

SONG DA CORPORATION – JOINT STOCK COMPANY
SONG DA 9 JOINT STOCK COMPANY

**CHARTER ON ORGANIZATION AND
OPERATION OF SONG DA 9 JOINT STOCK
COMPANY - 2026**

Hanoi, April 2026

1/1/2026
CĐ
CĐ
/1/1/

Chapter I. DEFINE TERMS IN THE CHARTER	1
Article 1. Interpretation of terms	1
Chapter II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATION, OPERATION TERM AND LEGAL REPRESENTATIVES OF THE COMPANY	2
Article 2. Name, form, head office, branches, representative offices, business locations, operation term of the Company	2
Article 3. Legal representative of the Company	2
Chapter III. TARGETS, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY	3
Article 4. Operation targets of the Company	3
Article 5. Business locations and operating period of the Company	7
Chapter IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	7
Article 6. Charter capital, shares, founding shareholders	7
Article 7. Share certificates	8
Article 8. Other securities certificates	8
Article 9. Transfer of shares	8
Chapter V. ORGANIZATION STRUCTURE, MANAGEMENT AND SUPERVISION	8
Article 10. Organizational structure, management and supervision	9
Chapter VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	9
Article 11. Rights of shareholders	9
Article 12. Obligations of shareholders	11
Article 13. General Meeting of shareholders	12
Article 14. Rights and obligations of the GMS	13
Article 15. Authorizing participation in GMS	15
Article 16. Changes of rights	16
Article 17. Convening, agenda and invitations to the GMS	17
Article 18. Conditions for opening the GMS	18
Article 19: Procedures for carrying out and voting at the GMS	19
Article 20. Approving the resolution of the General Meeting of Shareholders	21
Article 21. Authority and procedures for collection of written opinions of shareholders to pass resolutions of the General Meeting of Shareholders	23
Article 22. Resolutions and minutes of meeting of the GMS	25
Article 23. Requesting cancellation of a resolution of the GMS	26
Chapter VII. THE BOARD OF DIRECTORS	26
Article 24. Nomination and self-nomination of members of the Board of Directors	26
Article 25. Term of office and composition of the Board of Directors	28
Article 26. Right and obligations of the Board of Directors	30
Article 27. Remunerations, bonuses and other benefit of members of the Board of Directors	31
Article 28. President of the Board of Directors	32
Article 29. Meetings of the Board of Directors	33

Article 30. Subcommittees of the Board of Directors	35
Article 31. Person in charge of Company administration	35
Chapter VIII. THE GENERAL DIRECTOR, OTHER EXECUTIVES OF THE COMPANY	36
Article 32. Organization of the management apparatus	36
Article 33. The Company’s executives	36
Article 34. Designation, dismissal, duties and entitlements of the General Director	37
Chapter IX. THE SUPERVISORY BOARD	38
Article 35. Nomination and self – nomination of members of the Supervisory Board ...	38
Article 36. Composition of the Supervisory Board	39
Article 37. Chairman of the Supervisory Board	40
Article 38. Rights and obligations of the Supervisory Board, responsibilities of the Supervisory Board	40
Article 39. Meetings of the Supervisory Board	41
Article 40. Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board	41
Chapter X. RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR AND OTHER EXECUTIVES	42
Article 41. Responsibility for honesty and prevention of conflict of interest	42
Article 42. Responsibility for damage and compensation	43
Chapter XI. RIGHTS TO ACCESS THE COMPANY’S DOCUMENT AND RECORDS	44
Article 43. Rights to access the Company’s document and records	44
Chapter XII. EMPLOYEES AND TRADE UNIONS	45
Article 44. Employees and trade unions	45
Chapter XIII. DISTRIBUTION OF PROFITS	45
Article 45. Distribution of profits	45
Chapter XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME	46
Article 46. Bank accounts	46
Article 47. Fiscal year	46
Article 48. Accounting regime	46
Chapter XV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE	47
Article 49. Annual, half – year and quarterly financial statements	47
Article 50. Annual reports	47
Chapter XVI. AUDIT	47
Article 51. Audit	47
Chapter XVII. THE COMPANY’S SEALS	48
Article 52. The company’s seals	48
Chapter XVIII. DISSOLUTION OF THE COMPANY	48
Article 53. Dissolution of the Company	48
Article 54. Liquidation	48

Chapter XIX. SETTLEMENT OF INTERNAL DISPUTES.....	49
Article 55. Settlement of internal disputes	49
Chapter XX. SUPPLEMENTS AND REVISING THE COMPANY’S CHARTER.....	50
Article 56. Supplements and revising the Company’s charter	50
Chapter XXI. EFFECTIVE DATE	50
Article 57. Effective date.....	50

557
TY
HÂN
ĐÀ
T.P

INTRODUCTION

The Charter was approved by shareholders at General Meetings of Shareholders under the Resolution No. 01/NQ-ĐHĐCĐ dated ..., 2026.

Chapter I. DEFINE TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:
 - a. “Charter capital” means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;
 - b. “Voting capital” means the amount of capital contribution entitling the owner to vote on the matters at the General Meeting of Shareholders;
 - c. “The Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, by the National Assembly, Law No. 76/2025/QH15 dated June 17, 2025 and its amendments and supplements (if any);
 - d. “The Law on Securities” means the Law on Securities No. 54/2019/QH14 ratified by National Assembly on November 26, 2019, Law No. 56/2024/QH15 and its amendments and supplements (if any);
 - e. “Vietnam” means the Socialist Republic of Vietnam;
 - f. “Date of establishment” means the date on which the Company’s first Enterprise Registration is granted;
 - g. “Company directors” or “director” include the General Director, Deputy General Director, chief accountant;
 - h. “Company executives” or “executives” include the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, chief accountant;
 - i. “Related party” means the individual or organizations stipulated in Clause 46 Article 4 of the Securities Law
 - j. “Shareholder” means an individual, organization that owns at least one share of the Stock Company;
 - k. “Major shareholder” means a shareholder who owns 5% or more of the voting shares of an issuing organization;
 - l. “Company” is the Song Da 9 Joint Stock Company;
 - m. “Operating term” is the operating term of the Company as specified in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Company;

- n. “Stock Exchanges” include Vietnam Stock Exchange and its subsidiary companies.
2. In this Charter, references to one or more clauses, regulations, or legal documents shall include any amendments or replacements of such documents.
3. The titles (chapters, articles of this Charter) are meant to facilitate readers and do not affect the contents of the Charter.

**Chapter II. NAME, FORM, HEAD OFFICE, BRANCHES,
REPRESENTATIVE OFFICES, BUSINESS LOCATION, OPERATION
TERM AND LEGAL REPRESENTATIVES OF THE COMPANY**

**Article 2. Name, form, head office, branches, representative offices,
business locations, operation term of the Company**

1. Name of the Company
 - a. Name of the company in Vietnamese: **Công ty cổ phần Sông Đà 9**
 - b. Name of the company in foreign language: **Song Da 9 Joint Stock Company**
 - c. Abbreviated name: **Song Da 9**
 - d. Logo:



2. The Company is a joint stock company with a legal status in accordance with applicable laws and regulations of Vietnam.
3. Registered headquarters of the company:
 - a. Address: **The Song Da 9 Building, at 2 Nguyen Hoang Street, Tu Liem Ward, Hanoi City.**
 - b. Phone number: (84 – 24) 3 7683 746
 - c. Email: contact@songda9.com
 - d. Website: Songda9.com
4. The Company can establish branches and representative offices in business area to achieve the Company's objectives in accordance with the resolution of the Board of Directors and within the scope allowed by law.
5. Unless terminated earlier according to Article 53, the Operation term of the Company is indefinite from the date of establishment.

Article 3. Legal representative of the Company

1. The company has a legal representative who is the General Director.

2. Rights and obligations of the Legal Representative:
 - a. The Legal Representative of the company is an individual representing the company to exercise the rights and obligations arising from the company's transactions, representing the company as the plaintiff, the defendant, the person with relevant rights and obligations before the Arbitration, the Court and other rights and obligations as prescribed by law;
 - b. Exercise the assigned rights and obligations in an honest, careful and best manner to ensure the legitimate interests of the company;
 - c. Loyal to the benefits of the company; do not use information, know-how, business opportunities of the company, do not abuse the status, position and use assets of the company for personal gain or serve the benefits of other organizations and individuals;
 - d. Promptly, fully and accurately notify the company pursuant to Clause 2, Article 164 of the Enterprise Law.
 - e. Other rights and obligations of the Legal Representative.

Chapter III. TARGETS, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Operation targets of the Company

1. The business sector of the Company:

No.	Industry name, business line	Industry code
1.	Wholesale of other installation materials and equipment in construction	4673
2.	Road Freight Transport Details: - Freight transport business by motor vehicle - Freight transport business using four-wheeled motor vehicles	4933
3.	Wholesale of solid, liquid, gaseous fuels and related products Details: Gasoline, grease business	4671
4.	Real estate business, including land use rights owned, used, or leased by the enterprise. Details: Real estate business and office for rent; Investment in construction and business of urban infrastructure and industrial parks;	6810
5.	Construction of dwellings	4101
6.	Construction of non-residential buildings	4102

No.	Industry name, business line	Industry code
7.	Other business support service activities have not been classified anywhere Details: Import and export;	8299
8.	Manufacture of other fabricated metal products have not been classified anywhere (Except for those prohibited by law)	2599
9.	Manufacture of metal structures	2511
10.	Forging, pressing, stamping and roll-forming of metal; powder metallurgy; treatment and coating of metals; machining	2592
11.	Other construction installation	4329
12.	Building completion and finishing	4330
13.	Demolition Details: Accepting construction bidding by drilling and blasting method;	4311
14.	Site preparation Details: Site preparation via drilling and blasting methods on a contract basis	4312
15.	Other mining has not been classified anywhere Details: Mining;	0899
16.	Manufacture of other non-metallic mineral products n.e.c.(Excluding products prohibited by law)	2399
17.	Manufacture of clay building materials	2392
18.	Architectural activities and related technical consultancy Details: Technical design and construction consultancy services; Preparation of bidding documents and bid evaluation; Construction supervision	7110
19.	Maintenance, repair of cars and other motor vehicles	9531
20.	Maintenance and repair of motorcycles and mopeds	9532
21.	Repair and maintenance of machinery and equipment Details: Repair and maintenance of construction machinery	3312
22.	Warehousing and storage of goods	5210
23.	Cargo handling	5224

No.	Industry name, business line	Industry code
24.	<p>Direct support service activities for road transport</p> <p>Details:</p> <ul style="list-style-type: none"> - Activities related to the transportation of passengers, animals or goods by road - Operation of berths, parking lots, cargo loading and arranging points - Management activities of roads, bridge, tunnels, car parking lots or car garages, bicycle and motorbikes parking lots; - Towing, road rescue 	5225
25.	<p>Other support service activities related to transportation</p> <p>Details:</p> <ul style="list-style-type: none"> - Planning, organizing and supporting activities of transportation, warehousing and distribution of goods; - Activities of Air Ticket Agents; - Freight forwarding - Activities of customs clearance agents 	5229
26.	Motorized car for rent	7710
27.	Mining sand, stone, gravel, clay	0810
28.	Production of concrete and products from concrete, cement, plaster	2395
29.	Construction of railways	4211
30.	<p>Construction of other civil engineering works:</p> <ul style="list-style-type: none"> - Construction of civil, industrial, transportation, irrigation, hydroelectric, postal, and technical infrastructure works; power lines and substations. 	4299 (Main)
31.	Construction of water projects	4291
32.	<p>Electricity generation (non-renewable sources).</p> <p>Details: " Electricity production from non-renewable sources; investment in the construction of thermal power plants. "</p>	3511
33.	Electricity generation (renewable – hydropower)	3512

No.	Industry name, business line	Industry code
	Details: "Hydroelectric power generation; investment in the construction of hydroelectric power plants"	
34.	Construction of roads (Main business line)	4212
35.	Electricity transmission and distribution activities Details: - Electricity transmission - Electricity distribution (Excluding national grid transmission and distribution)	3513
36.	(The Company shall conduct conditional business lines only upon satisfaction of all applicable legal requirements.)	Business lines not yet matched with the Vietnam Standard Industrial Classification

2. Operation targets of the Company

- a. The company operates with the goal of maximizing enterprise value, preserving and developing shareholders' capital; improving production and business efficiency, competitiveness, and the company's position in the market.
- b. Organizing production and business activities in accordance with the registered business lines, complying with legal regulations; providing high-quality, safe, and efficient products and services that meet the needs of customers and society.
- c. Building and developing the company towards a modern, professional direction, applying science and technology, promoting digital transformation, improving labor productivity and corporate governance efficiency.
- d. Fulfilling all obligations to the State; ensuring the legitimate rights and interests of shareholders, employees, and stakeholders; building a transparent, fair, stable, and sustainable working environment.

- e. Integrating business activities with social responsibility and environmental protection, and making positive contributions to the socio-economic development of the locality and the country.

Article 5. Business locations and operating period of the Company

The Company is permitted to conduct business activities in accordance with the sectors specified of this Charter, which have been registered, notified of changes in the registration content with the business registration authority, and published on the national enterprise registration portal.

Chapter IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's Charter capital is: VND 342,340,000,000 (Three hundred forty-two billion, three hundred forty million Vietnamese Dong).
The Company's Charter capital is divided into: 34,234,000 shares (thirty-four million, two hundred thirty-four thousand) with a face value of 10,000 VND (Ten thousand VND/shares).
2. The Company can change Charter capital after receiving the approval from the General Meeting of Shareholders and the change in Charter capital must comply with regulations.
3. All shares of the Company on the date of the approval of this Charter shall be common shares. The rights and obligations of shareholders are specified in Articles 11 and 12 of this Charter.
4. The Company may issue preference shares after receiving the approval from the General Meeting of Shareholders and the preference shares issuance must comply with regulations.
5. Name, address, number of shares and other details of the founding shareholders according to the provisions of the Law on Enterprises are stated in Appendix 01 (This Appendix is an integral part of this Charter).
6. The common shares must be offered to existing shareholders in proportion to their corresponding shareholding in the company, unless the General Meeting of Shareholders decides otherwise. Shares not subscribed for by shareholders will be decided upon by the Board of Directors of the company. The Board of Directors may allocate these shares to other parties under conditions and methods deemed appropriate by the Board of Directors, but these shares should not be sold under terms more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders."

Handwritten red stamp on the right margin, partially legible as "S C S C T U L".

7. The Company may repurchase its own shares in any way permitted by the Charter and applicable laws.
8. The Company may issues other types of securities in accordance with law.

Article 7. Share certificates

1. Shareholders of the Company shall be granted with share certificates which specify the number of shares and the type of shares they hold.
2. A share is a type of security that confirms the legal rights and interests of the holder in relation to a portion of the capital stock of a Company. Shares must include all the required content as stipulated in Clause 1, Article 121 of the Enterprise Law.
3. Within two months from the date of submission of the complete application for the transfer of share ownership as prescribed by the Company, or within two months from the date of full payment for the purchase of shares as specified in the Company's share issuance plan, the shareholder shall be issued a share certificate (or another period as stipulated in the issuance terms). Shareholders are not required to pay the Company any printing costs the share certificate.
4. In case a share certificate is lost or damaged, the shareholder shall be granted with a new share certificate by the Company on the shareholder's request. The shareholder's request shall include:
 - a. Information about the lost or damaged share certificate;
 - b. Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

Article 8. Other securities certificates

1. Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives of the Company.

Article 9. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with regulations of law on securities and the securities market.
2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

Chapter V. ORGANIZATION STRUCTURE, MANAGEMENT AND SUPERVISION

Article 10. Organizational structure, management and supervision

Organizational structure, administration and control include:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. Supervisory Board;
4. The General Director.

**Chapter VI. SHAREHOLDERS AND GENERAL MEETING OF
SHAREHOLDERS**

Article 11. Rights of shareholders

1. Common shareholders have the rights to:
 - a. Attend, express opinions in the General Meeting of Shareholders; exercise the right to vote directly or vote by proxy or another method stipulated in the Company's Charter and law. Each ordinary share has one vote;
 - b. To receive dividends at the rate decided by the GMS;
 - c. Be given priority in subscribing for new shares in proportion to the number of common shares each shareholder holds in the Company;
 - d. Freely transfer their shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;
 - e. Access, look up and extract information of shareholders in the list of shareholders who have voting rights; request amendment of incorrect information;
 - f. Access, look up and extract or copy the Company's Charter, minutes of meeting and resolutions of the GMS;
 - g. When the Company is dissolved, receiving a portion of the remaining assets corresponding to the shareholding ratio in the Company after the company has settled its obligations to the State, to employees; paid out to creditor and shareholders holding other types of shares according to legal regulations;
 - h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
 - i. Equal treatment. Each share of the same type entitles the holder to equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders;
 - j. Access to periodic and extraordinary disclosures disclosed by the Company as prescribed by law;

- k. Have their lawful rights and interests protected; demand suspension, cancellation of resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;
1. Other rights prescribed by law and the Company’s Charter.
2. The shareholder or group of shareholders that holds at least 5% of total common shares has the rights to:
 - a. Request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115, Article 140 of the Law on Enterprises and Clause 20, Article 1 of the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;
 - b. Access, look up, extract the minutes, resolutions and decisions of the Board of Directors, half-year and annual financial statements, reports of the Supervisory Board, contracts and transactions which must be approved by the Board of Directors and other documents, except documents including the Company’s trade secrets and business secrets;
 - c. Request the Supervisory Board to inspect each particular issue relevant to the management and operation of the Company whenever necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, identity card numbers of individual shareholders or names, business codes or numbers of legal documents and head office addresses of institutional shareholders; the number of shares and date of share registration of each shareholder, the total number of shares of the group of shareholders and the percentage of ownership; the issues that need to be inspected and purposes of the inspection;
 - d. Propose to add issues to the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 business days prior to the meeting date. The proposal shall specify the shareholder’s name, the number of shares of each type held by the shareholder and the issues proposed to add to the agenda;
 - e. Other rights stipulated in law and the Company’s Charter.
3. Shareholders or a group of shareholders holding 10% or more of the total common shares have the rights to nominate candidates for the Board of Directors, Supervisory Board and the nomination process for members to the Board of Directors and Supervisory Board is conducted according:
 - a. The group of shareholders nominating candidates for the Board of Directors and the Supervisory Board must inform the shareholders attending the

- General Meeting of Shareholders about the group of shareholders before the opening of the General Meeting of Shareholders;
- b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or the group of shareholders stipulated in this Clause may nominate one or more candidates for the Board of Directors and the Supervisory Board according to the decision of the General Meeting of Shareholders. In case the number of candidates nominated by the shareholder or the group of shareholders is smaller than the number of candidates they have the rights to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by Board of Directors, the Supervisory Board and other shareholders.
4. The organization is a shareholder of a Song Da 9 Joint stock Company owning at least 10% of the total voting shares can appoint a maximum of 05 authorized representatives.

Article 12. Obligations of shareholders

1. Pay in full and on time for the subscribed shares
2. Not withdraw the capital contributed as common shares from the Company in any form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of shares withdrawn and the damage due to the withdrawal.
3. Comply with the Company's Charter and the Internal Regulations on Corporate Governance.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep information provided by the Company in confidence in accordance with the Company's Charter and law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to the third parties.
6. Attend the General Meeting of Shareholders and exercise the voting right as follows:
 - a. Attend and vote in person at the meeting;
 - b. Authorize other organizations and individuals to attend and vote by proxy at the meeting;

- c. Attend and vote in online meeting; cast electronic votes or in other electronic forms;
- d. Send votes to the meetings by mail, fax or email;
7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:
 - a. Violations of law;
 - b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
 - c. Paying undue debts while the Company is facing financial risks.
8. Fulfill other obligations prescribed by applicable regulations of law.

Article 13. General Meeting of shareholders

1. The GMS consists of all voting shareholders and is the highest decision-making body of the Company. The GMS shall be conducted annually and within 04 months from the ending date of the fiscal year. Unless otherwise prescribed by the Company’s Charter, the Board of Directors may delay the date of conducting the annual GMS but still within 06 months from the ending date of the fiscal year. Extraordinary GMS may be conducted in addition to annual GMS. The location of GMS is where the chair participates in and must be within Vietnam’s territory.
2. The Board of Directors shall convene the annual GMS and choose a suitable location. The annual GMS shall decide the issues prescribed by law and the Company’s Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representatives of the accredited audit organization that audited the Company’s financial statement to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS.
3. The Board of Directors shall convene an extraordinary GMS in the following cases:
 - a. Board of Directors is considered necessary for the Company’s;
 - b. Remaining number of Board of Directors or Supervisory Board is smaller than the minimum number prescribed by law;
 - c. Requested by the shareholder or group of shareholders prescribed in Clause 2 Article 11 of this Charter; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;

- d. Requested by the Supervisory Board;
 - e. Other cases prescribed by law and this Charter.
4. Convening the extraordinary GMS
- a. The Board of Directors must convene a shareholders' meeting within 30 (thirty) days from the date of the occurrence of the case specified in point b of clause 3 of this Article or upon receiving the request to convene the meeting specified in points c and d of clause 3 of this Article.
 - b. If the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, within the next 30 days, Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Enterprise Law;
 - c. If Supervisory Board does not convene the General Meeting of Shareholders as specified in Point b, Clause 4 of this Article, within the next 30 days, the shareholder or group of shareholders as specified in Point c, Clause 3 of this Article has the right to represent the Board of Directors, Supervisory Board to convene the General Meeting of Shareholders of the Enterprise Law.
In this case, shareholders or a group of shareholders who convene a General Meeting of Shareholders have the right to request the business registration authority to supervise the procedures, process of convening the meeting, conducting the meeting, and making decisions of the General Meeting of Shareholders.
All of the costs of convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This cost does not include cost incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel cost.
 - d. The procedure for organizing a General Meeting of Shareholders according to the provisions of Clause 5, Article 140 of the Enterprise Law.

Article 14. Rights and obligations of the GMS

1. The GMS has following rights and obligations:
 - a. Approve the Company's development orientations;
 - b. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; Decide on the annual dividend of each type of share;
 - c. Elect, dismiss and discharge members of the Board of Directors and members of the Supervisory Board;

- d. Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
 - e. Decide revisions and additions to the Company's Charter;
 - f. Approve annual financial statements;
 - g. The decision to repurchase more than 10% of the total sold shares of each type;
 - h. Consider taking actions against violations committed by members of the Board of Directors and members of the Supervisory Board if they cause damage to the Company and its shareholders;
 - i. Decide re-organization and dissolution of the Company;
 - j. Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Supervisory Board;
 - k. Approve internal regulations on company administration, operation of the Board of Directors and the Supervisory Board;
 - l. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
 - m. Other rights and obligations prescribed by law.
2. The GMS shall discuss and approve the following issues:
 - a. The Company's annual business plan;
 - b. The audited annual financial statement;
 - c. The report of the Board of Directors on administration and performance of the Board of Directors and each member;
 - d. The report of the Supervisory Board on the Company's business performance, performance of the Board of Directors, the Director/General Director;
 - e. The self-assessment report on performance of the Supervisory Board and its members;
 - f. Dividend per share of each type;
 - g. The quantity of members of the Board of Directors and the Supervisory Board;
 - h. Election, dismissal and discharge of members of the Board of Directors and members of the Supervisory Board;
 - i. Decision the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Supervisory Board;
 - j. Approve the list of approved auditing firms; decide which the audit firm is approved to inspect the company's activities when deemed necessary;

- k. Supplement and amend the Company’s Charter;
 - l. Types and quantity of additional shares of new shares issued for each type of shares and the transfer of shares of the founding member within the first 03 years from the date of establishment;
 - m. Division, consolidation, merger or conversion of the Company;
 - n. Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;
 - o. Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company’s latest financial statement;
 - p. Decide to repurchase more than 10% total of sold shares of each type;
 - q. Approve contracts, engage in transactions with related parties as follows Clause 1, Article 167 of the Enterprise Law and is equal to or greater than thirty-five percent (35%) of the total asset value of the Company as recorded in the latest financial report;
 - r. Approve the transactions specified in Clause 4, Article 293 of Decree 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law;
 - s. Approve internal regulations on company administration, operation of the Board of Directors and the Supervisory Board;
 - t. Other matters as prescribed by law and the Charter.
3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

Article 15. Authorizing participation in GMS

1. Shareholders and authorized representatives of shareholders that are institutional may directly participate or authorize one or some other organizations and individuals to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprise.
2. The authorization for individuals and representative organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, organization, the number of the authorized shares, the content of authorization, the scope of authorization, the authorization period, the signature of the authorizing party and the authorized party.



The authorized participants must submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company).

3. Votes cast the authorized participants within authorization scope shall be effective unless:
 - a. The authorizing person is dead, has have limited legal capacity or is incapacitated;
 - b. The authorizing person has cancelled the authorization;
 - c. The authorizing person has cancelled the authority of the authorized person.

This Clause does not apply in case the Company receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is re-convened.

Article 16. Changes of rights

1. The change or cancellation of special rights attached to a type of preference shares shall take effect when such change or cancellation shall be approved by shareholders holding at least 65% of the number of common shares of all shareholders attending and voting at the General Meeting of Shareholders. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.
2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Article 18, Article 19 and Article 20 of this Charter.
4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 17. Convening, agenda and invitations to the GMS

1. The Board of Directors shall convene annual and extraordinary GMS. The Board of Directors shall convene extraordinary GMS in the cases specified in Clause 3 Article 13 of this Charter.
2. The convenor of a General Meeting of Shareholders must carry out the following duties:
 - a. Make a list of shareholders who are eligible to attend and vote at General Meeting of Shareholders. This list shall be made no more than [10 days] before the date of sending invitation letter [unless a shorter time limit is stipulated in the Company's Charter]. The Company shall disclose the information of making this list at least 20 days before the last registration date;
 - b. Prepare the meeting agenda and contents;
 - c. Prepare meeting documents;
 - d. Draft the resolution of the General Meeting of Shareholders based on the meeting contents;
 - e. Determine the time and venue of the meeting;
 - f. Make an announcement on the organization of General Meeting of Shareholders and send invitations to all shareholders who are eligible to attend the General Meeting of Shareholders;
 - g. Perform other tasks related to the General Meeting.
3. The invitations to the General Meeting of Shareholders must clearly state the method of attendance: in-person, online, or a combination and shall be sent to all shareholders by means to ensure reaching shareholders' addresses and at the same time shall be published on the website of the Company, State Securities Commission of Vietnam and the Stock Exchange where the Company's shares are listed or registered. The convenor of the General Meeting of Shareholders shall send invitations to all shareholders on the list of shareholders who are eligible to attend the General Meeting of Shareholders at least 21 days before the date of the General Meeting of Shareholders (from the date on which the invitations are validly sent or

delivered). The agenda of the General Meeting of Shareholders and documents relevant to the issues which will be voted on at the General Meeting of Shareholders shall be sent to shareholders or/and published on the Company's website. In case these documents are not enclosed with the invitations, the invitations must specify website address in order to enable shareholders to access such documents, including:

- a. The meeting agenda and documents which will be used at the meeting;
 - b. The list and profiles of all candidates for members of the Board of Directors and the Supervisory Board in case there is an election at the meeting;
 - c. Ballot paper;
 - d. Draft resolution on each issue mentioned in the meeting agenda.
4. The shareholder or group of shareholders mentioned in Clause 2 Article 11 of this Charter is entitled to propose inclusion of other issues to the agenda of the GMS. The proposal must be made in writing and sent to the Company at least [03 working days] before the opening date of the GMS. The proposal must include the shareholder's full name, permanent address, nationality, citizen ID number, passport or legal personal certification for an individual shareholder; name, business code or establishment decision number, head office address for the shareholder who is an organization; the number and type of shares that shareholders holds, and the content proposed to be included in the meeting program.
 5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:
 - a. The proposal is sent against the regulations of Clause 4 of this Article;
 - b. The proposing shareholder or group of shareholders is holding less than 5% of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 11 of this Charter;
 - c. The proposed issue is outside the jurisdiction of the GMS;
 - d. Other cases prescribed by law and this Charter.
 6. The convenor of the General Meeting of Shareholders shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except the cases stipulated in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if they are approved by the General Meeting of Shareholders.

Article 18. Conditions for opening the GMS

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent over 50% of the total votes. Shareholders

- attending the meeting had their legal documents, identity cards, and citizen identification cards verified.
2. In case the General Meeting of Shareholders has an insufficient number of shareholders attending the meeting as stipulated in Clause 1 of this Article, invitations to the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least thirty three percent 33% of the total votes.
 3. In case the second meeting has an insufficient the number of shareholders attending the meeting as stipulated in Clause 2 of this Article, invitations to the third meeting shall be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the number of shareholders attending the meeting.

Article 19: Procedures for carrying out and voting at the GMS

1. Before the opening of the General Meeting of Shareholders, the Company shall conduct the procedures for shareholder registration until all shareholders having the rights to attend the meeting and being present at the meeting are registered in the following order:
 - a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a ballot paper which specifies a registration number, full name of the shareholder, name of the authorized representative and the number of votes of the shareholder. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Voting shall be conducted by voting for, voting against and abstentions. Votes for shall be collected first then votes against and finally votes for and against shall be counted to make the decision. The voting result shall be announced by the Chairman right before the end of the meeting. The General Meeting of Shareholders shall elect the people who are responsible for counting votes or supervising the vote counting at the request of the Chairman. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders at the request of the Chairman;
 - b. Shareholders and authorized representatives who arrive after the opening of the meeting still have the rights to register immediately then attend and vote at the meeting. In this case, the Chairman does not have responsibility to



suspend the meeting and the validity of the previous voted contents shall remain unchanged.

2. Election of the Chairman, secretary and Vote Counting Committee:
 - a. The Chairman of the Board of Directors shall be the Chairman or authorize another member of the Board of Directors to be the Chairman of the General Meeting of Shareholders convened by the Board of Directors. If the Chairman of the Board of Directors is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them as the Chairman under the majority rule. In case a Chairman of the meeting cannot be elected, the Chairman of Supervisory Board shall arrange for General Meeting of Shareholders to elect the Chairman of the meeting among the attendees and the person with the highest number of votes shall be the Chairman of the meeting;
 - b. Except for the case stipulated in Point a of this Clause, the person who signs the decision to convene the General Meeting of Shareholders arrange for the General Meeting of Shareholders to elect the Chairman of the meeting and the person with the highest number of votes shall be the Chairman of the meeting;
 - c. The chair shall appoint one or some people as secretaries of the meeting;
 - d. The GMS shall elect one or some persons to the vote counting board at the request of the chair.
3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.
4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.
 - a. Arrange seats at the meeting location;
 - b. Ensure safety of the participants;
 - c. Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.
5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.
6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate

- and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.
7. The convenor of the General Meeting of Shareholders or the Chairman of the meeting has the rights to:
 - a. Request all participants to undergo inspection or other lawful and reasonable security measures;
 - b. Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.
 8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:
 - a. The current location does not have adequate convenient seats for all participants;
 - b. Communications equipment is not sufficient for discussion and voting by participating shareholders;
 - c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.
 9. In case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified 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 ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

Article 20. Approving the resolution of the General Meeting of Shareholders

1. The resolution the following content is passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except in the cases specified in clauses 3,4 and 6 Article 148 of Law on Enterprises:
 - a. Type of shares and the total number of shares of each type;
 - b. Change profession, business sector;
 - c. Change the organizational structure of the Company;

- d. The investment project or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the latest financial report of the Company;
- e. Reorganize, dissolve the Company.
2. The resolutions shall be passed when they receive the approval of shareholders who own more than 50% of the total voting shares of all attending and voting at the meeting, except in the cases specified in paragraphs 1, 3, 4, and 5 of this Article.
3. The voting process for electing members to the Board of Directors and Supervisory Board must follow the cumulative voting method, where each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisory Board. Shareholders have the right to allocate all or a portion of their total voting shares to one or several candidates. The elected member of the Board of Directors or Supervisor is determined by the number of votes, starting from the highest down to the lowest, beginning with the candidate who receives the highest number of votes until the required number of members as stipulated in the company's Charter is met. In cases where there are two or more candidates with the same number of votes for the final member of the Board of Directors or Supervisory Board, a re-election will be conducted among the candidates with the same number of votes, or according to the criteria stipulated in the election regulations.
4. In cases where resolutions are approved through written consultation, the General Meeting of Shareholders' resolution is considered approved if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote; the specific percentage is stipulated in the company's charter.
5. The resolution of the General Meeting of Shareholders on the content of adversely changing the rights and obligations of shareholders owning preferential shares can only be approved if approved by the number of preferred shareholders of the same type attending the meeting of ownership of 75% or more of the total number of preferential shares of that type or more or approved by preferential shareholders of the same type owned from 75% of the total number of preferential shares of that type or more in case of passing the resolution in the form of a written consultation.

6. The resolutions of the General Assembly of Shareholders are legally valid and effective when approved by 100% of the total shares with voting rights, even if the procedures and procedures for convening the meeting and approving such resolutions violate the regulations of the Enterprise Law and the Charter of the Company.
7. The resolutions of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date the resolution is approved; the sending of the resolution may be replaced by posting it on the website of the Company.

Article 21. Authority and procedures for collection of written opinions of shareholders to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collection of written opinions to pass resolutions of the General Meeting of Shareholders:

1. The Board of Directors is entitled to collect written opinions of shareholders to pass resolutions of the General Meeting of Shareholders when it is deemed necessary for the Company's interests, including the cases stipulated in Clause 2 Article 147 of the Corporate Law.
2. The Board of Directors shall prepare and send a written opinion form, a draft of resolutions of the General Meeting of Shareholders, documents explaining the draft of resolutions to all shareholders with voting rights at least 10 days prior to the deadline for receiving written opinion forms in accordance with Clause 3 Article 18 of this Charter.
3. The written opinion form shall contain the following information:
 - a. The Company's name, head office address, business code;
 - b. Purposes of collecting written opinions;
 - c. Full name, mailing address, nationality, identity card numbers of individual shareholders; names, business codes or numbers of legal documents and head office addresses of institutional shareholders; or full name, mailing address, nationality, identity card numbers of the representatives of institutional shareholders; the number of shares of each type and the number of votes of shareholders;
 - d. The issues needed to obtain opinions in order to pass the resolutions;
 - e. Voting options for each issue, including approving, disapproving and no opinion;
 - f. Deadline for returning completed written opinions forms to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors.

455
3 TY
HÂN
ĐÀ
T.P.V

4. Shareholders may send their completed written opinion forms to the Company by mail, fax or email as follows:
 - a. The completed written opinion form sent by mail shall bear the signature of the shareholder who is an individual or the signature of the authorized representative or legal representative of the shareholder that is an organization. The written opinion form shall be returned to the Company in a sealed envelope and no one shall be permitted to open the envelope prior to the vote counting;
 - b. The opinion form sent by fax or email must be kept confidential prior to the vote counting;
 - c. The opinion forms that are returned to the Company after the deadline written therein or opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalid. The opinion form that is not returned to the Company shall be considered not voting.
5. The Board of Directors shall count the votes and prepare the minute of vote counting in the presence of the Supervisory Board or shareholders not holding managerial positions in the Company. The minute of vote counting shall contain the following information:
 - a. The Company's name, head office address, business code;
 - b. Purposes of collecting written opinions and the issues needed to obtain opinions in order to pass the resolutions;
 - c. The number of shareholders and the total number of votes being cast, classifying the total number of votes into the number of valid and invalid votes, the method of sending votes and the appendix as a list of shareholders who cast their votes;
 - d. The total number of votes for, votes against and abstentions on each issue;
 - e. The issues are passed and ratio of votes for;
 - f. Full name and signature of the Chairman of the Board of Directors, the person counting votes and the person supervising vote counting.

The members of the Board of Directors, the person counting votes and the person supervising vote counting shall be jointly responsible for the truthfulness and accuracy of the minute of vote counting and any damage caused by the resolutions that are passed because of an untruthful and inaccurate vote counting.
6. The minute of vote counting and resolutions shall be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the minute of vote counting and resolutions may be replaced by publishing

those documents on the Company’s website within 24 hours from the completion of vote counting.

7. The completed written opinion forms, the minute of vote counting, the resolutions which are passed and the related documents enclosed with the written opinion forms must be archived at the Company’s head office.
8. The resolutions passed by the form of collecting written opinion of shareholders must be approved by shareholders owning more than 50% of the total votes of all shareholders with voting rights and has the same value as those passed at the General Meeting of Shareholders.

Article 22. Resolutions and minutes of meeting of the GMS

1. All General Meeting of Shareholders shall be recorded in written minutes or audio in other electronic forms. The minutes must be in Vietnamese and may also be in foreign languages with the following contents:
 - a. The Company’s name, head office address, business code;
 - b. Time and location of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full names of the Chairman and secretaries of the meeting;
 - e. Summary of the happenings of the meeting and opinions expressed at the meeting on each issue on the meeting agenda;
 - f. The number of shareholders attending the meeting and their votes; the appendix as a list of shareholders registering for the meeting and representatives of shareholders attending the meeting with their number of shares and votes;
 - g. The total number of votes on each issue, the voting method, the number of valid and invalid votes, votes for, votes against and abstentions; corresponding ratios of these votes to the total number of votes of shareholders attending the meeting;
 - h. The issues are passed and ratio of votes for;
 - i. Full name and signatures of the Chairman and secretaries of the meeting. In case the Chairman, the secretary refuse to sign the minute, the minute is still effective if it bears the signatures of all other members of the Board of Directors attending the meeting and has all information stipulated in this Clause. The minute shall specify that the Chairman, secretary refuse to sign it.
2. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.



3. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.
4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters.

Article 23. Requesting cancellation of a Resolution of the GMS

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law of Enterprise is entitled to request the Court or Arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the following cases:

1. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 3 Article 20 of this Charter.
2. The contents of the resolution violate regulations of law or this Charter.

Chapter VII. THE BOARD OF DIRECTORS

Article 24. Nomination and self-nomination of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least ten (10) days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is honest, correct, reasonable and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:
 - a. Full name, date of birth;
 - b. Qualifications;
 - c. Work experience;
 - d. Other managerial positions (including positions in the Board of Directors of other companies);

- e. Interests related to the Company and its related parties;
- f. The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).
2. A shareholder or a group of shareholders owning at least 10% of the total common shares or a smaller ratio stipulated in the Company's Charter has a right to nominate candidates as members of the Board of Directors in accordance with the Corporate Law and the Company's Charter.
3. In case the number of candidates is smaller than the minimum number of members of the Board of Directors to be elected, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the mechanism established by the Company in company administration regulations and regulations on operation of the Board of Directors. This shall be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.
4. Members of the Board of Directors must meet the following criteria and conditions:
 - a. Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in business administration or in the fields, lines and business lines of the Company and not necessarily being a shareholder of the Company, unless otherwise provided for by the company's Charter;
 - c. Members of the Board of Directors may be members of the Board of Directors or the Board of Members at up to 05 other companies.
5. Members of the Independent Board of Directors must meet the following criteria and conditions:
 - a. Not be a person who is working for the Company, its parent company or subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiary for at least 03 consecutive years;
 - b. Not be a person who is receiving salaries or remunerations from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;
 - c. Not being a person whose wife, husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, brother, sister or sibling is a major shareholder of the Company; being a manager of the Company or its subsidiaries;

- d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
- e. Not being a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.
6. Independent member of the Board of Directors must notify the Board of Directors that they no longer fully satisfy the criteria and conditions specified in Clause 5 of this Article and of course ceases to be an independent member of the Board of Directors from the date on which he or she fails to fully meet the criteria and conditions. The Board of Directors must notify the case in which the independent member of the Board of Directors no longer meets all the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the relevant Board of Directors.
7. The number of non-executive members of the public company's BOD shall meet the following provisions:
 - a. There is at least 01 non-executive member for a BOD with 03 to 05 members;
 - b. There are at least 02 non-executive members for a BOD with 06 to 08 members;
 - c. There are at least 03 non-executive members for a BOD with 09 to 11 members.

Article 25. Term of office and composition of the Board of Directors

1. The Board of Directors of Company has five members.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and members of Board of Directors may be re-elected with no term limit. An individual may only be elected to an independent member of Board of Directors of a company for no more than 02 consecutive terms. In case the terms of office of all members of the Board of Directors end at the same time, they shall still be members of the Board of Directors until new members are elected and take over the works of Board of Directors.
3. Composition of the Board of Directors:

At least one third (1/3) of the members of the Board of Directors of the company shall be non-executive members. The Company shall minimize the number of members of the Board of Directors that concurrently hold

- executive positions in the company to ensure the independence of the Board of Directors. At least 01 independent member of the Board of Directors.
4. A member of the Board of Directors shall lose the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises:
 - a. Discharged of members of the Board of Directors
 - i. Does not meet the standards and conditions specified in Article 155 of the Law on Enterprises;
 - ii. Having a letter of resignation and being approved by the GMS.
 - b. Dismissed of members of the Board of Directors
 - i. Not participating in activities of the Board of Directors for 06 consecutive months, except for case of force majeure;
 - ii. The member has a mental disorder and there is professional evidence that he or she is incapable of acting;
 - iii. The member shall be dismissed according to the decision of the General Meeting of Shareholders;
 - iv. Providing false personal information when submitting to the Company as a candidate for the Board of Directors.
 - c. Election of additional members of the Board of Directors in the following cases:
 - i. The number of members of the Board of Directors is reduced by more than one-third compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one-third.;
 - ii. Except for the cases specified at item (i) Points c of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.
 5. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in the cases stipulated in points a and b of Clause 4 of this Article.
 6. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.

100
CÔ
CÔ
SÔ
LI

7. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 26. Right and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the company in the name of the Company, except for the rights and obligations of the GMS.
2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific, Board of Directors has a rights and obligations:
 - a. Decide the strategy, medium-term development and annual business plans of the Company;
 - b. Propose the types and quantity of each type of authorized shares;
 - c. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
 - d. Decide selling prices for shares and bonds of the Company;
 - e. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law of Enterprise;
 - f. Decide the investment plans and investment projects within their competence and limits as prescribed by law;
 - g. Decide solutions for market development, marketing and technology;
 - h. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions that are worth at least 35% of the Company's total assets written in the Company's latest financial statement, except for contracts and transactions that fall under the authority of the GMS according to the provisions of Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i. Elect, dismiss, discharge the Chairman of the Board of Directors; appoint and dismiss the General Director, Deputy General Director, and Chief Accountant of the Company; signing and terminating contracts with the General Director; Decide salaries, remunerations, bonuses and other benefits of these executives; Authorize representatives to participate in the Board of Members/Board of Directors, or the Supervisory Board at other enterprises; Decide their remunerations and other benefits;
 - j. Supervision and direction the General Director and other executives operating everyday business of the Company;

- k. Decide the organizational structure, internal administration regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
 - l. Approve the agenda and documents serving the GMS; Convene the GMS or collect comments for the GMS to ratify its resolutions;
 - m. Submit the audited annual financial statements to the General Meeting of Shareholders;
 - n. Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business; Pay dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders;
 - o. Propose reorganization, dissolution of the Company; Request bankruptcy of the Company;
 - p. Decide internal administration regulations, operation regulations of the Board of Directors of the Company after ratified by the GMS;
 - q. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the company's Charter.
3. The Board of Directors shall submit reports on its performance to the GMS pursuant to Decree No. 155/2020/ND-CP amended and supplemented by decree No. 245/2025/ND-CP dated September 11, 2025 on elaboration of some articles of the Law on Securities.

Article 27. Remunerations, bonuses and other benefit of members of the Board of Directors

1. The Company shall be entitled to pay remunerations and bonuses to members of the Board of Directors according to their business performance.
2. Members of the Board of Directors shall be entitled to remunerations and bonuses. Remunerations shall be calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.
3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of the Law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.
4. Members of the Board of Directors who are holding the executive position or working in subcommittees of the Board of Directors or performing tasks

other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement for the costs of travel, eat, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees.
6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance shall not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 28. President of the Board of Directors

1. The Chairman of the Board of Directors shall be elected among the members of the Board of Directors, dismissed and removed by the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently act as General Director.
3. Rights and duties of the Chairman of the Board of Directors:
 - a. Preparing action plans and programs of the Board of Directors;
 - b. Preparing the agenda, contents and documents for the meetings; convening and chairing the meetings of the Board of Directors;
 - c. Organizing the ratification of resolutions and decisions of the Board of Directors;
 - d. Supervising the process of implementation of the resolutions and decisions of the Board of Directors;
 - e. Chairing the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by law.
4. In case the Chairman of the Board of Directors submits his/her resignation letter or is dismissed or removed, the Board of Directors shall elect a new Chairman within 10 days from the date of receiving his/her resignation letter or the date when he/she is dismissed or removed.
5. In case the Chairperson of the Board of Directors is absent or is unable to perform his duties, he/she shall authorize another member of Board of Directors in writing to perform the rights and duties of the Chairman of the Board of Directors. If no one is authorized or the Chairperson of the Board of Directors is dead, missing, detained, imprisoned, detained in a mandatory rehabilitation center or correctional institution, or if the Chairperson has fled

the residence, had his/her capacity for civil acts restricted or lost his/her civil act capacity, had difficulties in awareness or controlling his/her behaviors, or he/she is prohibited by the Court from holding certain positions, practicing or doing certain works, the remaining members shall elect one of them as the Chairman of the Board of Directors under the majority rule until a new decision is made by the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 business days from the date of completing the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes. In case there are more than one member with the same highest number of votes, the members shall elect 01 person to convene the meeting of the Board of Directors under the majority rule
2. Board of Directors must 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. The meeting is requested by the Supervisory Board or independent members of the Board of Directors;
 - b. The meeting is requested by the General Director or at least 05 other managers;
 - c. The meeting is requested by at least 02 members of the Board of Directors;
 - d. When the Chairman of the Board of Directors deems it necessary to supervise and direct the production and business of the unit.
4. The proposals specified at Points a, b, c, d Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.
5. The Chairman of the Board of Directors shall convene the meeting of Board of Directors within 07 business days from the date of receiving the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the person making the request is entitled to convene the meeting of the Board of Directors instead of the Chairman of the Board of Directors.
6. The Chairman of the Board of Directors or the person convening the meetings of the Board of Directors shall send invitations at least three (03)

557,
TY
HÀM
ĐÀ
T.F

business days] prior to the meeting date. The invitation shall specify the meeting time, meeting venue, agenda, issues to be discussed and decided. The invitation shall be enclosed with documents used at the meeting and a ballot paper.

The invitations to the meeting of the Board of Directors may be a physical invitation or sent by phone, fax, email or other forms stipulated in the Company's Charter as long as they ensure the invitations reach the address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meetings of the Board of Directors shall send the invitations and enclosed documents, which must be the same as those sent to members of Board of Directors, to members of the Supervisory Board.

Members of the Supervisory Board are entitled to attend the meetings of the Board of Directors; they are entitled to discuss but are not entitled to vote at the meetings.

8. The meeting of the Board of Directors shall be conducted when there are at least three fourths (3/4) of the members of the Board of Directors attending the meeting. In case the number of members attending the meeting is insufficient, the second meeting shall be convened within 07 days from the intended date of the first meeting, [unless a shorter time limit is stipulated in the Company's Charter]. The second meeting shall be conducted when there are more than half of the members of the Board of Directors attending the meeting.

9. A member of the Board of Directors is considered to attend and vote at the meeting when:

- a. Attend and vote in person at the meeting;
- b. Authorize another person to attend and vote by proxy at the meeting in accordance with Clause 11 of this Article;
- c. Attend and vote in online meeting; cast electronic votes or in other electronic forms;
- d. Send votes to the meeting by mail, fax or email;

10. In case the votes are sent to the meeting by post, they must be in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. The votes shall only be opened in the presence of all attendees.

11. The members shall attend all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if that is approved by the majority of the members of the Board of Directors.
12. A resolution or decision of the Board of Directors will be passed if it is approved by the majority of the members attending the meeting. In case of a tie, the vote of the Chairman is used to make the final decision. Each member of the Board of Directors has one (01) vote.
13. Resolutions in the form of collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This Resolution has the same effect and validity as the resolution passed at the meeting.

Article 30. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The number of members of each subcommittee shall be decided by the Board of Directors with at least three (03) persons that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall constitute a majority of the subcommittee and one of these members shall be designated as the chief of the subcommittee pursuant to the decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members that attend and vote at the subcommittee meeting are the members of the Board of Directors.
2. The implementation of decisions of the Board of Directors, or its subcommittees, or an individual with the status of a subcommittee member shall be conformable with applicable regulations of law and regulations the Company's Charter.

Article 31. Person in charge of Company administration

1. The Board of Directors of the Company shall designate at least 01 person in charge of company administration, who will assist in administration works and may concurrently hold the position of the company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of company administration shall not concurrently work for the accredited audit organization that is auditing the Company's financial statements.
3. The person in charge of company administration has the following rights and obligations:
 - a. Provide consultancy to the Board of Directors on the organization of the GMS in accordance with applicable regulations and on relevant matters between the Company and its shareholders;
 - b. Prepare meetings of the Board of Directors, the Supervisory Board and the GMS as requested by the Board of Directors or the Supervisory Board;
 - c. Provide consultancy on meeting procedures;
 - d. Participate in the meetings;
 - e. Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;
 - f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Supervisory Board;
 - g. Supervise and report to the Board of Directors on the Company's information disclosure;
 - h. Assist in contact between parties with relevant interests;
 - i. Protect confidentiality of information in accordance with regulations of the Law and the Company's Charter.
 - j. Other rights and obligations as prescribed by law.

Chapter VIII. THE GENERAL DIRECTOR, OTHER EXECUTIVES OF THE COMPANY

Article 32. Organization of the management apparatus

The management system of the Company shall ensure that the management apparatus shall be responsible to the Board of Directors and operate under its leadership. The Company has General Director, Deputy General Directors, and Chief Accountant. The General Director and Deputy General Directors may also be members of the Board of Directors. The designation and dismissal of these positions shall be subject to ratification by resolutions or decisions of the Board of Directors.

Article 33. The Company's executives

1. The Company's executives shall include the General Director, Deputy General Directors, Chief Accountant.

2. When requested by the General Director and approved by the Board of Directors, the Company shall recruit other executives with the quantity and qualifications conformable with the organizational structure and administration regulations of the Company prescribed by the Board of Directors. Executives shall assist the Company in achieving its operating and business objectives.
3. The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.
4. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of the Law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

Article 34. Designation, dismissal, duties and entitlements of the General Director

1. The Board of Directors shall designate one (01) member of the Board of Directors or hire a person as the General Director.
2. The General Director shall administer the Company's everyday business operation; be under the supervision of the Board of Directors; be responsible to the Board of Directors and the law for the performance rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years without term limit.
4. Criteria for the selection of the General Director:
 - a. Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Not be a related person of the enterprise manager, the controller of the company and the parent company, the representative of the state ownership interests, the representative of the enterprise's capital interests at the company and the parent company as prescribed at Point d, Clause 46, Article 4 of the Law on Securities;
 - c. Have professional qualifications and experience in the company's business administration.
5. The General Director shall have the following rights and obligations:
 - a. Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors;



- b. Organize the implementation of resolutions and decisions of the Board of Directors;
 - c. Organizing the implementation of the Company's business plan and investment plan.
 - d. Propose organizational structure and internal administration regulations of the Company;
 - e. Appointment, dismissal and dismissal of managerial positions in the Company, except for positions under the competence of the Board of Directors;
 - f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;
 - g. Labor Recruitment;
 - h. Proposing a plan to pay dividends or handle losses in business;
 - i. Proposing measures to improve the Company's operation and management;
 - j. To propose the number and executives of the enterprise that the company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and to propose remuneration, salary and other benefits for the executives of the enterprise for the Board of Directors to decide.
 - k. Consult with the Board of Directors to decide on the number of employees, salaries, benefits, appointments, dismissals, and other terms related to their employment contracts.
 - l. Implementation of the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
 - m. To be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and to report periodically or irregularly upon request;
 - n. Other rights and obligations prescribed by law and the Company's Charter, resolutions and decisions of the Board of Directors.
6. The Board of Directors may dismiss the Chief Executive Officer when a majority of the members of the Board of Directors attending the meeting have the right to vote in favor of approving and appointing a new Chief Executive Officer to replace him.

Chapter IX. THE SUPERVISORY BOARD

Article 35. Nomination and self – nomination of members of the Supervisory Board

1. The nomination and self-nomination of members of the Supervisory Board shall be implemented in the same manner in Clause 1 and Clause 2 Article 24 of this Charter.
2. In case the number of nominated and self-nominated candidates is insufficient, the incumbent Supervisory Board shall nominate more candidates or organize the nomination in accordance with the Company's Charter and administration regulations and operating regulations of the Supervisory Board. Any additional candidates introduced by the incumbent Supervisory Board shall be announced before the GMS starts to vote for members of the Supervisory Board as prescribed by law.

Article 36. Composition of the Supervisory Board

1. The Supervisory Board of the Company has three (03) members. The term of office of members of the Supervisory Board shall not exceed 05 years without term limit.
2. Members of the Supervisory Board shall satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and shall not:
 - a. Work in the Company's accounting or finance department;
 - b. Be a member or an employee of the independent accredited audit organization that has audited the Company's financial statements over the last 03 years.
3. A member of the Supervisory Board shall be dismissed in the following cases:
 - a. No longer fully satisfies the requirements prescribed in Clause 2 of this Article;
 - b. Having a letter of resignation and being approved by the General Meeting of Shareholders.
4. A member of the Supervisory Board will be discharged in the following cases:
 - a. Fails to fulfill the assigned tasks and duties;
 - b. Fails to perform his/her rights and obligations for six (06) consecutive months, except in force majeure events;
 - c. Commits multiple or serious violations against obligations of members of the Supervisory Board prescribed by the Law on Enterprises and the Company's Charter;
 - d. Other cases according to the resolution of the GMS.

5. More than half of the members of the Supervisory Board shall be residents of Vietnam.

Article 37. Chairman of the Supervisory Board

1. Chairman of the Supervisory Board shall be elected by the Supervisory Board among its members; the election, dismissal, or discharge shall be implemented under the majority rule. Chairman of the Supervisory Board shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.
2. Rights and obligations of the Chairman 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 for reporting to the Supervisory Board;
 - c. Prepare and sign reports of the Supervisory Board after consulting with the Board of Directors for submission to the GMS.

Article 38. Rights and obligations of the Supervisory Board, responsibilities of the Supervisory Board

1. The Supervisory Board shall also have the following rights and obligations in Article 170 of the Law on Enterprises:
 - 1.1. Propose and request the GMS to approve the list of accredited audit organizations, which shall audit the Company's financial statements; choose the accredited audit organization that audits the Company's operation; discharge accredited auditors where necessary.
 - 1.2. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other executives.
 - 1.3. Cooperate with the Board of Directors, the General Director and shareholders.
 - 1.4. In case of detecting violations of law or violations of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Control Board must notify in writing to the Board of Directors within 48 hours, requesting the violator to stop the violation and take remedial measures.
 - 1.5. Formulate the Regulations on Operation of the Supervisory Board and submit them to the GMS for ratification.

- 1.6. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.
- 1.7. Have the entitlement to access the Company's documents retained at its headquarters, branches and other locations; and to enter the working locations of the Company's executives and employees during office hours.
- 1.8. Have the entitlement to request the Board of Directors, its members, the General Director and other executives to provide accurate, adequate and timely information and documents about the Company's administration and operation.
- 1.9. Other rights and obligations prescribed by law and this Charter.
2. Member of Supervisory Board responsibilities
 - 2.1. To be accountable to shareholders for their supervisory activities.
 - 2.2. Strictly comply with the law, the company's charter, the Resolution of the General Meeting of Shareholders and professional ethics in the performance of assigned rights and obligations.
 - 2.3. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company.
 - 2.4. Loyal to the interests of the Company and shareholders; do not abuse their positions, use information, know-how, business opportunities and other assets of the company for self-interest or serve the interests of other organizations and individuals.

Article 39. Meetings of the Supervisory Board

1. The Supervisory Board shall have at least 02 meetings per year. Each meeting shall be participated in by at least two thirds (2/3) of its members. Minutes of these meetings shall be detailed, including the signatures of the minute taker and participating members. All minutes of meetings of the Supervisory Board shall be retained in order to attribute responsibility to each member.
2. The Supervisory Board shall be entitled to request members of the Board of Directors, The General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

Article 40. Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board

The salaries, remunerations, bonuses and other benefits of members of the Supervisory Board shall comply with the regulations below:

- a. Members of the Supervisory Board shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Supervisory Board;
- b. Members of the Supervisory Board shall have the reasonable costs of accommodation, travel and independent counseling services reimbursed when they attend meetings of the Supervisory Board or perform other duties related to the Board's functions. The total costs shall not exceed the annual budget of the Supervisory Board which has been approved by the GMS, unless otherwise decided by the GMS;
- c. Salaries and operating costs of the Supervisory Board shall be recorded as the Company's operating costs in accordance with regulations of the Law on corporate income tax and other relevant laws, presented in a separate section of the Company's annual financial statement.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives shall fulfill their duties, including those as members of subcommittees of the Board of Directors in a truthful and prudent manner to serve the interests of the Company.

Article 41. Responsibility for honesty and prevention of conflict of interest

1. Members of the Board of Directors, members of the Supervisory Board, General Director and other executives shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives and their related persons may only use the information obtained from 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 executives shall send written notices to the Board of Directors and the Supervisory Board of the transactions between the Company, subsidiary companies, or other companies in which the Company holds more than 50% of the charter capital with them or with their related persons as prescribed by law. The Company shall disclose information about

the resolutions to the aforementioned transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

4. Members of the Board of Directors shall not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives and their related persons shall not use or reveal internal information for carrying out relevant transactions.
6. Transactions between the Company with one or some members of the Board of Directors, members of the Supervisory Board, the General Director, other executives and their related persons shall not be invalidated in the following cases:
 - a. For transactions whose value does not exceed thirty-five percent (35%) of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, other executives have been reported to the Board of Directors and approved by the majority of the members of the Board of Directors without relevant interests;
 - b. For transactions with a value equal to or greater than thirty-five percent (35%) of the total assets or transactions that result in the cumulative value of transactions within 12 months from the date of the first transaction reaching thirty-five percent (35%) or more of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, other executives have been reported to the Board of Directors and approved by the majority of the members of the Board of Directors without relevant interests.

Article 42. Responsibility for damage and compensation

1. Any members of the Board of Directors, members of the Supervisory Board, the General Director or other executives who violate their duties of integrity and prudence, or fail to fulfill their duties with diligence and professional competence, shall be held responsible for any damages resulting from their violations.

2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, members of the Supervisory Board, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.
3. The costs of compensation shall include all incurred expenses (including lawyer payment), judgment costs, fines, and any amounts payable that arise in practice or are deemed reasonable during the settlement of these cases in accordance with the regulations of the Law. The Company may purchase insurance for these individuals to cover the compensation liabilities mentioned above.

Chapter XI. RIGHTS TO ACCESS THE COMPANY'S DOCUMENT AND RECORDS

Article 43. Rights to access the Company's document and records

1. Ordinary shareholders shall have the rights to access the Company's documents and records. To be specific:
 - a. Common shareholders shall be entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, minutes and resolutions of the GMS;
 - b. The shareholder or group of shareholders that hold at least 05% of common shares shall be entitled to examine, access extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets.
2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter or its notarized copy issued by the shareholder or group of shareholders.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives shall be entitled to access the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided that the information is kept confidential.
4. The Company shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assets, resolutions of the GMS and the Board of Directors, minutes of the GMS and the Board of Directors, reports of the Board of Directors and the Supervisory Board, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided that the shareholders and business registration authorities are informed of the location where these documents are retained.
5. This Charter shall be published on the Company's website.
6. Electronic data from the Shareholders' General Meeting is part of the Company's records.

Chapter XII. EMPLOYEES AND TRADE UNIONS

Article 44. Employees and trade unions

1. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to the recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline for employees and business executives.
2. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to the Company's relationships with trade unions, organizations according to best standards, practice and management policies prescribed in this Charter, the Company's regulations and applicable laws.

Chapter XIII. DISTRIBUTION OF PROFITS

Article 45. Distribution of profits

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.
2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.

3. The Board of Directors may request the GMS to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.
4. In case the dividends or other amounts relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company shall not be responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDC.
5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notifications, or other relevant documents.
6. Other issues relevant to profit distribution prescribed by law.

Chapter XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.
2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of the Law.
3. All payments and accounting transactions of the Company shall be carried out via the Company's VND or foreign currency at the banks where the Company holds accounts.

Article 47. Fiscal year

The first fiscal year shall begin on the date of issuance of the Certificate of Enterprise Registration and end on December 31st of the same year. The first fiscal year commences from the date of issuance of the Enterprise Registration Certificate and ends on December 31st immediately following the date of issuance of such Enterprise Registration Certificate.

Article 48. Accounting regime

1. The Company accounting regime shall apply the Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.
2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and adequate to prove and explain the Company's transactions.
3. The accounting currency shall be VND. If the Company's transactions primarily use a foreign currency, the Company may use it as accounting currency, take legal responsibility and send a notice to its direct supervisory tax authority.

Chapter XV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 49. Annual, half – year and quarterly financial statements

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.
2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.
3. The Company shall prepare and disclose examined biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

Article 50. Annual reports

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

Chapter XVI. AUDIT

Article 51. Audit

1. The annual GMS shall designate an independent audit company or authorize the Board of Directors to select one on the approved list of independent audit companies, which shall audit the Company's financial statements of the next year under agreements with the Board of Directors.

2. Audit reports shall be enclosed with the Company's annual financial statements.
3. Independent auditors that audit the Company's financial statements shall be entitled to participate in the GMS, receive notices and information relevant to the GMS, comment at the GMS on the issues relevant to the audit of the Company's financial statements.

Chapter XVII. THE COMPANY'S SEALS

Article 52. The company's seals

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.
2. The Board of Directors shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable regulations of law.

Chapter XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

1. The Company shall be dissolved its operations in the following cases:
 - a. According to the resolution and decision of the General Meeting of Shareholders;
 - b. The Certificate of Enterprise Registration has been revoked, unless otherwise prescribed by the Law on Tax Administration;
 - c. Other cases prescribed by law.
2. Premature dissolution of the Company (including extensions) must be decided by the General Meeting of Shareholders and executed by the Board of Directors. Such dissolution decision must be announced or approved by competent authorities (if mandatory) as per regulations.

Article 54. Liquidation

1. After the decision on dissolution of the Company is issued, the Board of Directors shall establish a Liquidation Board, which consists of three (03) members, of whom two (02) members shall be designated by the GMS and one (01) member shall be designated by the Board of Directors from an independent audit company. The Liquidation Board shall prepare its own operation regulations. The members of the Liquidation Board may be selected from among the Company's employees or independent experts. All

- costs associated with the liquidation process shall be prioritized for payment by the Company before any other outstanding debts.
2. The Liquidation Board shall inform the business registration authority of its establishment date and commencement date. From that date, the Liquidation Board shall perform all liquidation tasks on behalf of the Company in the court and administrative authorities.
 3. Revenues from the liquidation shall be used in the following order:
 - a. Liquidation costs;
 - b. Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective labor agreement and employment contracts;
 - c. Tax debts;
 - d. Other debts of the Company;
 - e. The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

Chapter XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 55. Settlement of internal disputes

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:
 - a. The shareholders and the Company;
 - b. The shareholders and the Board of Directors, the Supervisory Board, the General Director or other executives;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the President of the Board of Directors, the President of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within thirty (30) working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the President of the Board of Directors, either party shall be entitled to request the Supervisory Board to designate an independent expert as a mediator.

2. In case a settlement is not reached within six (06) weeks from the commencement of the mediation process, or the decision of the mediator is not accepted by the parties, either party may bring the case to Arbitration or the Court for resolution.

3. Each party shall pay its own costs of negotiation and mediation proceedings. Cost of proceedings at court/arbitration shall be paid in accordance with the court/arbitration’s judgment.

Chapter XX. SUPPLEMENTS AND REVISING THE COMPANY’S CHARTER

Article 56. Supplements and revising the Company’s charter

1. Supplements and revisions to this Charter shall be subject to approval by the GMS.
2. In case regulations of law that are relevant to the Company’s operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company’s operation

Chapter XXI. EFFECTIVE DATE

Article 57. Effective date

1. This Charter consists of twenty-one chapters and fifty-five articles, which was unanimously approved by the General Meeting of Shareholders of Song Da 9 Joint Stock Company on ... and jointly approves the full validity of this Charter.
2. This Charter is prepared in two (02) copies of equal validity, which are kept at the Head Office of the Company.
3. This is the only and official Charter of the Company.
4. Copies and extracts of this Charter shall be effective when they hold the signature of the President of the Board of Directors or at least half (1/2) of the members of the Board of Directors.

Legal representative General director



TỔNG GIÁM ĐỐC
Nguyễn Hải Sơn

Appendix 1

LIST OF FOUNDING SHAREHOLDERS OF THE COMPANY

No.	Founding shareholder's name	Place of permanent residence registration for individuals or address of head office for organizations	Number of shares
1	Song Da Company	Song Da Building, Pham Hung Street, My Dinh 1, Nam Tu Liem District, Hanoi	17,077,200
2	Song Da 906 Joint Stock Company	7th Floor, G10, Thanh Xuan Nam, Thanh Xuan, Hanoi	157,000
3	Song Da 901 Joint Stock Company	86 Pham Van Dong Street, Hoa Lu Ward, Pleiku, Gia Lai Province	243,903
4	Ms. Nguyen Thi Nham	House No. 22, Lane 102/27 Khuat Duy Tien, Thanh Xuan District, Hanoi	72,500

(*) The list is made from the date...

Song Da 9 Joint Stock Company was established on 20/07/1961. Pursuant to Point d, Clause 1, Article 111. Joint-stock companies of the Enterprise Law, ordinary shares of the founding shareholders of Song Da Joint Stock Company are freely transferable.

No.: 10/CT-BOD

Hanoi, April 24, 2026

PROPOSAL

Re: Personnel of the Board of Directors and the Supervisory Board of Song Da 9 Joint Stock Company for the 2026–2031 term

To: The General Meeting of Shareholders of the Company.

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises, and its implementing guiding documents;
- Charter on Organization and Operation of Song Da 9 Joint Stock Company;
- Notice No. 11/TB-HĐQT dated March 24, 2026 of the Board of Directors regarding the nomination and candidacy for members of the Board of Directors and the Supervisory Board of Song Da 9 Joint Stock Company for the 2026–2031 term
- Resolution No. 37/TCT-HĐQT dated April 20, 2026 of the Board of Directors of Song Da Corporation – JSC regarding the personnel policy of Song Da 9 Joint Stock Company for the 2026–2031 term.
- Official Letter No.: .../TCT-HĐQT dated June 10, 2021 of Song Da Corporation – JSC, the shareholder holding 58.5% of the charter capital of Song Da 9 Joint Stock Company, regarding the nomination of personnel for election by the General Meeting of Shareholders to the Board of Directors and the Supervisory Board of Song Da 9 Joint Stock Company for the 2021–2026 term
- Nomination letter from a group of shareholders (Nguyen Huu Bang, Do Viet Khoa, and VBP Joint Stock Company), representing a group holding 11.54% of the charter capital of Song Da 9 Joint Stock Company, nominating candidates for election to the Board of Directors and the Supervisory Board of Song Da 9 Joint Stock Company for the 2026–2031 term.

The term of the Board of Directors and the Supervisory Board of Song Da 9 Joint Stock Company for the 2021–2026 period has now ended. Accordingly, the Board of Directors of Song Da 9 Joint Stock Company has issued a document to the shareholders regarding the nomination of members of the Board of Directors and the Supervisory Board for the 2026–2031 term (Notice No. 11/TB-HĐQT dated March 24, 2026).

On April 13, 2026, Song Da 9 Joint Stock Company received a nomination letter for candidates to the Board of Directors and the Supervisory Board of Song Da 9 Joint Stock Company for the 2026–2031 term from a group of shareholders, including Mr. Nguyen Huu Bang, Mr. Do Viet Khoa, and VBP Joint Stock Company, collectively holding 11.54% of the Company's charter capital, submitting their nominations:

- One candidate for the Board of Directors is Mr. Le Hai Doan, born in 1978, with professional qualifications: Master of Information Technology, Lawyer.
- One candidate for the Supervisory Board is Mr. Nguyen Huu Bang, born in 1978, with professional qualifications: Master of Economic Management.

On April 23, 2026, Song Da 9 Joint Stock Company received Official Letter No. .../TCT-HĐQT from Song Da Corporation – JSC, the shareholder holding 58.5% of the charter capital of Song Da 9 Joint Stock Company, nominating personnel for election by the General Meeting of Shareholders to the Board of Directors and the Supervisory Board of Song Da 9 Joint Stock Company for the 2026–2031 term, specifically as follows:

Nomination of four candidates for the Board of Directors of the Company for the 2026–2031 term:

- Mr. Tran The Quang, born in 1975, professional qualification: Bachelor of Hydraulic Engineering.
- Mr. Nguyen Hai Son, born in 1974, professional qualification: Bachelor of Economics.
- Mr. Doan Hung Truong, born in 1979, professional qualifications: Bachelor of Economics, Master of Business Administration.
- Mr. Ngo Van Manh, born in 1979, professional qualification: Bachelor of Hydraulic Engineering.
- ***Nomination of three candidates for the Supervisory Board of the Company:***
- Ms. Nguyen Thi Thu Phuong, born in 1977, professional qualification: Bachelor of Finance and Accounting.
- Ms. Nguyen Thi Thanh Hue, born in 1982, professional qualification: Bachelor of Finance and Accounting.
- Mr. Luong The Lang, born in 1977, professional qualification: Bachelor of Business Administration.

(The brief résumés/CVs of the candidates are attached.)

The above is the report of the Board of Directors of the Company; respectfully submitted to the Annual General Meeting of Shareholders 2026 for the election of members to the Board of Directors and the Supervisory Board of Song Da 9 Joint Stock Company for the 2026–2031 term in accordance with applicable laws and regulations.

Sincerely./.

Recipients:

- As addressed above ;
- Filed at the Board of Directors, HR & Administration Department.

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



Tran The Quang