 0301401291, issued by the Department of Planning and Investment of Ho Chi Minh City, amended for the 31st time on April 17, 2025
Headquarters Address: A3.4A12 The Goldview Apartment, 346 Ben Van Don Street, Ward 01, District 4, Ho Chi Minh City
Organizing the 2025 Annual General Meeting of Shareholders of Sao Mai Viet Investment and Development Joint Stock Company
Time: 8:00 AM, June ____, 2025
Location: Rex Hotel, 141 Nguyen Hue Street, District 1, Ho Chi Minh City

A. PROCEDURAL MATTERS

1. Statement of Purpose

The moderator announced the reason: Pursuant to the Company's Charter and the prevailing laws, the Board of Directors ("BOD") convenes the 2025 Annual General Meeting of Shareholders to approve matters within the authority of the General Meeting of Shareholders ("AGM").

2. Report on Verification of Shareholder Eligibility

Mr./Ms. – Head of the Shareholder Eligibility Verification Committee, reported the results of the verification of shareholders' eligibility to attend the Meeting as of 9:00 AM.

- The total number of shareholders attending in person and through valid proxies is persons, representing shares, accounting for% of the total voting shares (Based on the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders as of May 28, 2025, prepared by the Vietnam Securities Depository and Clearing Corporation).
- According to the Company's Charter, the General Meeting of Shareholders may proceed when the shareholders attending in person or by proxy represent more than 50% of the total voting shares of the Company.

Therefore, the Meeting meets the required conditions to proceed.

3. Introduction of the Presidium

- Ms. Phan Hong My Phuong – Chairwoman of the Board of Directors – Chair of the Meeting
- Ms. Vu Thi Nhu Mai – Member of the Board of Directors cum General Director – Legal Representative
- Ms. Nguyen Thi Le Thanh – Member of the Board of Directors

4. The Chair of the Meeting appointed the Secretaries of the Meeting, and the appointment was approved by the General Meeting of Shareholders with a 100% approval rate. The appointed individuals are as follows:

- Ms. Nguyen Thi Ngoc Thao

5. The Chair of the Meeting nominated the Vote Counting Committee, and the nomination was approved by the General Meeting of Shareholders with a 100% approval rate. The committee members are as follows:

- Mr./Ms. – Head of the Committee
- Mr./Ms. – Member
- Mr./Ms. – Member

6. The Chair of the Meeting presented the proposal for the approval of the Regulations on the organization of the Annual General Meeting of Shareholders and the agenda of the Meeting

- The General Meeting of Shareholders approved the meeting agenda and the Regulations on the organization of the 2025 Annual General Meeting of

Shareholders of Sao Mai Viet Investment and Development Joint Stock Company, with an approval rate of 100%.

- Upon completion of the opening procedures, the Meeting officially commenced according to the agenda and contents previously approved by the General Meeting.

B. MEETING CONTENT

- Ms. Vu Thi Nhu Mai, member of the Board of Directors, presented the matters to be submitted for approval by the General Meeting. The specific items submitted for approval are as follows:

1. Report of the Board of Directors (BOD) on governance and activities of the BOD in 2024;
2. Report of the Supervisory Board (SB) on the Company's business results, activities of the BOD, and the General Director in 2024;
3. Approval of the audited 2024 Financial Statements, 2024 business results, and 2024 profit distribution plan (attached Proposal No. 01/2025/TTr-HĐQT-UNI);
4. Approval of remuneration for the BOD and SB in 2024 and the remuneration plan for 2025 (attached Proposal No. 02/2025/TTr-HĐQT-UNI);
5. Approval of 2025 business plan targets and 2025 dividend distribution rate (attached Proposal No. 03/2025/TTr-HĐQT-UNI);
6. Approval of the selection of the auditing firm for the 2025 financial statements (attached Proposal No. 04/2025/TTr-HĐQT-UNI);
7. Approval of investment cooperation with Kyoritsu Maintenance Vietnam Co., Ltd. (attached Proposal No. 05A/2025/TTr-HĐQT-UNI);
8. Approval of the use of assets as collateral for loan obligations of Kyoritsu Maintenance Vietnam Co., Ltd. (attached Proposal No. 06/2025/TTr-HĐQT-UNI);
9. Approval of 2024 dividend payment (attached Proposal No. 07/2025/TTr-HĐQT-UNI);
10. Approval of the amendments and supplements to the Company's Charter (attached Proposal No. 08/2025/TTr-HĐQT-UNI);
11. Approval of the election of one new independent BOD member for the 2022–2027 term (attached Proposal No. 09/2025/TTr-HĐQT-UNI);

12. Approval of the dismissal and election of one new Supervisory Board member for the 2022–2027 term (attached Proposal No. 10/2025/TTr-HĐQT-UNI).

C. DISCUSSION AND DELIBERATION

The General Meeting listened to the opinions of shareholders and conducted discussions on the matters presented and reported in Section B of these Minutes.

Shareholders attending the Meeting raised the following questions and comments:

- Shareholder asked:
- Shareholder asked:

The Meeting unanimously agreed with the responses provided by the Presidium, and there were no further comments or objections.

D. VOTING AND ANNOUNCEMENT OF VOTING RESULTS

The Head of the Vote Counting Committee updated the verification results of shareholder eligibility and provided instructions on the voting procedures:

- Updated the verification results of shareholder eligibility before conducting the election and voting at 10:00 AM: The number of shareholders and valid proxies attending the Meeting remained unchanged compared to the opening time of the Meeting.
- Provided instructions on the election and voting procedures.

The Meeting proceeded with the voting.

The Vote Counting Committee conducted the vote counting and announced the voting results on the matters submitted for approval in Section B:

- Total voting ballots distributed: ballots, representing shares, accounting for 100% of the total voting shares attending the Meeting.
- Total voting ballots collected: ballots, representing shares, accounting for 100% of the total voting shares attending the Meeting. Among them:
 - Number of valid voting ballots: ballots, representing shares, accounting for 100% of the total voting shares attending the Meeting.
 - Number of invalid voting ballots: ballots, representing shares, accounting for 0% of the total voting shares attending the Meeting.

(The detailed results are presented in the Summary Tables of the Meeting outcomes.)

1. Report of the Board of Directors on governance and activities of the Board in 2024;

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

2. Report of the Supervisory Board on the Company's business results, activities of the Board of Directors, and the General Director in 2024;

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

3. Approval of the audited 2024 Financial Statements, the 2024 business results, and the 2024 profit distribution plan (attached Proposal No. 01/2025/TTr-HDQT-UNI);

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

4. Approval of remuneration payments for the Board of Directors and Supervisory Board in 2024 and the remuneration plan for 2025 (attached Proposal No. 02/2025/TTr-HĐQT-UNI);

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

5. Approval of the 2025 business plan targets and the 2025 dividend distribution rate (attached Proposal No. 03/2025/TTr-HĐQT-UNI);

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

6. Approval of the selection of the auditing firm for the 2025 financial statements (attached Proposal No. 04/2025/TTr-HĐQT-UNI);

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

7. Approval of the investment cooperation with Kyoritsu Maintenance Vietnam Co., Ltd. (attached Proposal No. 05A/2025/TTr-HĐQT-UNI);

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

8. Approval of the use of assets as collateral for the loan from Kyoritsu Maintenance Vietnam Co., Ltd. (attached Proposal No. 06/2025/TTr-HĐQT-UNI);

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

9. Approval of the 2024 dividend payment (attached Proposal No. 07/2025/TTr-HDQT-UNI);

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

10. Approval of amendments and supplements to the Company's Charter (attached Proposal No. 08/2025/TTr-HDQT-UNI);

The voting results are as follows:

- Approval: shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Disapproval: shares, accounting for% of the total voting shares of shareholders attending the Meeting..
- Abstention: shares, accounting for% of the total voting shares of shareholders attending the Meeting.

This item was approved with a rate of% of the total voting shares of the shareholders present.

11. Approval of the election of a new independent member of the Board of Directors for the 2022-2027 term (attached Proposal No. 09/2025/TTr-HĐQT-UNI);

- Elected one new Board member: Ms. NGUYỄN THỊ LIỄU, nominated by the shareholder group: Vũ Duy Bé, Vũ Thanh Thủy, Vũ Thanh Thảo (shareholding ratio: 10.14%) as of May 28, 2025.

Total number of ballots issued: ballots, representing shares, accounting for 100% of the total voting shares of shareholders attending the Meeting.

Total number of ballots collected: ballots, representing shares, accounting for% of the total voting shares of shareholders attending the Meeting. Among them:

- Valid ballots: ballots, representing shares, accounting for % of the total voting shares of shareholders attending the Meeting.
 - Invalid ballots: ballots, representing shares, accounting for % of the total voting shares of shareholders attending the Meeting.
- The voting results for the supplementary election of one member of the Company's Board of Directors for the remaining term 2022-2027 are as follows:

NO.	Candidate Name	Number of Votes	Percentage of Total Votes
1.	Nguyễn Thị Liễu	.....	.....%

- Thus, the General Meeting unanimously approved the supplementary election of one member of the Board of Directors for the remaining term 2022-2027, namely Ms. Nguyễn Thị Liễu.

12. Approval of the dismissal and election of a new member of the Supervisory Board for the 2022-2027 term (attached Proposal No. 10/2025/TTr-HĐQT-UND);

- Dismissal of Supervisory Board member: Ms. Hoàng Thị Nhung, according to her resignation letter dated May 27, 2025;

Total number of ballots issued: ... ballots, representing ... shares, accounting for ...% of the total voting shares of shareholders attending the Meeting.

Total number of ballots collected: ... ballots, representing ... shares, accounting for ...% of the total voting shares of shareholders attending the Meeting. Among them:

- Valid ballots: ballots, representing shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Invalid ballots: ballots, representing shares, accounting for% of the total voting shares of shareholders attending the Meeting.

- The voting results for the dismissal of one member of the Supervisory Board are as follows:

No.	Full Name	Approve	Disapprove	Abstain
1	Hoàng Thị Nhung – Member of the Supervisory Board	..... votes, accounting for .....%	..... votes, accounting for .....%	.....votes, accounting for%

Thus, the General Meeting unanimously approved the dismissal of Supervisory Board member Ms. Hoàng Thị Nhung with a rate of %

- Election of 01 new member of the Supervisory Board: Ms. Nguyen Thi Ngoc Oanh nominated by shareholders Vu Thi Nhu Mai and Vu Thanh Thao (shareholding ratio: 11.32%) on June 17, 2025..

The Ballot Counting Committee announces the results of the election to replace 01 member of the Supervisory Board for the 2022-2027 term

- Total number of ballots issued: ballots, representing shares, accounting for 100% of the total voting shares entitled to attend the General Meeting.

- Total number of ballots collected: ballots, representing shares, accounting for ...% of the total voting shares entitled to attend the General Meeting. Among them:
 - Valid ballots: ballots, representing shares, accounting for% of the total voting shares of shareholders attending the Meeting.
 - Invalid ballots: ballots, representing shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- The vote counting results for the supplementary election of one member of the Supervisory Board of the Company for the remaining term 2022-2027 are as follows

NO.	Candidate Name	Number of Votes	Percentage of Total Votes
1.	Nguyen Thi Ngoc Oanh	.....	.....%

Thus, the General Meeting of Shareholders approved the supplementary election of one member to the Supervisory Board for the remaining term 2022-2027, namely Mrs. Nguyen Thi Ngoc Oanh

E. APPROVAL OF THE MINUTES AND CLOSING OF THE GENERAL MEETING

The minutes and the attached proposals were approved by the General Meeting with a 100% approval rate.

The Chairperson declared the closing of the General Meeting. The meeting ended at 10:30 AM on the same day./.

SECRETARY

(Signature)

CHAIRPERSON

(Signature)



**SAO MAI VIET
INVESTMENT AND
DEVELOPMENT JOINT
STOCK COMPANY**

NO: .../NQ/DHĐCĐ-UNI

DRAFT MINUTES



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City,, 2025

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

**SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK
COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly on June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP detailing the implementation of certain articles of the Securities Law dated December 30, 2020;
- The Charter of Sao Mai Viet Investment and Development Joint Stock Company ("Charter");
- Meeting minutes No. ... /BBH/DHĐCĐ-UNI dated .../.../2025 of the Annual General Meeting of Shareholders of Sao Mai Viet Investment and Development Joint Stock Company ("**Company**");

RESOLUTION

Article 1: Approve the contents of the 2025 Annual General Meeting of Shareholders as follows:

- 1.1 Report of the Board of Directors (BOD) on governance and the operational results of the BOD in 2024;
- 1.2 Report of the Supervisory Board (SB) on the Company's business results, activities of the BOD, and the General Director in 2024;
- 1.3 Approval of the audited financial statements for 2024, the business results of 2024, and the profit distribution plan for 2024 (attached to Proposal No. 01/2025/TTr-BOD-UNI);
- 1.4 Approval of the remuneration payments to the BOD and SB in 2024 and the remuneration plan for 2025 (attached to Proposal No. 02/2025/TTr-BOD-UNI);
- 1.5 Approval of the business plan targets for 2025 and the dividend payout ratio for 2025 (attached to Proposal No. 03/2025/TTr-BOD-UNI);

- 1.6 Approval of the selection of the auditing firm for the 2025 financial statements (attached to Proposal No. 04/2025/TTr-BOD-UNI);
- 1.7 Approval of investment cooperation with Kyoritsu Maintenance Vietnam Co., Ltd. (attached to Proposal No. 05A/2025/TTr-BOD-UNI);
- 1.8 Approval of the use of assets to secure loans for Kyoritsu Maintenance Vietnam Co., Ltd. (attached to Proposal No. 06/2025/TTr-BOD-UNI);
- 1.9 Approval of the dividend payment for 2024 (attached to Proposal No. 07/2025/TTr-BOD-UNI);
- 1.10 Approval of amendments and supplements to the Company's Charter (attached to Proposal No. 08/2025/TTr-BOD-UNI);
- 1.11 Approval of the election of one new independent member of the BOD for the remaining term 2022-2027 (attached to Proposal No. 09/2025/TTr-BOD-UNI);
- 1.12 Approval of the dismissal and election of one new member of the Supervisory Board for the term 2022-2027 (attached to Proposal No. 10/2025/TTr-BOD-UNI);

Article 2: Implementation:

Members of the Board of Directors, the Supervisory Board, the General Director, the Executive Board, and related individuals and departments shall, based on their functions, duties, and authorities, be responsible for organizing and implementing the contents approved and adopted in this Resolution.

Article 3: Effective Date:

This resolution takes effect from the date of signing.

Recipients:

- *Information disclosure department, Company website;*
- *As stated in Article 2;*
- *Archive: Board of Directors Office.*

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON**

(Signature, full name, and seal)

SAO MAI VIET INVESTMENT AND
DEVELOPMENT JOINT STOCK
COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



Ho Chi Minh city, date ... month ... year 2025

REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024 AND PLAN FOR 2025

To: The 2025 Annual General Meeting of Shareholders

Pursuant to the Company's Charter and the Resolution of the 2024 Annual General Meeting of Shareholders dated April 26, 2024, the Board of Directors respectfully reports to the General Meeting on the operational situation of the BOD in 2024 and the plan for 2025 as follows:

I. 2024 OPERATIONAL RESULTS

1.1 BOD Personnel

- The current Board of Directors of the Company consists of 03 members. Specifically, the BOD personnel include:

No.	BOD Member	Position	Date of appointment/Date of cessation as BOD member	
			Date of Appointment	Date of Dismissal
1	Mrs. Phan Hong My Phuong	Chairman	24/03/2022	
2	Ms. Vu Thi Nhu Mai	Member	18/03/2022	
3	Mrs. Nguyen Thi Le Thanh	Member	20/05/2023	

- The Board of Directors operates on the principle of collective leadership, individual accountability, majority decision-making, and exercises rights and obligations in accordance with the Company's Charter, the BOD's operational regulations, and legal provisions. BOD members are assigned specific tasks based on the principle of leveraging each member's strengths, creating collective intellectual strength to fulfill the BOD's responsibilities in the most effective manner as stipulated.

1.2 Guidance on Implementing GMS Resolutions

Implementing the Resolution of the 2024 Annual General Meeting of Shareholders, the Board of Directors has decisively deployed the contents in strict accordance with the Company's Charter, the Internal Regulation on Company Governance, the BOD's Working Regulation, and legal provisions.

The Board of Directors has directed and supervised the operations of the Board of General Directors, promptly resolving arising issues within its authority, creating favorable conditions for the operational management of the Board of General Directors.

The results of implementing the 2024 GMS Resolution are as follows:

- Regarding business production results: Although in 2024, the Viễn Liên high-end residential and seaside villa project was still in the investment phase and had no revenue from real estate business, revenue sources still depended on legal consulting activities for other businesses and were only sufficient to cover the Company's operating expenses. Specifically: Profit after tax, after deducting financial adjustments, was only VND 1,341,501.
- Implementation of the Vien Lien project: Basic completion of legal procedures to be granted 100% clean land area, basic design, EIA, fire prevention and fighting approvals have been secured, and the application for infrastructure construction permits for the project is being finalized.
- Selection of audit firm: On June 6, 2024, the BOD issued a Resolution to select Southern Accounting and Auditing Financial Consulting Service Co., Ltd. (AASCS) to review the semi-annual financial statements and audit the 2024 financial statements of the Company.
- Regarding salaries, remuneration, and other income of BOD, SB, and Company Management in 2024: The BOD unanimously decided not to pay remuneration for 2024.
- Regarding dividends: Due to no revenue from the Viễn Liên high-end residential and seaside villa project in 2024, and the Company's revenue being from consulting, the BOD unanimously decided not to pay dividends for 2024.
- Regarding charter capital increase: The BOD has issued resolutions to serve the capital increase dossier submitted to the State Securities Commission (UBCKNN), which has now approved the capital increase and completed the capital increase phase, raising the total charter capital from VND 156,176,320,000 to VND 426,176,320,000.

1.3 Other Activities of the Board of Directors

The Board of Directors successfully chaired and organized the 2024 Annual General Meeting of Shareholders, supervised, and directed information disclosure with the objective of ensuring transparency and accuracy in accordance with regulations.

2024, the Board of Directors held 12 regular and extraordinary direct meetings to promptly review and approve resolutions/decisions related to matters under the BOD's authority; supervised the Board of General Directors in implementing BOD and GMS Resolutions/Decisions; and ensured full information disclosure in accordance with regulations. BOD members have fulfilled their responsibilities as Company managers with a spirit of dedication and responsibility for the Company's work and development, effectively coordinating with the Supervisory Board to ensure the transparency of the Company's operations.

- BOD Resolutions in 2024:

No.	RESOLUTION NUMBER	DATE	CONTENT
1	283/NQ/HĐQT-UNI	28/02/2024	Resolution on Convening the 2024 Annual General Meeting of Shareholders
2	143A/NQ/HĐQT-UNI	19/03/2024	Resolution on Approving the List of Expected Investors for the Company's Private Placement of Shares
3	144A/NQ/HĐQT-UNI	19/03/2024	Resolution on Approving the Company's Private Placement Registration Dossier
4	34A/NQ/HĐQT-UNI	03/04/2024	Resolution on Approving the List of Expected Investors for the Company's Private Placement of Shares
5	35A/NQ/HĐQT-UNI	03/04/2024	<ul style="list-style-type: none">- Approve the investment and development plan for the Vien Lien Residential Area and Seaside Villa Project and the detailed capital utilization plan from the 2023 private placement of shares.- Approve the plan to compensate for the expected capital shortfall from the private placement.- Approve the assignment and authorization to Ms. Vu Thi Nhu Mai – the Company's General Director to be responsible for implementing the investment and development plan for the Phu Quoc Project as stated in Article 1 and other related tasks

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No.	RESOLUTION NUMBER	DATE	CONTENT
6	36A/NQ/HĐQT-UNI	03/04/2024	Resolution on Approving the Company's Private Placement Registration Dossier
7	37A/NQ/HĐQT-UNI	03/04/2024	Resolution on Approving the Implementation of the Private Placement Plan
8	253A/NQ/HĐQT-UNI	25/04/2024	Resolution on Adjusting, Supplementing, and Issuing a Replacement Submission
9	135A/NQ/HĐQT-UNI	13/05/2024	Resolution on Approving the List of Expected Investors for the Company's Private Placement of Shares
10	136A/NQ/HĐQT-UNI	13/05/2024	Resolution on Approving the Implementation of the Private Placement Plan
11	139A/NQ/HĐQT-UNI	13/05/2024	Resolution on Approving the Company's Private Placement Registration Dossier
12	66A/NQ/HĐQT-UNI	06/06/2024	Resolution on Signing the Audit Contract for the 2024 Financial Statements
13	62/NQ/HĐQT-UNI	09/07/2024	Resolution on Approving the Company's Private Placement Registration Dossier
14	289/NQ/2024/HĐQT-UNI	28/08/2024	Resolution on Organizing Written Shareholder Consultation to Approve the Adjustment of the Plan for Using Proceeds from the Private Placement Approved in GMS Resolution No. 264A/NQ/DHĐCĐ-UNI
15	300/NQ/2024/HĐQT-UNI	30/08/2024	Resolution on Organizing Written Shareholder Consultation to Approve the Adjustment of the Plan for Using Proceeds from the Private Placement Approved in GMS Resolution No. 264A/NQ/DHĐCĐ-UNI
16	170A/2024/NQ/HĐQT-UNI	16/09/2024	Resolution on Approving Submission No. 169/2024/TTr-HĐQT-UNI dated 16/09/2024
17	171A/2024/NQ/HĐQT-UNI	16/09/2024	Resolution on Establishing a Task Force to Assist in Counting Votes for Written Shareholder Consultations
18	40A/NQ/HĐQT-UNI	30/09/2024	Resolution on Approving the Plan for Using Proceeds from the Private Placement Approved in GMS Resolution 264A and GMS Resolution 280
19	41A/NQ/HĐQT-UNI	30/09/2024	Resolution on Approving the Implementation of the Private Placement Plan
20	42A/NQ/HĐQT-UNI	30/09/2024	Resolution on Approving the Company's Private Placement Registration Dossier
21	1611A/NQ/HĐQT-UNI	15/11/2024	Resolution on Approving the Company's Private Placement Registration Dossier
22	271A/2024/NQ/HĐQT-UNI	27/11/2024	Resolution on Signing Loan Agreements to Supplement Working Capital for Business Operations
23	213A/NQ/HĐQT-UNI	04/12/2024	Resolution on Approving the Company's Private Placement Registration Dossier

1.4 Assessment of the General Director's and other Executive's Operations

The BOD's oversight of the Company's Executive Board was conducted in strict accordance with the Internal Regulation on Company Governance and the BOD's Operational Regulation. The BOD's oversight of the Executive Board was carried out through various forms such as: organizing meetings chaired by the BOD, participating in regular meetings organized by the General Director, and reviewing reports from the General Director.

Through oversight activities, it was found that:

- In 2024, the General Director organized and managed the Company's business activities in accordance with duties and powers as stipulated by law, the Company's Charter, internal management regulations, and fully implemented all Resolutions and Decisions of the BOD. The General Director fully provided information and created conditions for the Supervisory Board to access and inspect the Company's financial situation and other activities;
- The Executive Board maintained a good schedule of monthly and quarterly meetings to summarize, evaluate, and learn from experience to adjust management and production solutions flexibly and efficiently.
- With the achieved results in finalizing project legal procedures and seeking business opportunities to compensate for enterprise expenses during the project investment period, the BOD highly appreciates the Executive Board's management work in 2024.

II. 2025 WORK PLAN

In 2025, implementing the Resolution of the General Meeting of Shareholders (written shareholder opinion) No. 273B/2025/NQ/ĐHĐCĐ-UNI dated March 27, 2025, regarding investment cooperation with Kyoritsu Maintenance Vietnam Co., Ltd., Sao Mai Viet Company has signed a Confidentiality Agreement concerning the cooperation between the two companies.

Implementing the resolution of the General Meeting of Shareholders (written shareholder opinion) No. 273C/2025/NQ/ĐHĐCĐ-UNI dated March 27, 2025, the Board of Directors has issued Resolution No. 205/2025/NQ/HDQT-UNI dated May 20, 2025, on using assets to mortgage and secure a loan for Kyoritsu Maintenance Vietnam Co., Ltd.

Building on the highlights in the 2024 operational results, 2025 is identified as a crucial year for the Company to overcome current difficulties and build a foundation for the upcoming stable development phase.

In 2025, the Board of Directors sets out the following tasks:

- Successfully organize the 2025 Annual General Meeting of Shareholders;
- Continue to innovate and enhance the effectiveness of corporate governance, direct



and coordinate with the Board of General Directors to successfully implement the 2025 business plan with targets approved by the GMS at the Meeting;

- Continue to research and arrange the organizational structure to focus on management, be flexible in organizing production, optimize cost usage, and exploit human resources, increasing efficiency and labor productivity.

- Direct, coordinate with, and supervise the General Director to effectively perform the following tasks:

- + Regarding development orientation: Increase the total investment for the Viễn Liên Residential Area and High-End Seaside Villa project to approximately VND 2,100 billion. Continue to call for investors to increase capital for the Viễn Liên project. Complete the issuance of infrastructure construction permits for the entire Viễn Liên high-end residential and seaside villa project, deploy a complete and synchronized technical infrastructure system, build apartment and villa areas, and hand over resettlement land plots to residents to stabilize their lives. Bring major revenue to the enterprise from the Company's real estate business activities.

- + Continue to accelerate the completion and supplementation of internal management regulations to enhance the effectiveness of governance and operation. Finalize human resource management mechanisms and policies, competitive compensation to develop a team of high-quality managers, experts, and engineers, meeting business production needs in the new phase;

- + Successfully organize the implementation of the 2025 Business Production Plan according to the set targets for revenue, profit, etc...

This is the BOD's report on the 2024 operational results and the directions and tasks for 2025.

Sincerely thank you./.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- As addressed above;
- BOD members, SB;
- (post on website);
- File: Office, BOD.

PHAN HONG MY PHUONG

No.: 05A/2025/TTr-HĐQT

Ho Chi Minh City, day 17 month 06 year 2025

SUBMISSION

(Regarding the approval of investment cooperation with Kyoritsu Maintenance Vietnam Co., Ltd.)

To: 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;
- Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government promulgating detailed regulations on the implementation of a number of articles of the Law on Securities, effective from January 1, 2021;
- Circular No. 116/2020/TT-BTC of the Ministry of Finance issued on December 31, 2020 guiding a number of articles on corporate governance applicable to public companies;
- Charter of Sao Mai Viet Investment and Development Joint Stock Company ("**Charter**");
- Based on the business performance of the Company;

The Board of Directors ("BOD") respectfully presents to the General Meeting of Shareholders ("GMS") for consideration and approval of the following issues:

Approval of the investment cooperation policy between Sao Mai Viet Investment and Development Joint Stock Company and Kyoritsu Maintenance Vietnam Co., Ltd.

On the basis, Kyoritsu Maintenance Vietnam Co., Ltd. ("**Kyoritsu Company**"), Kyoritsu Company is the legal investor of the Project of Office combined with tourist apartments - The One Tower at land plot No. 163, map sheet No. 4, 2/9 Street, Binh Hien Ward, Hai Chau District, Da Nang City ("**Project**") according to the Certificate of Land Use Rights No. V571610, issued by the People's Committee of Da Nang City on October 22, 2002. Scale: 1,853.25 m2, the Project includes a 25-storey building and 03 basements.

Therefore, the Board of Directors respectfully submits to the General Meeting of



Shareholders for approval of the following **two cooperation methods**:

Option 1:

Implement the Resolution of the General Meeting of Shareholders (collecting shareholders' opinions in writing) No. 273B/2025/NQ/DHĐCĐ-UNI dated March 27, 2025 on investment cooperation with Kyoritsu Maintenance Vietnam Co., Ltd. Sao Mai Viet Company has signed an Information Confidentiality Agreement on cooperation between the two Companies. During the negotiation process, Kyoritsu Company proposed an additional option: Sao Mai Viet Company will not contribute capital to Kyoritsu Company, but Sao Mai Viet Company will use assets to secure the loan for Kyoritsu Company to borrow capital from the Bank for a period of about 05 years or maybe sooner. After this period, Kyoritsu Company will release the mortgage to return the assets to Sao Mai Viet Company. On that basis, Kyoritsu Company allows Sao Mai Viet Company to exclusively consult on product development and distribute a certain number of products of the Office and Tourist Apartment Project - The One Tower invested by Kyoritsu Company.

Accordingly, the Board of Directors submitted to the General Meeting of Shareholders for agreement in principle and approval of the plan for Sao Mai Viet Company to sign a cooperation contract with Kyoritsu Company so that Sao Mai Viet Company can exclusively consult on product development and distribute a certain number of products of the Office and Tourist Apartment Project - The One Tower invested by Kyoritsu Company.

Option 2:

1. Agree on the policy and approve the plans for Sao Mai Viet Company to cooperate with Kyoritsu Company and/or the Parent Company, Affiliated Company of Kyoritsu Company to contribute capital/purchase shares/repurchase capital contributions, acquire the Company, form joint ventures, cooperate, etc. to carry out real estate business activities in the registered fields as prescribed by law.
2. The ratio of capital contribution/purchase shares/repurchase capital contributions: all or part of the charter capital of Kyoritsu Company and/or the Parent Company, Affiliated Company of Kyoritsu Company depends on the agreement with the relevant parties and within the maximum scope prescribed by law.
3. Purchase price: According to the agreement based on the assessment of the current status of the enterprise, agreement with related parties.
4. Transaction value, investment value, capital contribution, cooperation, ... from 35% or more compared to the total assets of Sao Mai Viet Company recorded in the most recent audited

financial report.

5. Assign/authorize the Board of Directors to have full authority to decide and organize the implementation of cooperation with Kyoritsu Company to contribute capital/purchase shares/repurchase capital contributions, repurchase the Company, joint venture, cooperation, ... to carry out real estate business activities. Organize the implementation of detailed plans and report to the General Meeting of Shareholders at the most recent annual meeting. The Board of Directors has full authority to negotiate with relevant parties, work, discuss, agree with competent state agencies and decide on issues related to all cooperation transactions with Kyoritsu Company and/or Parent Company, Affiliated Company of Kyoritsu Company.

Authorize the Board of Directors to negotiate, negotiate, select and decide on one or both of the above cooperation options to ensure optimal efficiency for each party's business operations and optimize profits for Sao Mai Viet Company from the above cooperation. Organize the implementation of detailed plans and report to the General Meeting of Shareholders at the nearest annual meeting. During the implementation process, the Board of Directors is allowed to decide on the contents within the scope of assigned tasks and is assigned, decentralized, and assigned to the General Director - legal representative, other individuals in the Company to perform the above tasks.

This report replaces Report No. 05/2025/TTr-HĐQT-UNI on approving investment cooperation with Kyoritsu Maintenance Vietnam Co., Ltd. dated May 30, 2025 of the Board of Directors.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

Recipient:

- As directed;;
- Save file.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS**



PHAN HONG MY PHUONG



THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City,, 2025

DRAFT MINUTES

BALLOT COUNTING MINUTES FOR ELECTION VOTING

Today, at ... o'clock on the ... day of ..., ..., at the Rex Hotel, address: 114 Nguyễn Huệ Street, Bến Nghé Ward, District 1, Ho Chi Minh City, our Ballot Counting Committee consists of:

1. Mr./Ms:..... - Head of the Committee
2. Mr./Ms:..... - Member
3. Mr./Ms:..... - Member

The Ballot Counting Committee worked diligently, honestly, and in accordance with regulations, and hereby reports the voting results on the following matters:

1. Approval of the election of one new independent member of the Board of Directors for the 2022–2027 term

- Election of one new member of the Board of Directors: Ms. Nguyễn Thị Liễu, nominated by the group of shareholders: Vũ Duy Bé, Vũ Thanh Thủy, and Vũ Thanh Thảo (holding 10.14% of the total shares), on May 28, 2025.

Total number of ballots issued: ballots, representing shares, accounting for 100% of the total voting shares entitled to attend the General Meeting.



Total number of ballots collected: ballots, representing shares, accounting for ...% of the total voting shares entitled to attend the General Meeting. Details as follows:

- Valid ballots: ... ballots, representing ... shares, accounting for ...% of the total voting shares entitled to attend the General Meeting.
 - Invalid ballots: ... ballots, representing ... shares, accounting for ...% of the total voting shares entitled to attend the General Meeting.
- The ballot counting results for the election of one additional member to the Company's Board of Directors for the remaining term 2022–2027 are as follows:

NO.	Candidate Name	Number of Votes	Percentage of Total Votes
1.	Nguyen Thi Lieu	.....	.....%

- Accordingly, the General Meeting unanimously approved the election of one additional member to the Board of Directors for the remaining term 2022–2027, namely Ms. Nguyễn Thị Liễu.

2. Approval of the dismissal and election of one new member of the Supervisory Board

- Dismissal of Supervisory Board member: Ms. Hoàng Thị Nhung, according to her resignation letter dated May 27, 2025;

Total number of ballots issued: ... ballots, representing ... shares, accounting for ...% of the total voting shares entitled to attend the General Meeting.

Total number of ballots collected: ... ballots, representing ... shares, accounting for ...% of the total voting shares entitled to attend the General Meeting. Of which:

- Valid ballots: ballots, representing shares, accounting for% of the total voting shares entitled to attend the General Meeting.
- Invalid ballots: ballots, representing shares, accounting for% of the total voting shares entitled to attend the General Meeting.

- The vote counting results for the dismissal of one member of the Supervisory Board are as follows:

No.	Full Name	Approve	Disapprove	Abstain
1	Hoang Thi Nhung – Member of the Supervisory Board	..... votes, accounting for .....%	..... votes, accounting for .....%	.....votes, accounting for%

Thus, the General Meeting unanimously approved the dismissal of Supervisory Board member Ms. Hoàng Thị Nhung with a rate of %

- Election of one new member of the Supervisory Board: Ms. Nguyen Thi Ngoc Oanh as nominated by shareholders Vũ Thị Như Mai and Vũ Thanh Thảo (holding 11.32% of shares) on June 17, 2025.

The vote counting committee announces the election results for the replacement of one member of the Supervisory Board for the 2022-2027 term

- Total number of ballots issued: ... ballots, representing ... shares, accounting for ...% of the total voting shares of shareholders attending the Meeting.
- Total number of ballots collected: ... ballots, representing ... shares, accounting for ...% of the total voting shares of shareholders attending the Meeting. Among them:

- Valid ballots: ballots, representing shares, accounting for% of the total voting shares of shareholders attending the Meeting.
- Invalid ballots: ballots, representing shares, accounting for% of the total voting shares of shareholders attending the Meeting.



- The vote counting results for the supplementary election of one member of the Supervisory Board of the Company for the remaining term 2022-2027 are as follows:

NO.	Candidate Name	Number of Votes	Percentage of Total Votes
1.	Nguyen Thi Ngoc Oanh	.....	.....%

Thus, the General Meeting of Shareholders approved the supplementary election of one member to the Supervisory Board for the remaining term 2022-2027, namely Ms. Nguyen Thi Ngoc Oanh

The minutes were completed at ... hour ... minutes on the same day and were approved before the General Meeting.

**HEAD OF THE VOTE
COUNTING COMMITTEE**

**MEMBER OF THE VOTE
COUNTING COMMITTEE**

**SAO MAI VIET
INVESTMENT AND
DEVELOPMENT JOINT
STOCK COMPANY**

NO: **NQ/DHĐCĐ-UNI**



DRAFT MINUTES

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City,, 2025

RESOLUTION

(Re: Dismissal and Supplementary Election of Supervisory Board Member for the Remaining Term 2022-2027)

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ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of the Socialist Republic of Vietnam and its guiding documents;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, of the National Assembly of the Socialist Republic of Vietnam and its guiding documents;
- Pursuant to the Charter of Sao Mai Viet Investment and Development Joint Stock Company;
- Pursuant to the Proposal No. 10/2025/TTr-HĐQT-UNI dated 17/06/2025 of the Board of Directors regarding the dismissal and election of a new member of the Supervisory Board for the remaining term 2022–2027;
- Pursuant to the Minutes of the Shareholders' Meeting No./BBH/ĐHĐCĐ-UNI dated/....../2025.

RESOLUTION

Article 1: Approve the dismissal of the Supervisory Board member for the 2022-2027 term as follows:

- Mrs. Hoàng Thị Nhung, according to her resignation letter dated May 27, 2025.

Article 2: Approve the election of 01 additional member to the Supervisory Board for the remaining 2022-2027 term as follows:

Ms. Nguyen Thi Ngoc Oanh (Citizen ID: 079161031506 issued on 10/05/2021 at Department of Police for Administrative Management of Social Order) with an approval rate of%

Article 3: Implementation Clause

- Members of the Supervisory Board shall perform their duties and exercise their rights in accordance with the Company's Charter, the Supervisory Board's Operating Regulations, the Company's internal governance regulations, and other internal company provisions from the effective date of this Resolution.;
- This Resolution is effective from the date of signing. Members of the Board of Directors, the General Director, and related individuals and departments shall, based on their functions, duties, and powers, be responsible for organizing and implementing this Resolution.

Recipients:

- As above;
- Filed at the Office

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN**

PHAN HONG MY PHUONG

**SAO MAI VIET INVESTMENT
AND DEVELOPMENT JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.: 10/2025/TTr-HĐQT-UNI

Ho Chi Minh City, day 17 month 06 year 2025

SUBMISSION

Re: Dismissal and supplementary election of a member of the Supervisory Board for the remaining term 2022 - 2027 Sao Mai Viet Investment and Development Joint Stock Company

To: General Meeting of Shareholders of Sao Mai Viet Investment and Development Joint Stock Company Việt

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of the Socialist Republic of Vietnam and its guiding documents;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, of the National Assembly of the Socialist Republic of Vietnam and its guiding documents;
- Pursuant to the Charter of Sao Mai Viet Investment and Development Joint Stock Company;
- Pursuant to the Resignation Letter from the position of Supervisory Board member for the term 2022 – 2027 by Ms. Hoang Thi Nhung dated May 27, 2025.

The Board of Directors of Sao Mai Viet Investment and Development Joint Stock Company (hereinafter referred to as "**the Company**") respectfully submits the following contents related to the dismissal and supplementary election of a Supervisory Board member for the remaining term 2022 – 2027:

1. Approval of the dismissal of the Supervisory Board member for the following individual:
 - Ms. Hoang Thi Nhung, pursuant to her Resignation Letter from the position of Supervisory Board member dated May 27, 2025
2. Supplementary election of a Supervisory Board member
 - 2.1 Number of supplementary members to be elected to the Company's Supervisory Board: 01 (one) person

- Ms.Nguyen Thi Ngoc Oanh, pursuant to the nomination letter from the shareholder group Vu Thi Nhu Mai, Vu Thanh Thao (shareholding ratio: 11,32%) dated June 17, 2025

2.2 Standards and conditions for candidates for the Company's Supervisory Board:

- Candidates for the Supervisory Board must meet the conditions stipulated in the Enterprise Law 2020, Securities Law 2019, Decree No. 155/2020/ND-CP issued on December 31, 2020, by the Government detailing the implementation of a number of articles of the Securities Law, and the Company's Charter.

2.3. The list of candidates for the supplementary election of Supervisory Board members is compiled from individuals who meet the qualifications and conditions for being a member of the Company's Supervisory Board and have complete dossiers as stipulated in the Election Regulations.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Recipients:

- As above;
- Office Archive.



PHAN HONG MY PHUONG

**SAO MAI VIET INVESTMENT
AND DEVELOPMENT JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, day 17 month 06 year 2025

**APPLICATION FOR NOMINATION
SUPERVISORY BOARD MEMBER**

To: Board of Directors of Sao Mai Viet Investment and Development Joint Stock Company

– Pursuant to Notice No. 285/2025/UNI/TB-HĐQT dated May 28,2025.

Today, day 17 month 06 year 2025,

We, a group of shareholders of Sao Mai Viet Investment and Development Joint Stock Company (hereinafter referred to as "Sao Mai Viet Company"). We voluntarily form a shareholder group owning over 10% of the total ordinary shares of Sao Mai Viet Company for a continuous period of at least six (06) months up to today.

I hereby inform and commit to the Board of Directors of Sao Mai Viet Company as follows:

1. Unanimously nominate the person named below to be elected as a supplementary member of the Supervisory Board for the remaining term 2022 – 2027:

Ms. : **Nguyen Thi Ngoc Oanh**

ID Card No. : 079161031506

Date of Issue : 10/05/2021

Place of Issue : Department of Police for Administrative Management of Social Order

I commit that Ms. Nguyen Thi Ngoc Oanh meets all conditions to be nominated for the position of Supervisory Board member of Sao Mai Viet Company for the remaining term 2022 - 2027 in accordance with relevant legal provisions and the Charter.

2. I enclose herewith the relevant dossier of the candidate prepared in strict accordance with legal provisions and the aforementioned Notice No. 285/2025/UNI/TB-HĐQT.

Information on the Nominating Shareholder/Shareholder Group is as follows:

STT	SHAREHOLDER'S FULL NAME	ID CARD NO./CITIZEN ID/PASSPORT/BUSINESS REGISTRATION NO.	NUMBER OF SHARES HELD CONTINUOUSLY FOR 6 MONTHS UP TO TODAY	OWNERSHIP RATIO (%)
1	VU THI NHU MAI	031177014269	3.446.236	8,09%
2	VU THANH THAO	079300020134	1.377.892	3,23%
Total				11,32%

Documents enclosed with this Nomination Form include:

- Personal information declaration form as per the prescribed template;
- Certified copy of the candidate's ID card/Citizen ID/Passport;

SHAREHOLDER
(Signed, full name)



VU THI NHU MAI

SHAREHOLDER
(Signed, full name)



VU THANH THAO

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY



VOTING CARD FOR SUPERVISORY BOARD MEMBER

-----o0o-----

Full name of shareholder: Code:

Authorized representative of shareholder (If any):

Total shares owned/represented:

Total number of Supervisory Board members to be elected: 01 member

Total votes: [Number of shares] x 1 = x 1 =

No.	Full name of candidate	Number of votes (Choose 1 of the 2 methods below)	
		Vote all votes for one (01) candidate (Mark "x" corresponding to the name of the chosen candidate)	Vote a specific number of votes for each candidate (Write the specific number of votes for the candidate)
1	Nguyen Thi Ngoc Oanh		

(*) In case the Shareholder votes a specific number of votes for candidates, ensure that the total votes for all candidates do not exceed their total number of votes.

Shareholder's (Or authorized representative's)

confirmation signature

(Sign, print full name)



THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

DRAFT

CHARTER

JOINT STOCK COMPANY

SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY

..., date ... month ... year ...



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This Charter was approved by Resolution No. ... of the General Meeting of Shareholders on ... month ... year 2025.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms are construed as follows:

- a) *Charter capital* is the total par value of shares sold or registered to be purchased upon establishment of a joint stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is equity capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
- d) *Law on Securities* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) *Vietnam* is the Socialist Republic of Vietnam;
- f) *Establishment Date* is the date on which the Company is first granted the Business Registration Certificate (Enterprise Registration Certificate and equivalent documents);
- g) *The business operators* are the General Director, Deputy General Director, Chief Accountant and other operators as prescribed in the Company Charter;
- h) *Managers* are person who manage a company, including the Chairman and members of the Board of Directors, the General Director and individuals holding other management positions as prescribed in the Company Charter;
- i) *Related Persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
- j) *Shareholder* is an individual or organization that owns at least one share of a joint stock company;
- k) *Founding shareholder* is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;
- l) *Major Shareholder* is a shareholder specified in Clause 18, Article 4 of the Law on Securities;
- m) *Operation Term* is the period of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;

n) *The Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries..

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

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

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices, Business locations and Term of Operations of the Company

1. Name of the Company

- Name of the Company: **SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY**

- The abbreviated name:

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

3. Company registered office:

- Head office address: A3.4A12 The GoldView Apartment, 346 Ben Van Don Street, Ward 1, District 4, Ho Chi Minh City

- Telephone: 078 678 1977

- Fax:

- Email: saomaiviet.uni@gmail.com

- Website: saomaiviet.net

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

5. Unless the operation is terminated before the deadline specified in Clause 2, Article 54 or the operation is extended according to the provisions in Article 55 of this Charter, the Company's operation term is indefinite from the date of establishment.

Article 3. Legal representative of the Company

The Company has 01 legal representative who is the General Director.

The rights and obligations of the legal representative are prescribed by law and the Company Charter.

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

Article 4. Objectives of the Company

1. Company's business lines:

No.	Industry name	Industry code
1.	Afforestation, forest care and forestry tree nursery Details: Afforestation.	0210
2.	Construction of houses for residence	4101
3.	Construction of houses for non-residential purposes	4102
4.	Construction of railway works	4211
5.	Construction of road works	4212
6.	Construction of other civil engineering works Details: construction of civil and industrial works	4299
7.	Demolition	4311
8.	Site preparation	4312
9.	Building completion	4330
10.	Other specialized construction activities	4390
11.	Other support services related to transportation	5229
12.	Short-term accommodation services Details: Hotel business (not operating at headquarters)	5510

No.	Industry name	Industry code
13.	Financial service support activities not classified elsewhere Details: Investment consulting activities (except financial, accounting, legal consulting).	6619
14.	Real estate business, land use rights owned, used or leased Details: Real estate business. Housing business. House rental for business purposes (kiosks, shopping centers). Infrastructure rental.	6810
15.	Consulting, brokerage, real estate auction, land use rights auction Details: excluding asset auctions	6820
16.	Management consulting activities Details: excluding financial, accounting and legal consulting	7020
17.	Market research and public opinion polling Details: excluding public opinion polling services.	7320
18.	Advertising Details: Commercial advertising services.	7310
19.	Marketing services Specialized design activities Details: interior and exterior decoration construction	7410
20.	Organizing trade introductions and promotions Details: Organizing events, exhibitions, organizing trade introductions and promotions (not use fire or explosion effects; not use explosives, flammable substances, chemicals as props, tools to perform cultural programs, events, movies)	8230

2. The Company's operating objective: becoming a large-scale Company, providing good services to the market, bringing benefits to shareholders.

Article 5. Scope of business and Activities of the Company

The Company is permitted to conduct business activities in the fields specified in this Charter, has registered, notified changes to the registration content to the business registration authority and has announced on the National Business Registration Information Portal. In case the Company conducts business in the field of conditional investment and business, the Company must satisfy all business conditions as prescribed by the Investment Law and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Company's charter capital is **426,176,320,000 VND** (in words: Four hundred twenty six billion, one hundred seventy six million, three hundred twenty thousand VND).

The total charter capital of the Company is divided into **42,617,320** 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 common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are stipulated in Article 12 and Article 13 of this Charter.

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

5. Name, address, number of shares and other information about founding shareholders as prescribed by the Law on Enterprises.

Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders, the number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others on conditions no more 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 manner prescribed in this Charter and current laws.

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

Article 7. Stock certificate

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. Stocks are securities that confirm the legal rights and interests of the owner to a part of the equity capital of the issuing organization. Stocks must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 45 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 45 days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another period as

prescribed by the issuance terms), the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay the Company the cost of printing the share certificate.

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

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

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company must be signed by the legal representative and sealed by the Company.

Article 9. Transfer of shares

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

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

Article 10. Revocation of shares (in case of business registration)

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

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

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

4. The revoked shares are considered shares that are eligible for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under the conditions and methods that the Board of Directors deems appropriate.

5. Cổ Shareholders holding revoked shares must give up their shareholder status with respect to those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of revocation according to the

decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide on the compulsory payment of the entire value of the shares at the time of revocation.

6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation shall remain effective even in the event of errors or negligence in sending the notice.

V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE

Article 11. Organizational, Managerial and Supervisory Structure

The Company's organizational, managerial and supervisory structure includes:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders have the following rights:
 - a) Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or in other forms as prescribed by the Company Charter or the law. Each ordinary share has one vote;
 - b) Receiving dividends at a rate determined by the General Meeting of Shareholders;
 - c) Having priority in purchasing new shares corresponding to the ratio of ordinary shares owned by each shareholder in the Company;
 - d) Freely transferring his/her shares to others, except in the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - e) Reviewing, looking up and extracting information about the name and contact address in the list of shareholders with voting rights; requesting to correct inaccurate information;
 - f) Reviewing, looking up, extracting or photocopying the Company Charter, minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;

g) When the Company is dissolved or bankrupt, receiving a portion of the remaining assets corresponding to the percentage of shares owned in the Company;

h) Requesting the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

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

j) Having full access to periodic information and extraordinary information published by the Company in accordance with the provisions of law;

k) Having their legitimate rights and interests protected; requesting the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;

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

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

a) Requesting 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) Reviewing, looking up, and extracting the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

c) Requesting the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Proposing 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 number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;

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

3. Shareholders or groups of shareholders owning 10% or more of total common shares have the right to nominate people to the Board of Directors and Supervisory Board.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. Paying in full and on time the number of shares committed to be purchased.
2. Not withdrawing capital contributed in common shares from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.
3. Complying with the Company Charter and the Company's Internal Management Regulations.
4. Complying with the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keeping confidential the information provided by the Company in accordance with the provisions of the Company Charter and the law; only using the information provided to exercise and protect one's legitimate rights and interests; strictly prohibiting the dissemination or copying or sending of information provided by the Company to other organizations and individuals.
6. Attending 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 through online conference, electronic voting or other electronic forms;
 - d) Sending voting ballots to the meeting via mail, fax, email;
 - e) Sending voting ballots by [other means] as prescribed in the Company Charter.
7. Be personally responsible when performing one of the following acts in the name of the Company in any form:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying debts that are not due in the face of financial risks to the Company.

8. Fulfilling other obligations as prescribed by current laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet once a year within 04 (four) months from the end of the fiscal year. Unless otherwise provided in the Company Charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the chair attends the meeting and must be in Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially approving the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing organization is responsible for attending the Annual General Meeting of Shareholders of the Company.

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 benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed 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 reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- 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 a General Meeting of Shareholders within 60 (sixty) days from the date the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors remaining as prescribed in Point b,

Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors does not convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene a 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 as prescribed in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed in 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, conducting the meeting and making decisions of the General Meeting of Shareholders.

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 obligations of the General Meeting of Shareholders

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

- a) Approving the development orientation of the Company;
- b) Deciding on the types of shares and the total number of shares of each type that are allowed to be offered for sale; deciding on the annual dividend rate for each type of shares;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- d) Deciding on investing or selling assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial report.
- e) Deciding on amending and supplementing the Company Charter;
- f) Approving the annual financial report;
- g) Deciding on repurchasing more than 10% of the total number of shares sold of each type;
- h) Reviewing and handling violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization and dissolution of the Company;

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- j) Deciding on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- k) Approving the internal governance regulations; the operating regulations of the Board of Directors and the Supervisory Board;
- l) Approving the list of approved auditing companies; decide on the approved auditing company to conduct inspections of the Company's operations, and dismiss approved auditors when deemed necessary;
- m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the Company's business performance, performance of the Board of Directors and the General Director;
- e) Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;
- f) Dividend level for each share of each type;
- g) Number of members of the Board of Directors and Board of Supervisors;
- h) Election, dismissal, removal of members of the Board of Directors and members of the Board of Supervisors;
- i) Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors;
- j) Approval of the list of approved auditing companies; decision on the approved auditing company to conduct inspection of the company's activities when deemed necessary;
- k) Supplement and amend the Company Charter;
- l) Types of shares and number of new shares issued for each type of shares and the transfer of shares by founding members within the first 03 years from the date of establishment;
- m) Division, separation, consolidation, merger or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;

- o) Decision to invest or sell assets with a value of 35% or more of the total value of assets recorded in the Company's most recent Financial Statement;
- p) Decision to repurchase more than 10% of the total number of shares sold of each type;
- q) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial statements;
- r) Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- s) Approving the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, the regulations on the operation of the Board of Supervisors;
- t) Other issues as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of 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 authorization document when registering to attend the meeting. In case of re-authorization, the meeting attendee must also present the original authorization document of the shareholder or the authorized representative of the shareholder being an organization (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 in the event of one of the following cases, except in the following cases:

- a) The authorized person has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorized person has revoked the authorization;

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

This provision shall not apply in the event that 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. Change of rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings shall be similar to those prescribed in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided by the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating 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, agenda and notice of invitation to 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 the extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

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

a) Preparing 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 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date;

b) Preparing the agenda and content of the meeting;

c) Preparing documents for the meeting;

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

e) Determining the time and place of the meeting;

f) Notifying and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks serving the meeting.

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

a) Meeting agenda, documents used in the meeting;

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

c) Voting ballots;

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

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before



the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal prescribed in Clause 4 of this Article if it falls under one of the following cases:

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

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

Article 19. Conditions for holding a General Meeting of Shareholders

1. A General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding the meeting as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

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

1. Before opening the meeting, the Company must carry out the procedure for registering shareholders and must carry out the registration until all shareholders entitled to attend the meeting are present and have registered in the following order:

- a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full

name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of organizational shareholders or authorized persons who arrive after the meeting has opened shall have the right to register immediately and then have the right to participate and vote at the General Meeting immediately after registration. The chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of previously voted contents remains unchanged.

2. The election of the chairman, secretary and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the meeting 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 according to the majority principle. In case no one can be elected as the chairman, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the chairman of the meeting 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 signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall chair the meeting;

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

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

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

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

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

b) Ensuring safety for everyone present at the meeting locations;

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

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and without opinion. The vote counting results are announced by the chairman immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the contents previously voted on shall not change.

7. The person convening or chairing the General Meeting of Shareholders shall have the following rights:

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

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

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

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

b) The means of communication at the meeting location do not ensure that shareholders attending the meeting can participate, discuss and vote;

c) There are attendees who obstruct or disrupt order, posing a risk of making the meeting not be conducted fairly and legally.

9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman to 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 through online meetings, the Company shall be responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated

December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. A resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Change of business lines, occupations and fields;
- c) Change of the Company's management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial statements;
- e) Reorganization or dissolution of the Company;
- f) Other matters as prescribed by the Company's Charter.

2. Resolutions are approved when approved by shareholders holding more than 50% of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total number of shares with voting rights are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.

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

The authority and procedures for obtaining written opinions from shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:

- 1. The Board of Directors shall have the right to obtain written opinions from shareholders to pass all resolutions under the authority of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.
- 2. The Board of Directors shall prepare opinion forms, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning opinion forms. The requirements and methods for sending opinion forms and accompanying documents shall be implemented according to the provisions of Clause 3, Article 18 of this Charter.

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

- a) Name, head office address, enterprise code;
- b) Purpose of opinion collection;
- c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;
- d) Issues requiring opinion collection to pass a decision;
- e) Voting options include approval, disapproval and no opinion on each issue to be voted on;
- f) Deadline for sending the completed ballot to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed ballot to the Company by mail, fax or email according to the following provisions:

- a) In case of sending mail, the completed ballot must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The ballot sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
- b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of counting the votes;
- c) Opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in case of sending by mail and disclosed in case of sending by fax or email are invalid. Opinion forms not sent back are considered as non-voting forms.

5. The Board of Directors shall count the votes and prepare the minutes of the vote counting under the witness of the Supervisory Board or of shareholders who do not hold management positions in the Company. The minutes of the vote counting must have the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose and issues for which opinions must be obtained to pass the resolution;
- c) Number of shareholders with total number of votes participated in the vote, in which the number of valid votes and invalid votes are distinguished and the method of sending the votes, with an appendix listing the shareholders participating in the vote;
- d) Total number of votes in favor, against and abstentions for each issue;

- e) Issues passed and corresponding percentage of votes passed;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

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

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

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

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

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

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

- a) Name, head office address, enterprise code;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the chair and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of shareholders and shareholders' representatives attending the meeting with the number of shares and corresponding number of votes;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding percentage of the total number of votes of shareholders attending the meeting;
- h) Issues approved and corresponding percentage of approved votes;

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

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

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

4. Resolutions, Minutes of the General Meeting of Shareholders, and related documents attached to the meeting invitation must be kept at the Company's head office.

Article 24. Request to annul Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court of Arbitration to review and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

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

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

VII. BOARD OF MANAGEMENT

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

1. In case the candidates for the Board of Management have been determined, the Company must publish 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 Management must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Management. Information related to candidates for the Board of Management to be published includes:

a) Full name, date of birth;

- b) Professional qualifications;
 - 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) as prescribed in the Company Charter;
 - g) Public companies must be responsible for disclosing information about companies where candidates are holding positions as members of the Board of Directors, other management positions and interests related to the company of candidates for the Board of Directors (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprise and the Company Charter.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Regulations on the Board of Directors' operations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.
4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company Charter.

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

1. The number of members of the Board of Directors shall be at least 03 and at most 11.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.
3. The composition of the Board of Directors is as follows:

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of Board members are non-executive members. The company shall limit the number of Board members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

For listed companies, the total number of independent members of the Board of Directors must ensure the following provisions:

a) There must be at least 01 independent member in case the company has 03 to 05 members on the Board of Directors;

b) There must be at least 02 independent members in case the company has 06 to 08 members on the Board of Directors;

c) There must be at least 03 independent members in case the company has 09 to 11 members on the Board of Directors.

4. A member of the Board of Directors shall no longer be 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 the provisions of Article 160 of the Law on Enterprises.

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

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

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations 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) Decide on the strategy, medium-term development plan and annual business plan of the Company;

b) Propose the type of shares and the total number of shares that can be offered for sale of each type;

c) Decide on the sale of unsold shares within the number of shares that can be offered for sale of each type; decide on raising additional capital in other forms;

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

e) Decide on the repurchase of shares in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f) Decide on investment plans and investment projects within the authority and limits prescribed by law;

- g) Decide on solutions for market development, marketing and technology;
- h) Approving 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 Company's most recent financial report, 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, Clauses 1 and 3, Article 167 of the Law on Enterprises.;
- i) Through contracts and transactions to provide loans or guarantees (including the use of assets to secure loans) to related organizations of members of the Board of Directors, Supervisors, General Directors, and other managers where the Company and such organizations are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups;
- j) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies, decide on remuneration and other benefits of those people;
- k) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- l) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution, purchase of shares of other enterprises;
- m) Approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- p) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;
- q) Decide to issue the Board of Directors' operating regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders, and regulations on information disclosure of the Company;
- r) 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 to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

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

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

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

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

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

Article 29. Chairman of the Board of Directors

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

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

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

- a) Prepare the program and plan of activities of the Board of Directors;
- b) Prepare the program, content, and documents for meetings; convene, chair, and preside over meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- e) Chair the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

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

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

Article 30. Meetings of the Board of Directors

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

2. The Board of Directors shall meet at least once a 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 or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;

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

d) Other cases as stipulated in the Company Charter.

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 within 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 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the person requesting shall have the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of meeting at least 03 working days before the meeting date. The notice of meeting must specify the time and location of the meeting, the agenda, issues to be discussed and decided. The notice of meeting must be accompanied by documents used at the meeting and voting ballots of the members.

Notice of meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company Charter and shall be guaranteed to reach 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 convener shall send the meeting notice and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors shall be considered to attend and vote at the meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend the meeting and vote as prescribed in clause 11 of this Article;

c) Attending and voting via online conference, electronic voting or other electronic forms;

d) Sending voting ballots to the meeting via mail, fax, email;

10. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of the members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

13. The meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each member attending the meeting can:

a) Hear each other member of the Board of Directors speaking at the meeting;

b) Speak to all other members attending at the same time. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The meeting location held in accordance with this provision shall be the location where most members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Decisions passed in a telephone meeting are properly organized and conducted, effective immediately upon the end of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

Article 31. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of tasks assigned by the Board of Directors. The number of members of the subcommittee shall be decided by the Board of Directors or in accordance with relevant legal provisions. The activities of the subcommittee must comply with the regulations of the Board of Directors.

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

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance may 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) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
 - b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c) Advise on meeting procedures;
 - d) Attend meetings;
 - e) Advise on procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;
 - f) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and members of the Supervisory Board;
 - g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
 - h) Be the contact point with interested parties;
 - i) Keep information confidential in accordance with the provisions of law and the Company's Charter;
 - j) Other rights and obligations in accordance with the provisions of law and the Company's Charter.

VIII. GENERAL DIRECTOR AND OTHER MANAGERS

Article 33. Organization of management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is 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, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolution or decision of the Board of Directors.

Article 34. Company executives

1. Company executives include the General Director, Deputy General Directors, Chief Accountant and other executives as prescribed in the Company Charter.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations as prescribed by the Board of Directors. The business executive must be responsible for supporting the Company to achieve its objectives in operation and organization.
3. The General Director shall be paid salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The salary of the executive shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, shall be shown as a separate item in the Company's annual financial statements and shall be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
2. The General Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and the law for the implementation of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company's Charter.
4. The General Director has the following rights and obligations:
 - a) Decide on purchase, sale, loan, lending contracts and other contracts and transactions with a value of less than 35% of the total value of assets recorded in the Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders and the Board of Directors as prescribed in the Charter and the Law on Enterprises;
 - b) Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;
 - c) Organize the implementation of resolutions and decisions of the Board of Directors;
 - d) Organize the implementation of the Company's business plan and investment plan;
 - e) Propose the Company's organizational structure and internal management regulations;

- f) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
- g) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
- h) Recruit employees;
- i) Propose plans to pay dividends or handle business losses;
- j) Other rights and obligations as prescribed by law.

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

IX. SUPERVISORY BOARD

Article 36. Nomination and candidacy of members of the Supervisory Board (Supervisors)

1. Nomination and candidacy of members of the Supervisory Board shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of this Charter.
2. In case the number of candidates for the Supervisory Board through nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the provisions of the Company Charter, Internal Regulations on Corporate Governance and Regulations on the Operation of the Supervisory Board. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the provisions of law.

Article 37. Composition of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is 03 people. The term of office of a member of the Board of Supervisors shall not exceed 05 years and may be re-elected for an unlimited number of terms.
2. A member of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:
 - a) Working in the accounting and finance department of the Company;
 - b) Being a member or employee of an independent auditing company that audits the financial statements of the Company in the previous 03 consecutive years.
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 and having it accepted;

c) Other cases as prescribed in this Charter.

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

a) Failure to complete assigned tasks and work;

b) Failure to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeated or serious violations of the obligations of a member of the Board of Supervisors as prescribed in the Law on Enterprises and the Company Charter;

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

Article 38. Head of the Board of Supervisors

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

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

a) Convene meetings of the Supervisory Board;

b) Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Supervisory Board;

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

Article 39. Rights and obligations of the Supervisory Board

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

1. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's Financial Statements;

2. Be responsible to shareholders for its supervisory activities.

3. Monitor the Company's financial situation, compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

4. Ensure coordination of activities with the Board of Directors, the General Director and shareholders.
5. In case of detecting any violation of the law or the Company Charter by a member of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences.
6. Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders in accordance with the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to visit the workplace 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 complete, accurate and timely information and documents on the management, operation and business activities 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 the members of the Board of Supervisors attending the meeting. Minutes of the Board of Supervisors meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities 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 approved auditing organizations to attend and answer questions that need to be clarified.

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

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

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting

of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be paid for meals, accommodation, travel and the cost of using independent consulting services at a reasonable level. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses in accordance with the provisions of the law on corporate income tax and other relevant legal provisions and must be made into a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, General Director and other executive officers are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 42. Responsibility for honesty and avoidance of conflicts of interest

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

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, subsidiaries and other companies in which the public company controls 50% or more of the charter capital with that entity or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities law on information disclosure.

4. A member of the Board of Directors shall not vote on transactions that benefit that member or a related person of that member in accordance with the provisions of the Enterprise Law and the Company Charter.

5. A member of the Board of Directors, a member of the Supervisory Board, the General Director, other managers and related persons of these subjects shall not use or disclose to others internal information to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and individuals and organizations related to these subjects shall not be invalid in the following cases:

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

b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with 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 and responsibilities of honesty and prudence, and fail to fulfill their obligations, shall be liable for damages caused by their violations.

2. The Company shall compensate those who have been, are or may become a party involved in complaints, lawsuits, and prosecutions (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees or representatives authorized by the Company who have performed or are performing tasks authorized by the Company, acted honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.

3. Compensation costs include judgment costs, fines, and payments that arise in practice when resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation responsibilities.

XI. RIGHT TO SEARCH COMPANY RECORDS AND RECORDS

Article 44. Right to search books and records

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

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

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

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, it must be accompanied by a power of attorney from the shareholder and group of shareholders that person represents or a notarized copy of this power of attorney.

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

4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, 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 Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

XII. EMPLOYEES AND TRADE UNIONS

Article 45. Employees and trade unions

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, dismissal, salary, social insurance, welfare, rewards and discipline for employees and business executives.

2. The General Director must plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with the best management standards,

practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained profits.
2. The Company shall not pay interest on dividend payments or payments related to a type of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors shall be the body implementing this decision.
4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange may be made through a securities company 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 adopt a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other issues related to profit distribution shall be implemented in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 47. Bank accounts

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

Article 48. Fiscal year

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 of the same year.

Article 49. Accounting regime

1. The accounting regime used by the Company is the enterprise accounting regime or a special accounting regime issued and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses the Vietnamese Dong as the accounting currency. In case the Company has economic transactions mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax authority.

**XV. FINANCIAL REPORTS, ANNUAL REPORTS AND RESPONSIBILITY
FOR INFORMATION DISCLOSURE****Article 50. Annual, semi-annual and quarterly financial reports**

1. The Company must prepare annual financial reports and the annual financial reports must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial reports in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
2. The annual financial report must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish the reviewed semi-annual financial reports and quarterly financial reports in accordance with the law on information disclosure on the securities market and submit them to the competent state agency.

Article 51. Annual report

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

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor who audits the Company's financial statements shall attend the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. ENTERPRISE SEAL

Article 53. Enterprise seal

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

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a) The term of operation stated in the Company Charter expires without a decision to extend;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) The Certificate of Business Registration is revoked, unless otherwise provided for by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company before the term (including the extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 55. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least 07 months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The term of operation shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders agrees.

Article 56. Liquidation

1. At least 6 months before the end of the Company's term of operation or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 2 members are appointed by the General Meeting of Shareholders and 1 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company before other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that time on, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation costs;
 - b) Debts of wages, severance pay, social insurance and other benefits of employees according to the collective labor agreement and signed labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remaining amount after paying all debts from items (a) to (d) above shall be divided among shareholders. Preferred shares shall be paid first.



XIX. RESOLUTION OF INTERNAL DISPUTES

Article 57. Resolution of internal disputes

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

a) Shareholders and the Company;

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

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

2. In case no conciliation decision is reached within 6 weeks from the start of the conciliation process or if the conciliation mediator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.

3. The parties shall bear the costs related to the negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the Court's decision.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 58. Company Charter

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

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall apply to regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter, consisting of 21 sections and 59 articles, was unanimously approved by the General Meeting of Shareholders of Sao Mai Viet Investment and Development Joint Stock Company on ... month ... year ... at the Annual General Meeting of Shareholders in 2025 and also approved the full validity of this Charter.

2. The Charter is made in 03 copies of equal value and must be kept at the Company's head office.

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

4. Các Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

Legal representative

VU THI NHU MAI