

**SAIGON – BAC LIEU BEER
JOINT STOCK COMPANY**

No.: 07/CBTT-SBL

**SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

Vinh Long, April 15, 2026

AD-HOC INFORMATION DISCLOSURE

To: Hanoi Stock Exchange (HNX)

1. Organization name: SAIGON – BAC LIEU BEER JOINT STOCK COMPANY

Stock code: SBL

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2. Content of information disclosure: Articles of Organization and Operation of Saigon Beer - Bac Lieu Joint Stock Company, amended and supplemented in 2026.

3. This information was published on the Company's website on April 15, 2026, at the following link: www.biasaigonbaclieu.com

We hereby certify that the information disclosed above is true and we are fully responsible before the law for the content of the disclosed information.

Organization Representative

Legal Representative

Attached:

- Articles of Organization and
Operation amended and
supplemented in 2026.



Trinh Cong Vinh

SAIGON-BACLIEU BEER JOINT STOCK COMPANY



**CHARTER
OF ORGANIZATION AND OPERATION**

(Issued together with Resolution No. 01/NQ-DHĐCĐ dated 15/04/2026)

Vinh Long, April 15, 2026

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PREAMBLE

This Charter is adopted pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ-ĐHĐCĐ on day 15 month 04 year 2026.

I. DEFINITIONS AND INTERPRETATION OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

In this Charter, the following terms shall be construed as follows:

- a) *Charter Capital* means the total par value of shares sold or registered for subscription upon the establishment of the joint stock company and in accordance with Article 6 of this Charter;
- b) *Voting Capital* means share capital under which the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) *Vietnam* means the Socialist Republic of Vietnam;
- f) *Date of Establishment* means the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate or equivalent legal documents);
- g) *Executive(s)* means the Director, Deputy Director, Chief Accountant and other executives appointed by the Board of Directors;
- h) *Manager(s)* means managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;
- i) *Related Person(s)* means individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;
- j) *Shareholder(s)* means any individual or organization owning at least one share of the joint stock company;
- k) *Founding Shareholder(s)* means shareholders owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;

l) *Major Shareholder(s)* means shareholders as defined in Clause 18, Article 4 of the Law on Securities;

m) *Term of Operation* means the operating duration of the Company as stipulated in Article 2 of this Charter and any extension thereof (if any) approved by the General Meeting of Shareholders;

n) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or legal document shall include any amendments, supplements or replacement documents thereof.

3. Headings (Sections and Articles of this Charter) are inserted for convenience of reference only and shall not affect the interpretation or substance of this Charter.

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

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation of the Company

1. Name of the Company

- Vietnamese name: CÔNG TY CỔ PHẦN BIA SÀI GÒN – BẠC LIÊU
- Foreign name: SAIGON-BACLIEU BEER JOINT STOCK COMPANY
- Abbreviated name: SAIGON-BACLIEU BEER JSC

2. SAIGON-BACLIEU BEER JOINT STOCK COMPANY (hereinafter referred to as the “Company”) is a joint stock company having legal status in accordance with the applicable laws of Vietnam.

3. Registered Head Office of the Company:

- Head office address: Lot B5, Tra Kha Industrial Park, Bac Lieu Ward, Ca Mau Province, Vietnam
- Tel: 02913 780781
- Fax: 02913 780 567
- E-mail: bsgbaclieu@gmail.com
- Website: <http://www.biasaigonbaclieu.com>

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

5. Unless the Company is terminated prior to the prescribed term under Clause 2, Article 54, or its operation is extended pursuant to Article 55 of this Charter, the Term of Operation of the Company shall be indefinite from the Date of Establishment.

Article 3. Legal representative of the company

3.1. The Legal Representative of the Company is an individual representing the Company in exercising the rights and performing the obligations arising from transactions of the Company; representing the Company as petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before Arbitration, Courts, and in exercising other rights and obligations in accordance with law.

3.2. The Legal Representative of the Company shall have the following responsibilities:

- a) To exercise assigned rights and perform assigned obligations honestly, prudently and to the best of his/her ability in order to ensure the lawful interests of the Company;
- b) To act loyally in the interests of the Company; not to abuse his/her position or office, and not to use information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of other organizations or individuals;
- c) To promptly, fully and accurately notify the Company of any enterprise in which he/she or his/her Related Persons act as owner or hold shares or capital contributions in accordance with law and this Charter.

3.3. The Legal Representative shall bear personal liability for any damage caused to the Company due to breach of the responsibilities stipulated in this Charter and in accordance with law.

3.4. The Chairman of the Board of Directors and the Director shall be the two (02) Legal Representatives of the Company. Each Legal Representative shall bear separate and corresponding responsibility within the scope of rights and obligations assigned to him/her in accordance with the Resolution or Decision of the Board of Directors of the Company (without joint liability).

3.5. Other provisions relating to the Legal Representative shall comply with the Law on Enterprises.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATION OF THE COMPANY

Article 4. Objectives of operation of the company

1. The main lines of business of the Company are:

1103 (main) Manufacture of beer

1104	Manufacture of malt for beer brewing
1101	Distillation, rectification and blending of spirits
5629	Other food service activities
1080	Manufacture of prepared feeds for livestock, poultry and and
1105	Manufacture of non-alcoholic beverages and mineral water
4633	Wholesale of beverages
4632	Wholesale of food products
4631	Wholesale of rice, wheat, other cereal products and flour
4620	Wholesale of agricultural and forestry raw materials (excluding
4679	Other specialized wholesale not elsewhere classified
4933	Freight transport by road
5210	Warehousing and storage of goods
3512	Production of electricity from renewable energy sources

2. The objectives of the Company are to mobilize capital and use capital efficiently for the development of its business and service activities with the aim of maximizing profits; creating stable employment; improving working conditions and enhancing the living standards of employees of the Company; ensuring benefits for shareholders; and fulfilling obligations to the State budget.

Article 5. Business scope and operation of the Company

The Company is entitled to conduct business activities in accordance with the lines of business specified in this Charter which have been duly registered, any changes thereto have been notified to the business registration authority, and have been published on the National Enterprise Registration Portal.

IV. CHARTER CAPITAL AND SHARES

Article 6. Charter capital and shares

1. The Charter capital of the Company is 120,120,000,000 dong (in words: One hundred twenty billion one hundred twenty million dong).

The total Charter capital of the Company is divided into 12,012,000 shares with a par value of 10,000 dong per share.

2. The Company may change its Charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. The shares of the Company at the time of adoption of this Charter consist of ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of shares are stipulated in Articles 12 and 13 of this Charter.

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

Ordinary shares shall be offered on a pre-emptive basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons provided that the conditions are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by securities laws.

6. The Company may repurchase shares it has issued in accordance with this Charter and applicable laws.

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

Article 7. Share certificates

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

2. A share certificate is a type of security certifying the lawful rights and interests of its holder with respect to a portion of the share capital of the issuing organization. A share certificate must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within 02 months from the date of full payment for shares in accordance with the Company's share issuance plan (or within another time limit as provided in the issuance terms), the owner of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any cost for printing the share certificate.

4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate upon request. The request must include the following contents:

- a) Information relating to the lost, damaged or otherwise destroyed share certificate;
- b) A commitment to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the Legal Representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares shall be freely transferable unless otherwise provided in this Charter or by law. Shares registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares which have not been fully paid for shall not be transferred and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive newly issued shares for the purpose of increasing share capital from equity sources, the right to purchase newly offered shares, and other rights and benefits in accordance with law.

Article 10. Share recovery

1. In the event that a shareholder fails to fully and punctually pay the amount payable for subscribed shares, the Board of Directors shall notify and has the right to request such shareholder to pay the outstanding amount and to bear liability corresponding to the total par value of the shares subscribed for in respect of the financial obligations of the Company arising from such failure to make full payment.
2. The above notice of payment must clearly state the new payment deadline (which shall be at least 07 days from the date of dispatch of the notice), the place of payment, and must specify that if payment is not made as required, the unpaid shares shall be recovered.
3. The Board of Directors shall have the right to recover shares which have not been fully and timely paid for if the requirements stated in the above notice are not fulfilled.
4. Recovered shares shall be deemed shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize others to sell or reallocate such shares under such conditions and in such manner as it deems appropriate.
5. A shareholder holding recovered shares shall cease to be a shareholder with respect to such shares but shall remain liable corresponding to the total par value of the subscribed shares for the financial obligations of the Company arising up to the time of recovery, in accordance with the decision of the Board of Directors, from the date of recovery until full payment is made. The Board of Directors shall have full authority to decide on enforcement of payment of the full value of the shares at the time of recovery.
6. The notice of recovery shall be sent to the holder of the recovered shares prior to the recovery date. The recovery shall remain valid even in the event of any error or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational structure, management and control

The organizational structure for management, governance and control of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Board of Supervision;
3. The Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through an authorized representative or by other methods as prescribed in the Company's Charter and by law. Each ordinary share shall carry one vote;
 - b) To receive dividends at a rate decided by the General Meeting of Shareholders;
 - c) To be given priority in subscribing for new shares in proportion to their respective holdings of ordinary shares in the Company;
 - d) To freely transfer their shares to others, except in the cases provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
 - e) To examine, look up and extract information relating to their names and contact addresses in the list of shareholders entitled to vote; to request correction of inaccurate information relating to themselves;
 - f) To examine, look up, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their shareholding ratio in the Company;
 - h) To request the Company to repurchase their shares in the cases provided in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class shall confer upon its holder equal rights, obligations and interests. Where the Company has different classes of

preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

k) To have their lawful rights and interests protected; to request suspension or annulment of Resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

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

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

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

b) To examine, look up and extract minutes, Resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervision, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets or business secrets of the Company;

c) To request the Board of Supervision to inspect specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and must include the following contents: full name, contact address, nationality, and legal identification documents for individual shareholders; name, enterprise code or legal documents, and head office address for organizational shareholders; number of shares and date of registration of shares of each shareholder; total number of shares of the group of shareholders and their ownership ratio in the total shares of the Company; matters to be inspected and purpose of inspection;

d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days prior to the opening date. The proposal must clearly state the name of the shareholder, the number of each class of shares held, and the matter proposed for inclusion in the meeting agenda;

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

3. A shareholder or a group of shareholders owning ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of

Directors and the Board of Supervision. The nomination of candidates to the Board of Directors and the Board of Supervision shall be carried out as follows:

- a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervision must notify the meeting of their grouping prior to the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Board of Supervision, shareholders or groups of shareholders as stipulated in this Clause shall be entitled to nominate one or more persons as candidates for the Board of Directors and the Board of Supervision in accordance with the decision of the General Meeting of Shareholders. Where the number of candidates nominated by such shareholders or groups of shareholders is fewer than the number they are entitled to nominate pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervision and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the number of shares committed to be purchased.
2. Not to withdraw contributed capital in the form of ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and persons with related interests in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the shares withdrawn and any damages arising.
3. To comply with the Charter of organization and operation and the Internal management regulations of the Company.
4. To comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Charter of organization and operation and law; to use such information only for the exercise and protection of their lawful rights and interests; and not to disseminate, copy or send such information to other organizations or individuals.
6. To attend meetings of the General Meeting of Shareholders and exercise voting/election rights through the following forms:
 - a) Attending and voting/electing directly at the meeting;

- b) Authorizing another individual or organization to attend and vote/elect at the meeting;
 - c) Attending and voting/electing via online conference, electronic voting or other electronic forms;
 - d) Sending voting/election ballots to the meeting by mail, fax or email;
 - e) Sending voting/election ballots by other means as prescribed in the Charter of organization and operation.
7. To bear personal responsibility when acting in the name of the Company in any form to perform one of the following acts:
- a) Violating the law;
 - b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Paying debts not yet due in the presence of financial risks to the Company.
8. To fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene annually within four (04) months from the end of the financial year. Unless otherwise provided in the Charter of organization and operation, the Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders when necessary, but not exceeding 06 months from the end of the financial year. In addition to the annual meeting, extraordinary meetings may be held. The location of the meeting of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide matters as prescribed by law and the Charter of organization and operation, particularly the approval of audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, adverse opinions or disclaimers, the Company must invite a representative of the approved auditing organization that conducted the audit to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.
3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

- a) When deemed necessary for the interests of the Company;
- b) When the remaining number of members of the Board of Directors or the Supervisory Board is fewer than the minimum number prescribed by law;
- c) At the request of a shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing full signatures of the relevant shareholders or being made in multiple copies with sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter of organization and operation.

4. Convening an extraordinary meeting of the General Meeting of Shareholders:

The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date when the number of remaining members of the Board of Directors or the Supervisory Board falls below the level specified in Point b Clause 3 of this Article or from the date of receipt of the request specified in Points c and d Clause 3 of this Article.

- a) If the Board of Directors fails to convene the meeting as prescribed in this Clause, within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening the meeting in accordance with Clause 3 Article 140 of the Law on Enterprises;
- b) If the Supervisory Board fails to convene the meeting as prescribed above, the shareholder or group of shareholders specified in Point c Clause 3 of this Article shall have the right to request a representative of the Company to convene the meeting in accordance with the Law on Enterprises;
- c) Procedures for organizing the meeting shall comply with Clause 5 Article 140 of the Law on Enterprises.

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

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

- a) To approve the development orientation of the Company;
- b) To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide the annual dividend rate for each type of share;
- c) To elect, dismiss and remove members of the Board of Directors and members of the Supervisory Board;

- d) To decide on investment or sale of assets with a value equal to or exceeding 35% of the total value of assets recorded in the most recent financial statements of the Company;
- e) To decide on amendments and supplements to the Charter of organization and operation;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of issued shares of each type;
- h) To examine and handle violations committed by members of the Board of Directors or members of the Supervisory Board causing damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- j) To decide the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- k) To approve, amend and supplement the Internal governance regulations and the Operating regulations of the Board of Directors and the Supervisory Board;
- l) To approve the list of approved auditing firms; to decide on the approved auditing firm to audit the Company's operations; to dismiss an approved auditor when deemed necessary;
- m) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The report of the Board of Directors on corporate governance and on the performance of the Board of Directors and each member thereof;
- d) The report of the Supervisory Board on the Company's business results and on the performance of the Board of Directors and the Director;
- e) The self-assessment report on the performance of the Supervisory Board and each member thereof;
- f) The dividend level for each share of each type;
- g) The number of members of the Board of Directors and the Supervisory Board;

- h) The election, dismissal and removal of members of the Board of Directors and members of the Supervisory Board;
 - i) The decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
 - j) The approval of the list of approved auditing firms; the decision on the approved auditing firm to audit the Company's operations when deemed necessary;
 - k) Amendments and supplements to the Charter of organization and operation;
 - l) The types and number of new shares to be issued for each type of share and the transfer of shares of founding shareholders within the first 03 years from the date of establishment;
 - m) The division, separation, consolidation, merger or conversion of the Company;
 - n) The reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;
 - o) The decision on investment or sale of assets with a value equal to or exceeding 35% of the total value of assets recorded in the most recent financial statements of the Company;
 - p) The decision on the repurchase of more than 10% of the total number of issued shares of each type;
 - q) The Company's entry into contracts or transactions with persons specified in Clause 1 Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the total value of assets recorded in the most recent financial statements of the Company;
 - r) The approval of transactions specified in Clause 4 Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities;
 - s) The approval, amendment and supplementation of the Internal governance regulations and the Operating regulations of the Board of Directors and the Supervisory Board;
 - t) Other matters as prescribed by law and this Charter of organization and operation.
3. All Resolutions and matters included in the meeting agenda must be discussed and voted on at the meeting of the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of an organizational shareholder may attend the meeting in person or authorize one or more individuals or organizations to

attend the meeting, or attend the meeting in one of the forms prescribed in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to attend the meeting of the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall comply with civil law and must clearly state the name of the authorizing shareholder; the name of the authorized individual or organization; the number of shares authorized; the content, scope and term of authorization; and the signatures of both the authorizing and authorized parties.

The authorized person attending the meeting must submit the power of attorney upon registration for attendance. In case of re-authorization, the attending person must additionally present the original power of attorney from the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).

3. Voting ballots/Election ballots of the authorized person attending the meeting within the scope of authorization shall remain valid even in one of the following cases, except where:

- a) The authorizing person has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person performing the authorization.

This Clause shall not apply if the Company has received notice of one of the above events before the opening time of the meeting of the General Meeting of Shareholders or before the reconvened meeting.

Article 17. Changes to rights

1. Any change or cancellation of special rights attached to a class of preference shares shall be effective only when approved by shareholders representing 65% or more of the total votes of all attending shareholders. A Resolution of the General Meeting of Shareholders on matters adversely affecting the rights and obligations of shareholders holding preference shares shall be adopted only if approved by preference shareholders of the same class attending the meeting and representing 75% or more of the total number of such preference shares, or by preference shareholders of the same class representing 75% or more of the total number of such preference shares in case the Resolution is passed in the form of written consultation.

2. A meeting of shareholders holding a particular class of preference shares to approve changes to the aforementioned rights shall be valid only when attended by at least 02

shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within the following 30 days, and the shareholders holding shares of that class who attend in person or through authorized representatives (regardless of the number of attendees and shares held) shall be deemed sufficient to constitute a quorum. At such meetings, shareholders holding shares of that class who attend in person or through authorized representatives may request secret ballot voting. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be implemented in accordance with Articles 19, 20 and 21 of this Charter of organization and operation.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares with preferential rights in respect of certain or all matters relating to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

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

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

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

- a) To prepare the list of shareholders eligible to attend and vote/elect at the meeting. The list of shareholders entitled to attend the meeting shall be prepared no more than 10 days before the date of sending the notice of invitation. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the meeting at least 20 days before the record date;
- b) To prepare the agenda and contents of the meeting;
- c) To prepare documents for the meeting;
- d) To draft Resolutions of the General Meeting of Shareholders in accordance with the proposed agenda;
- e) To determine the time and venue of the meeting;
- f) To notify and send the notice of invitation to the meeting to all shareholders entitled to attend;
- g) To perform other tasks serving the meeting.

3. The notice of invitation to the meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their contact addresses, and simultaneously published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting must send the notice to all shareholders on the list of shareholders entitled to attend no later than *21 days* before the opening date of the meeting (calculated from the date the notice is duly sent or dispatched).

The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. Where documents are not enclosed with the notice, the notice must clearly state the link to all meeting documents so that shareholders may access them, including:

- a) The meeting agenda and documents used at the meeting;
- b) The list and detailed information of candidates in case of election of members of the Board of Directors or members of the Supervisory Board;
- c) Voting/Election ballots;
- d) Draft Resolutions for each matter on the agenda.

4. A shareholder or group of shareholders specified in Clause 2 Article 12 of this Charter of organization and operation shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name; number of each class of shares held; contact address; nationality; Citizen Identification Card number, Identity Card number, Passport number or other lawful personal identification (for individual shareholders); name, enterprise code or establishment decision number and head office address (for organizational shareholders); number and class of shares held; and the matter proposed to be included in the agenda.

5. The person convening the meeting shall have the right to refuse a proposal specified in Clause 4 of this Article in any of the following cases:

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

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

Article 19. Conditions for conducting a meeting of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares.
2. If the first meeting does not meet the quorum as prescribed in Clause 1 of this Article, a notice of invitation to the second meeting must be sent within 30 days from the scheduled date of the first meeting. The second meeting shall be conducted when the attending shareholders represent 33% or more of the total voting shares.
3. If the second meeting does not meet the quorum as prescribed in Clause 2 of this Article, a notice of invitation to the third meeting must be sent within 20 days from the scheduled date of the second meeting. The third meeting shall be conducted regardless of the total number of voting shares represented by the attending shareholders.

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

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have registered, in the following order:
 - a) Upon registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/voting ballot/election ballot, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes/election votes of such shareholder.

The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by votes in favor, votes against, and abstentions. At the meeting, votes in favor of a Resolution shall be collected first, votes against shall be collected thereafter, and finally the total number of votes in favor or against shall be counted to determine the result. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervision of vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson;

b) Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the opening of the meeting shall have the right to register immediately and thereafter to participate and vote/elect at the meeting. The Chairperson shall not be required to suspend the meeting to allow late registration, and the validity of matters already voted/elected prior thereto shall remain unchanged.

2. The election of the Chairperson, secretary, the Shareholder/Delegate Eligibility Verification Committee and the Vote-counting Committee shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as Chairperson or authorize another member of the Board of Directors to act as Chairperson of the meeting convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them as Chairperson according to the majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as Chairperson;

b) Except as provided in Point a of this Clause, the person signing the notice convening the meeting shall preside over the election of the Chairperson, and the person receiving the highest number of votes shall act as Chairperson;

c) The Chairperson shall appoint one or more persons as secretary(ies) of the meeting and the Shareholder/Delegate Eligibility Verification Committee to serve the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the Vote-counting Committee as proposed by the Chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated for each matter.

4. The Chairperson shall have the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees, including:

a) Arranging seating at the meeting venue;

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

c) Facilitating shareholders to attend (or continue attending) the meeting.

The person convening the meeting shall have full authority to change the above measures and apply all necessary measures. Such measures may include issuing entry cards or applying other selection methods.

5. Shareholders or authorized persons arriving after the opening of the meeting may still register and have the right to vote immediately after registration; in this case, the validity of matters previously voted on shall remain unchanged.

6. The person convening the meeting or the Chairperson shall have the following rights:

a) To require all attendees to comply with inspection procedures or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel persons who do not comply with the Chairperson's authority, intentionally cause disorder, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the meeting.

7. The Chairperson shall have the right to adjourn a meeting that has met the required quorum for a period not exceeding 03 working days from the scheduled opening date and may only adjourn the meeting or change the meeting venue in the following cases:

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

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

c) There are attendees who obstruct or cause disorder, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

8. If the Chairperson adjourns or suspends the meeting contrary to Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and conduct the meeting until its conclusion; all Resolutions adopted at such meeting shall remain valid and effective.

9. Where the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities.

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

1. A Resolution on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all attending shareholders, except as provided in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:

a) Types of shares and total number of shares of each type;

- b) Changes to business lines, trades and sectors;
- c) Changes to the Company's management organizational structure;
- d) Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, unless the Charter provides for a different ratio or value;
- e) Reorganization or dissolution of the Company;
- f) Extension of the Company's operation term.

2. Other Resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting shares of all attending shareholders, or by shareholders holding more than 50% of the total voting shares through written opinion collection, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 Article 148 of the Law on Enterprises.

3. Election of members of the Board of Directors or the Supervisory Board:

If the number of candidates exceeds the number of members of the Board of Directors or Supervisors to be elected, the election shall be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. A shareholder may allocate all or part of his/her total votes to one or several candidates.

Elected members of the Board of Directors or Supervisors shall be determined in descending order of votes received, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company Charter is reached.

In case two or more candidates receive an equal number of votes for the last position, a re-election shall be conducted among those candidates with equal votes or selection shall be made in accordance with the election regulations.

If the number of candidates equals the number of members of the Board of Directors or Supervisors to be elected, the election may be conducted either by the cumulative voting method as stated above or by direct voting (approval, disapproval, abstention). The approval ratio under the direct voting method shall comply with Clause 2 of this Article.

4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such Resolution violate provisions of the Law on Enterprises and the Company Charter.

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

1. The Board of Directors has the right to collect shareholders' written opinions to adopt decisions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except for the case specified in Clause 2 Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare the written opinion ballots, draft Resolution of the General Meeting of Shareholders, explanatory documents for the draft Resolution, and send them to all shareholders entitled to vote at least 10 days before the deadline for returning the ballots. The requirements and method of sending opinions and accompanying documents shall comply with Clause 3 Article 18 of this Charter.

3. A written opinion ballot must contain the following principal contents:

- a) Name, address of the head office, and enterprise registration number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and legal identification number of an individual shareholder; name, enterprise registration number or legal document number, and head office address of an organizational shareholder; or full name, contact address, nationality, and legal identification number of the representative of an organizational shareholder; number of shares of each type and number of voting shares of the shareholder;
- d) Matters to be voted on for approval;
- e) Voting options including approval, disapproval, and abstention for each matter;
- f) Deadline for returning the completed ballot to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return completed ballots to the Company by mail, fax, or email as follows:

- a) In case of mailing, the ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The ballot must be placed in a sealed envelope and must not be opened before vote counting;
- b) In case of fax or email, the ballots must be kept confidential until the time of vote counting;
- c) Ballots returned after the prescribed deadline, or ballots opened before vote counting (in case of mailing), or disclosed before vote counting (in case of fax/email), shall be invalid. Ballots not returned shall be deemed as non-participating votes.

5. The Board of Directors shall conduct vote counting and prepare the vote-counting minutes under the supervision of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote-counting minutes must include the following principal contents:

- a) Name, address of the head office, and enterprise registration number;
- b) Purpose and matters to be voted on;
- c) Number of shareholders and total voting/election votes participating, clearly stating the number of valid and invalid votes and the method of submission, attached with a list of participating shareholders;
- d) Total number of approval votes, disapproval votes, and abstentions for each matter; total votes for each candidate (if any);
- e) Matters approved and corresponding approval ratios;
- f) Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damage arising from Resolutions adopted due to dishonest or inaccurate vote counting.

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

7. Completed ballots, vote-counting minutes, adopted Resolutions, and related documents must be archived at the Company's head office.

8. A Resolution adopted through written opinion collection shall be valid if approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote, and shall have the same validity as a Resolution adopted at a meeting of the General Meeting of Shareholders.

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

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

- a) Name, address of the head office, and enterprise registration number;
- b) Time and venue of the General Meeting of Shareholders;

- c) Meeting agenda and contents of the meeting;
- d) Full name of the Chairperson and the secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter on the agenda;
- f) Number of shareholders and total voting shares of attending shareholders; appendix listing registered shareholders and their representatives attending the meeting, together with the corresponding number of shares and votes;
- g) Total number of votes for each voting matter, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding ratio based on the total voting shares of attending shareholders;
- h) Total votes received by each candidate (if any);
- i) Matters approved and the corresponding approval ratios;
- j) Full names and signatures of the Chairperson and the secretary. In case the Chairperson or the secretary refuses to sign the minutes, such minutes shall be valid if signed by all other attending members of the Board of Directors and containing all contents as prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and/or the secretary to sign.

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

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

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

Resolutions and minutes of the General Meeting of Shareholders and attached documents must be disclosed in accordance with the laws on information disclosure in the securities market.

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

Within 90 days from the date of receipt of the Resolution or the minutes of the General Meeting of Shareholders, or the vote-counting minutes of the written opinion collection of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and annul the Resolution or part thereof in the following cases:

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

VII. BOARD OF DIRECTORS

Article 25. Nomination and candidacy for members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting.

Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors.

Information to be disclosed regarding candidates for the Board of Directors includes:

- a) Full name; date of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other managerial positions (including membership of the board of directors of other companies);
- e) Related interests with respect to the Company and its related persons;
- f) Other information (if any) as prescribed by the Company Charter.

The Company shall be responsible for disclosing information about companies in which the candidate is serving as a member of the Board of Directors, holding other

managerial positions, and any related interests of such candidate with those companies (if any).

2. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors.

A shareholder or group of shareholders holding from 5% to under 10% of the total voting shares may nominate one (01) candidate;

from 10% to under 30%, may nominate up to two (02) candidates;

from 30% to under 50%, may nominate up to three (03) candidates;

from 50% to under 65%, may nominate up to four (04) candidates;

from 65% or more, may nominate the full number of candidates.

3. Where the number of candidates nominated and self-nominated remains insufficient as prescribed in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Directors.

The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders conducts the election in accordance with law.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2 Article 155 of the Law on Enterprises and the Company Charter.

Article 26. Participants and terms of members of the Board of Directors

1. The Board of Directors shall consist of from three (03) to eleven (11) members. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors or the Members' Council of no more than five (05) other companies.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and members may be re-elected for an unlimited number of terms. Where all members of the Board of Directors simultaneously expire, such members shall continue to serve until new members are elected and assume their duties.

3. The composition of the Board of Directors shall be structured as follows:

The structure of the Board of Directors must ensure the following minimum number of non-executive members:

a) At least one (01) non-executive member in case the Company has from 03 to 05 members of the Board of Directors;



- b) At least two (02) non-executive members in case the Company has from 06 to 08 members of the Board of Directors;
- c) At least three (03) non-executive members in case the Company has from 09 to 11 members of the Board of Directors.
- 4. A member of the Board of Directors shall cease to hold office upon being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
- 5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.
- 6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Rights and obligations of the Board of Directors

- 1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.
- 2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
 - a) To decide on the Company's development strategies, medium-term development plans, and annual business plans;
 - b) To propose types of shares and the total number of shares of each type to be offered for sale;
 - c) To decide on the sale of unsold shares within the number of shares authorized for offering of each type; and to decide on other forms of capital mobilization;
 - d) To decide on the selling price of shares and bonds of the Company;
 - e) To decide on share repurchase in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
 - f) To decide on investment strategies and investment projects within its authority and limits as prescribed by law;
 - g) To decide on market development, marketing, and technology solutions;
 - h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in

Point d Clause 2 Article 138, and Clauses 1 and 3 Article 167 of the Law on Enterprises;

- i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, enter into, or terminate contracts with the Director and other key managers as prescribed in the Company Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide on their remuneration and other benefits;
- j) To supervise and direct the Director and other managers in the daily business operations of the Company;
- k) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- l) To approve the agenda and materials for the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for adoption of Resolutions;
- m) To submit audited annual financial statements to the General Meeting of Shareholders;
- n) To propose dividend levels; to decide on the time limit and procedures for dividend payment or handling of business losses;
- o) To propose reorganization or dissolution of the Company; to request bankruptcy of the Company;
- p) To issue the Operational Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; to issue the Operational Regulations of the Audit Committee under the Board of Directors (if any) and the Company's Information Disclosure Regulations;
- q) To request the Director, Deputy Director or General Director, Deputy General Director, and other managers of the Company to provide information and documents regarding the Company's financial status, business operations, and those of its affiliated units;
- r) Managers so requested must provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The order and procedures for requesting and providing information shall be specified in the Operational Regulations of the Board of Directors;
- s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on its operational results in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities.

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

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business results and performance efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, separately presented in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

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

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, subsistence, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company Charter.

Article 29. Chairman of the Board of Directors

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

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

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

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

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

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman. If no authorization is made, or in case the Chairman dies, is declared missing, is detained, is serving a prison sentence, is subject to compulsory administrative measures at a compulsory detoxification center or compulsory education institution, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among themselves as Chairman of the Board of Directors based on the majority vote of the remaining members, until a new decision of the Board of Directors is issued.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and presided over by the member having the highest number of votes or the highest voting ratio. In case more than one member has the same highest number of votes or voting ratio, the members shall elect, based on the majority principle, one among them to convene the meeting of the Board of Directors.

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

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

- a) At the request of the Supervisory Board;
- b) At the request of the Director or at least five (05) other managers;
- c) At the request of at least two (02) members of the Board of Directors;
- d) Other cases (if any).

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

5. The Chairman of the Board of Directors must convene a meeting within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company; the requesting person(s) shall have the right to convene the meeting in replacement of the Chairman.

6. The Chairman or the person convening the meeting must send a notice of invitation at least 07 working days prior to the meeting date. The notice must clearly specify the time and venue, agenda, matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots of members.

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

7. The Chairman or the convener shall send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.

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

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

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting by mail, fax, or email;
- e) Sending voting ballots by other means.

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

11. Voting:

- a) Except as provided in Point b Clause 11 of this Article, each member of the Board of Directors or authorized person as provided in Clause 8 of this Article attending the meeting in person shall have one (01) vote;
- b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member or his/her related person has interests that conflict or may conflict with the interests of the Company. Such member shall not be counted in the minimum number of members required to be present for meetings deciding on matters in which he/she has no voting right;
- c) In accordance with Point d Clause 11 of this Article, where an issue arises at a meeting relating to the interest or voting right of a member who does not voluntarily waive his/her voting right, the ruling of the Chairperson shall be final, except where the nature or scope of the member's interest has not been fully disclosed;
- d) A member of the Board of Directors benefiting from a contract as specified in Points a and b Clause 6 Article 43 of this Charter shall be deemed to have a significant interest in such contract;
- e) Supervisors have the right to attend meetings of the Board of Directors and to participate in discussions but shall not vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is proposed to be signed with the Company, and who is aware of his/her interest therein, must disclose such interest at the first meeting of the Board of Directors discussing the execution of such contract or transaction.

If the member is not aware of his/her interest at the time the contract or transaction is signed, such member must disclose the related interests at the first meeting of the Board of Directors held after becoming aware that he/she has or will have such interest.

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

14. A Resolution or decision of the Board of Directors shall be adopted if approved by the majority of attending members; in case of a tie vote, the final decision shall follow the opinion of the Chairman of the Board of Directors.

15. The Board of Directors may collect written opinions of its members to adopt a Resolution when deciding on matters within its authority as specified in Clause 2 Article 27 of this Charter.

A Resolution adopted by written opinion shall be approved based on the majority of votes of members entitled to vote and shall have the same validity and effect as a Resolution adopted at a meeting.

16. The Chairman of the Board of Directors is responsible for sending Resolutions and minutes of meetings to members. Such Resolutions and minutes shall serve as conclusive evidence of matters conducted at the meeting unless objections to the contents of the minutes are raised within ten (10) days from the date of dispatch.

Resolutions and minutes of meetings of the Board of Directors shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the Chairperson and the minute-taker.

Article 31. Person in charge of corporate governance

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to assist in corporate governance matters of the Company. The person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

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

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

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

- b) To prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c) To advise on meeting procedures;
- d) To attend meetings;
- e) To advise on procedures for preparation of Resolutions of the Board of Directors in compliance with law;
- f) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and the Supervisory Board;
- g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as a focal contact point with related stakeholders;
- i) To maintain confidentiality of information in accordance with law and this Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

VIII. DIRECTOR AND OTHER EXECUTIVES

Article 32. Organization of the management apparatus

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company.

The Company shall have a Director, Deputy Directors, a Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal or removal of the above positions must be approved by Resolution or decision of the Board of Directors.

Article 33. Executives

1. At the proposal of the Director and subject to approval by the Board of Directors, the Company may recruit other executives in such number and with such qualifications as appropriate to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.
2. The Director shall be entitled to salary and bonuses. The salary and bonuses of the Director shall be decided by the Board of Directors.

3. Salaries of executives shall be recorded as business expenses of the Company in accordance with corporate income tax laws, separately presented in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, dismissal, rights and obligations of the Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to act as Director.

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

3. The term of office of the Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The Director must satisfy the standards and conditions prescribed by law and the Company Charter.

4. The Director has the following rights and obligations:

- a) To decide on matters relating to the daily business operations of the Company which are not within the authority of the Board of Directors;
- b) To organize implementation of Resolutions and decisions of the Board of Directors;
- c) To organize implementation of the Company's business plans and investment plans;
- d) To propose organizational structure plans and internal management regulations of the Company;
- e) To appoint, dismiss or remove managerial positions within the Company, except for positions under the authority of the Board of Directors;
- f) To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the Director;
- g) To recruit employees;
- h) To propose dividend distribution plans or solutions for handling business losses;
- i) Other rights and obligations as prescribed by law, the Company Charter, and Resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss the Director upon approval by the majority of voting members attending the meeting and appoint a new Director to replace him/her.

Article 35. Company Secretary

When deemed necessary, the Board of Directors shall appoint one (01) or more persons as Company Secretary for a term as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal does not contravene current labor laws.

The Company Secretary has the following rights and obligations:

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

IX. Board SUPERVISORY BOARD

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

1. The nomination and candidacy for members of the Supervisory Board shall be implemented in accordance with Clause 1 Article 25 of this Charter. Shareholders holding voting shares have the right to aggregate their voting rights to nominate Supervisors. Shareholders holding ordinary shares may combine their voting rights to nominate candidates to the Supervisory Board.

A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares may nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) may nominate up to two (02) candidates; and more than thirty percent (30%) may nominate the full number of candidates.

2. Where the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board.

The nomination of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders conducts the election in accordance with law.

Article 37. Composition of the Supervisory Board

1. The Supervisory Board shall consist of three (03) members. The term of office of a member of the Supervisory Board shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years.

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

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

4. A member of the Supervisory Board shall be removed from office in the following cases:

- a) Failing to fulfill assigned duties and responsibilities;
- b) Failing to exercise his/her rights and perform obligations for six (06) consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases as decided by Resolution of the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members on the basis of majority voting; the election, dismissal and removal shall follow the majority principle.

More than half of the members of the Supervisory Board must reside in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the

following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business activities.

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

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

Article 39. Rights and obligations of the Supervisory Board

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

- 1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm conducting inspections of the Company's operations; and to dismiss the approved auditor when deemed necessary.
- 2. To be responsible before shareholders for its supervisory activities.
- 3. To supervise the financial status of the Company and the compliance with law in the operations of members of the Board of Directors, the Director and other managers.
- 4. To ensure coordination with the Board of Directors, the Director and shareholders.
- 5. Upon detecting violations of law or of the Company Charter by members of the Board of Directors, the Director or other executives, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation and implement remedial measures.
- 6. To develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
- 7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing implementation of a number of articles of the Law on Securities.
- 8. To access records and documents of the Company kept at the head office, branches and other locations; to access workplaces of managers and employees during working hours.
- 9. To request the Board of Directors, its members, the Director and other managers to provide full, accurate and timely information and documents relating to management, administration and business operations of the Company.

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

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board shall meet at least two (02) times per year. The number of attending members must be at least two-thirds (2/3) of the total members of the Supervisory Board.

Minutes of meetings of the Supervisory Board must be prepared in detail and clearly. The minute-taker and attending members of the Supervisory Board must sign the meeting minutes. Such minutes must be retained to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the Director and representatives of the approved auditing firm to attend meetings and respond to matters requiring clarification.

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

Salary, remuneration, bonuses and other benefits of members of the Supervisory Board shall be implemented as follows:

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

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

3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with corporate income tax laws and other relevant laws, and must be separately presented in the annual financial statements of the Company.

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

Members of the Board of Directors, members of the Supervisory Board, the Director and other executives are responsible for performing their duties, including duties as

members of sub-committees of the Board of Directors, honestly and prudently in the best interests of the Company.

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

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

2. Members of the Board of Directors, members of the Supervisory Board, the Director, other managers and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the Director and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital, and themselves or their related persons in accordance with law.

For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such Resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on any transaction that brings benefits to himself/herself or to his/her related persons in accordance with the Law on Enterprises and the Company Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the Director, other managers and their related persons must not use or disclose internal information to others to conduct related transactions.

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

a) For transactions with a value of less than thirty-five percent (35%) of the total assets recorded in the most recent financial statements, where the material contents of the contract or transaction and the relationships and interests of the relevant member have been reported to the Board of Directors and approved by a majority of non-interested members of the Board of Directors;

b) For transactions with a value equal to or greater than thirty-five percent (35%), or transactions resulting in cumulative transaction value within twelve (12) months from the date of the first transaction reaching thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements, where the material contents of such transaction and the relationships and interests of the relevant member have been

disclosed to shareholders and approved by the General Meeting of Shareholders by votes of non-interested shareholders;

c) Loan agreements or asset sale transactions with a value exceeding ten percent (10%) of the total assets recorded in the most recent financial statements between the Company and a shareholder holding fifty-one percent (51%) or more of the total voting shares or such shareholder's related persons, provided that such transactions have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of non-interested shareholders.

7. The Director must not be a related person of the Company's managers, Supervisors, or those of the parent company; the representative of state capital; or the representative of an enterprise's capital contribution in the Company and the parent company, in accordance with Point d, Clause 46, Article 4 of the Law on Securities.

Article 43. Liability for damages and indemnification

1. Members of the Board of Directors, members of the Supervisory Board, the Director and other executives who breach their duties of honesty and prudence or fail to properly perform their obligations shall be liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become a party to claims, lawsuits or legal proceedings (including civil and administrative cases and cases not initiated by the Company) if such person has been or is a member of the Board of Directors, member of the Supervisory Board, the Director, other executive, employee or authorized representative of the Company, and has acted honestly, prudently and in the interests of the Company on the basis of compliance with law, and there is no evidence that such person has breached his/her responsibilities.

3. Indemnifiable expenses include court judgments, fines, actual payable amounts (including attorney's fees) or amounts considered reasonable in settling such matters within the limits permitted by law. The Company may purchase insurance for these persons to cover the above indemnification liabilities.

XI. RIGHT TO INSPECT BOOKS AND COMPANY RECORDS

Article 44. Right to inspect books and records

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

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

copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding five percent (05%) or more of the total ordinary shares has the right to examine, inspect and extract minutes and Resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests inspection of books and records, such request must be accompanied by a power of attorney of the shareholder or group of shareholders represented, or a notarized copy thereof.

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

4. The Company must retain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, Resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are kept.

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

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The Director shall prepare plans for submission to the Board of Directors for approval regarding matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and disciplinary actions applicable to employees and executives.

2. The Director shall prepare plans for submission to the Board of Directors for approval regarding the Company's relationship with trade union organizations in accordance with best standards, practices and governance policies, the provisions of this Charter, the Company's internal regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide the annual dividend rate and form of dividend payment from the retained earnings of the Company.
2. The Board of Directors may decide on interim dividend payments under authorization of the General Meeting of Shareholders if such payment is deemed consistent with the profitability of the Company.
3. The Company shall not pay interest on any dividend amount or other amount payable in respect of a class of shares.
4. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of all or part of dividends in shares, and the Board of Directors shall implement such decision.
5. Where dividends or other amounts related to a class of shares are paid in cash, the Company must make payment in Vietnam dong. Payment may be made directly or through banks based on the bank account details provided by shareholders.

If the Company has transferred funds in accordance with the bank details provided by a shareholder but such shareholder does not receive the payment, the Company shall not be liable for the amount transferred.

Payment of dividends for shares listed or registered for trading on a Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.

6. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a Resolution or decision determining a specific record date. Based on such date, persons registered as shareholders or owners of other securities shall be entitled to receive cash or share dividends, notices or other documents.
7. Other matters relating to profit distribution shall be implemented in accordance with law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 47. Bank accounts

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval by competent authorities, where necessary, the Company may open bank accounts overseas in accordance with law.

3. The Company shall conduct all payments and accounting transactions through its Vietnam dong or foreign currency accounts opened at banks.

Article 48. Fiscal year

The fiscal year of the Company shall commence on 01 January and end on 31 December each year.

The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on 31 December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 49. Accounting regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specialized accounting regime issued or approved by competent authorities.

2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant laws. Such records must be accurate, updated, systematic and sufficient to evidence and explain the Company's transactions.

3. The accounting currency of the Company shall be Vietnam dong. In cases where the Company's primary economic transactions arise mainly in a foreign currency, the Company may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and must notify its directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATIONS

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

1. The Company shall prepare annual financial statements, and such annual financial statements must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements must include all reports, appendices and explanatory notes as prescribed by the laws on corporate accounting. The annual financial statements must present fairly and objectively the Company's operating results and financial position.

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

Article 51. Annual report

The Company shall prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

XVI. AUDIT OF THE COMPANY

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to select one of such entities to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements may attend meetings of the General Meeting of Shareholders, has the right to receive notices and other information relating to meetings of the General Meeting of Shareholders, and may express opinions at such meetings on matters relating to the audit of the Company's financial statements.

XVII. SEAL OF THE ENTERPRISE

Article 53. Seal of the enterprise

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

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Upon expiry of the operation term stated in the Company's Charter without a decision on extension;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) Upon revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
 - d) Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended operation term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 55. Extension of operation term

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiry of the operation term so that shareholders may vote on the extension of the Company's operation term as proposed by the Board of Directors.

2. The operation term shall be extended when shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting of the General Meeting of Shareholders vote in favor.

Article 56. Liquidation

1. At least six (06) months prior to the expiry of the Company's operation term or after a decision on dissolution of the Company, the Board of Directors must establish a Liquidation Committee comprising three (03) members, of whom two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee shall report to the Business Registration Authority on the date of its establishment and commencement of operation. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the Courts and administrative authorities.

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

- a) Liquidation expenses;
- b) Outstanding salaries, severance allowances, social insurance premiums and other benefits of employees in accordance with collective labor agreements and signed labor contracts;
- c) Tax liabilities;
- d) Other debts of the Company;
- e) The remaining amount after payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be given priority in payment.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 57. Settlement of internal disputes

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

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, the Supervisory Board, the Director or other managers;

The relevant parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes relating to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the settlement and request each party to present relevant information within seven (07) working days from the date the dispute arises. In cases relating to the Board of Directors or the Chairperson of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert as mediator for the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or the Court.

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

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 58. The Company's Charter

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

2. In cases where laws contain provisions relating to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall apply to regulate the Company's operations.

XXI. EFFECTIVENESS

Article 59. Effectiveness

1. This Charter consists of twenty-one (21) sections and fifty-nine (59) articles and was unanimously adopted by the General Meeting of Shareholders of Saigon-Bac Lieu Beer Joint Stock Company on day 15 month 4 year 2026, and the entire Charter is approved to take full effect as of that date.

2. This Charter is made in ten (10) copies of equal validity and shall be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company's Charter shall be valid when signed by the Chairperson of the Board of Directors or by at least one-half (1/2) of the total members of the Board of Directors.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN**



PHAM THI HONG HANH