

NAM MU HYDROPOER JOIN STOCK COMPANY



NAM MU HJSC

**ARTICLES OF ASSOCIATION
NAM MU HYDROPOER JOIN STOCK COMPANY**

Hà Nội, April 2026

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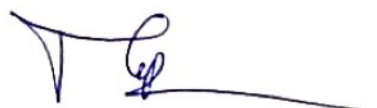
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PREAMBLE

This charter is adopted pursuant to resolution No. 01/2026/NQ-DHDCD dated 25 April 2026 of the General Meeting of Shareholders.

I. DEFINITIONS

Article 1. Interpretation of terms

1. In this Charter, the following terms shall have the meanings set out below:

a) *Charter capital* means the total par value of shares sold or subscribed upon the establishment of the joint stock company and as stipulated in Article 6 of this charter;

b) *Voting Capital* means share capital conferring voting rights on its holders with respect to matters within the authority of the General Meeting of Shareholders;

c) *Law on Enterprises* means Law No. 59/2020/QH14 dated 17 June 2020 of the National Assembly, as amended and supplemented from time to time, including Law No. 76/2025/QH15 dated 17 June 2025;

d) *Law on Securities* means Law No. 54/2019/QH14 dated 26 November 2019 of the National Assembly, as amended and supplemented from time to time, including Law No. 56/2024/QH15;

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 officers* means the General Director (Director), Deputy General Directors (Deputy Directors), Chief Accountant and other executives as prescribed in this Charter;

h) *Managers* means persons managing the company, including the Chairman of the Board of Management, members of the Board of Management, the General Director and other managerial positions as stipulated in this charter;

i) *Related persons* means individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;

k) *Shareholder* means any individual or organization owning at least one share of the company;

l) *Founding shareholder* means a shareholder owning at least one ordinary share and whose name is included in the list of founding shareholders of the company;

m) *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

n) *Operating term* means the duration of the company as specified in Article 2 of this Charter and any extension thereof approved by the General Meeting of Shareholders;

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



2. References in this charter to any provision or legal document shall include any amendments, supplements or replacements thereof.

3. Headings (sections, articles) are for convenience only and shall not affect the interpretation of this charter.

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

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

1. Company name

- Vietnamese name: CÔNG TY CỔ PHẦN THỦY ĐIỆN NẬM MU
- Foreign name: NAM MU HYDRO POWER JOINT STOCK COMPANY
- Abbreviated name: NAMMU HJSC

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

3. Registered Head Office::

- Address: Tan Quang Commune, Tuyen Quang Province, Vietnam
- Telephone: 02193 827 276
- E-mail:
- Website: <http://www.thuydiennammu.com.vn>

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

5. Unless terminated prior to the term specified in Clause 2, Article 54 or extended in accordance with Article 55 of this Charter, the Company's term of operation shall be indefinite from the Date of Establishment.

Article 3. Legal representative of the company

1. The Company shall have one legal representative, who is the General Director (Director)

2. Rights and obligations of the legal representative.

a. The legal representative is an individual representing the company to exercise rights and perform obligations arising from the Company's transactions; representing the company as plaintiff, defendant, or a person with related rights and obligations before Arbitration and Courts and performing other rights and obligations in accordance with law;

b. To perform assigned rights and obligations honestly, prudently and to the best of their ability in order to safeguard the lawful interests of the company;

c. To act loyally in the interests of the Company; not to misuse information, know-how or business opportunities of the Company; not to abuse position or authority



or use the Company's assets for personal gain or for the benefit of other organizations or individuals;

d. To promptly, fully, and accurately disclose information to the Company in accordance with Clause 2, Article 164 of the Law on Enterprises.


e. Other rights and obligations as prescribed by law

III. OBJECTIVES, BUSINESS LINES AND SCOPE OF OPERATIONS

Article 4. Objectives of the Company

1. Business lines of the Company:

No.	Business lines	Business code
1	Wholesale of construction materials and installation equipment	4673
2	Freight transport by road. Details: - Freight transport by trucks - Freight transport by four-wheeled motor vehicles	4933
3	Wholesale of solid, liquid and gaseous fuels and related products. Details: Trading of gasoline, oil and lubricants;	4671
4	Real estate business, land use rights owned, used or leased Details: Real estate business and office leasing; investment in construction and business of urban and industrial park infrastructure	6810
5	Construction of residential buildings	4101
6	Construction of non-residential buildings	4102
7	Other business support service activities n.e.c. Details: Import and export of goods traded by the Company;	8299
8	Manufacture of other fabricated metal products n.e.c. (excluding items prohibited by the State)	2599
9	Manufacture of structural metal products	2511
10	Machining; treatment and coating of metals	2592
11	Other construction installation activities	4329
12	Finishing of construction works	4330
13	Demolition Details: Construction contracting using blasting methods;	4311
14	Site preparation Details: Site preparation using blasting methods;	4312
15	Other mining and quarrying n.e.c. Details: Mining activities;	0899

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No.	Business lines	Business code
16	Manufacture of other non-metallic mineral products n.e.c. (excluding items prohibited by the State)	2399
17	Manufacture of clay building materials	2392
18	Architectural and engineering activities and related technical consultancy Details: Engineering design and construction consultancy; preparation of bidding documents and bid evaluation; construction supervision;	7110
19	Maintenance and repair of motor vehicles and other motor vehicles	9531
20	Maintenance and repair of motorcycles	9532
21	Repair and maintenance of machinery and equipment Details: Repair and maintenance of construction machinery	3312
22	Warehousing and storage	5210
23	Cargo handling	5224
24	Service activities supporting road transportation	5225
	Details:	
	- Activities related to transport of passengers, animals or goods by road	
	- Operation of bus terminals, truck yards and cargo handling points;	
	- Operation and management of roads, bridges, tunnels, car parks, garages, and parking facilities for bicycles and motorcycles;	
	- Towing and roadside assistance services	
25	Other transportation support activities	5229
	Details:	
	- Planning, organizing and supporting transport, warehousing and distribution;	
	- Operation of air ticket agencies;	
	- Freight forwarding services;	
	- Operation of customs brokerage agencies.	
26	Renting and leasing of motor vehicles	7710
27	Quarrying of sand, stone, gravel and clay	0810
28	Manufacture of concrete and products of concrete, cement and plaster	2395
29	Construction of railway works	4211

No.	Business lines	Business code
30	Construction of other civil engineering works: - Construction of civil, industrial, transport, irrigation, hydropower, postal works; technical infrastructure; power transmission lines and substations	4299 (Main)
31	Construction of water works	4291
32	Investment in construction of power plants (non-renewable). Details: "Electricity generation from non-renewable sources; investment in thermal power plants"	3511
33	Investment in construction and operation of hydropower plants (renewable). Details: "Hydropower generation; investment in hydropower plants"	3512
34	Construction of road works (main business line)	4212
35	Transmission and distribution of electricity Details: - Electricity transmission - Electricity distribution (Excluding national electricity transmission and distribution)	3513
36	(For conditional business lines, the Company shall only conduct business upon satisfying all conditions as prescribed by law.)	Business line not yet matched with the Vietnam Standard Industrial Classification

2. Objectives of the Company:

a. To build and develop the Company into a strong enterprise capable of executing turnkey projects domestically and internationally; to use economic efficiency as the primary measure for sustainable development; to diversify business lines and products while maintaining and developing traditional hydropower construction; to maximize resources to enhance competitiveness, improve employees' living standards, and contribute to the Company's development.

b. To operate profitably, ensure safety and growth of invested capital in the Company and other enterprises; to maximize profits, expand production and business activities, bring maximum benefits to shareholders, contribute to the State budget through taxes, and create stable employment and income for employees.

- c. To maximize the overall operational efficiency of the Company.

Article 5. Scope of business and operations

The Company is permitted to conduct business activities in accordance with the business lines registered in this Charter, duly notified to the business registration authority, and disclosed on the National Business Registration Portal.

The Company may also conduct other business activities permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The charter capital of the Company is VND 209,999,000,000 (In words: Two hundred nine billion nine hundred ninety-nine million Vietnamese Dong);

The total charter capital is divided into 20,999,900 shares (In words: Twenty million nine hundred ninety-nine thousand nine hundred shares) with a par value of VND 10,000 per share);

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

3. As of the date of adoption of this Charter, the Company's shares include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are specified in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares subject to approval by the General Meeting of Shareholders and in compliance with law.

5. The names, addresses, number of shares, and other details of the founding shareholders in accordance with the Law on Enterprises are set out in Appendix 01, which forms an integral part of this Charter.

6. Ordinary shares shall be offered to existing shareholders first, in proportion to their shareholding ratio, unless otherwise decided by the General Meeting of Shareholders. Unsubscribed shares shall be decided by the Board of Management, which may allocate such shares to shareholders or other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase its own shares in accordance with this Charter and applicable laws.

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

Article 7. Share certificates

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

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

3. Within two (2) months from the date of submission of a complete application for share transfer, or from the date of full payment for subscribed shares (or other issuance timeline), the shareholder shall be issued a share certificate. Shareholders shall not bear printing costs.

4. In case a share certificate is lost, damaged, or destroyed, the shareholder may request reissuance, provided that the request includes:

- a) 0020 Information on the lost, damaged, or destroyed certificate;
- b) A commitment to bear responsibility for any disputes arising from the reissuance.

Article 8. Other securities certificates

1. Bond certificates or other securities certificates (except offering documents, temporary certificates, or similar documents) shall bear the signature of the Legal Representative and the seal of the Company.

2. The Company shall not issue bonds in the following cases, unless otherwise provided by securities laws:

a. Failure to fully repay principal and interest of previously issued bonds or other due debts for three consecutive years;

b. The average after-tax profit for the preceding three years is not higher than the expected interest rate of the bonds to be issued;

c. Bond issuance to selected financial institutional creditors is not subject to the above restrictions;

3. The Board of Management has the authority to decide on the type, total value and timing of bond issuance, but must report to the General Meeting of Shareholders at the nearest meeting, together with supporting documents.

4. The Company may issue other securities upon approval by the General Meeting of Shareholders in writing and in compliance with securities laws.

Article 9. Transfer of Shares

1. All shares shall be freely transferable, except as otherwise provided in this Charter and applicable laws. Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid shall not be transferred and shall not enjoy related rights, including the right to receive dividends, bonus shares issued from equity, rights to subscribe for new shares, and other rights as prescribed by law.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 10. Organizational Structure, Management and Supervision

The organizational structure of the Company shall comprise:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. 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 exercise voting rights directly or through an authorized representative or other forms as prescribed by law or this Charter. Each ordinary share carries one vote;

b) To receive dividends as decided by the General Meeting of Shareholders;

c) To have pre-emptive rights to subscribe for new shares in proportion to their shareholding;

d) To freely transfer their shares to others, except in the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;

d) To examine, search, and extract information on names and contact addresses in the list of shareholders with voting rights; and to request correction of inaccurate information;

e) To examine, search, extract, or copy the Company's Charter, minutes 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 in proportion to their shareholding;

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

i) To be treated equally. Each share of the same class shall confer equal rights, obligations, and interests on its holder. In the case where the Company has different classes of preference shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To have access to full 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 Management in accordance with the Law on Enterprises;

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

2. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares (or a lower percentage as provided in the Charter) shall have the following rights:

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

b) To examine, search, and extract minutes, resolutions, and decisions of the Board of Management; semi-annual and annual financial statements; reports of the Board of Supervisors; contracts and transactions subject to approval by the Board of

Management; and other documents, except those relating to trade secrets and business secrets of the Company;

c) To request the Board of Supervisors to inspect specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include: full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal identification, and head office address of institutional shareholders; number of shares and registration time of shares of each shareholder; total shares of the group and ownership ratio; 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 submitted to the Company no later than [03 working days] prior to the opening date of the meeting (unless otherwise provided by the Charter), and must specify the shareholder's name, number of shares of each class, and the proposed agenda item;

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

3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares (or a lower percentage as provided in the Charter) shall have the right to nominate candidates to the Board of Management and the Board of Supervisors. The nomination shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates must notify the meeting of such grouping before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Management and the Board of Supervisors, shareholders or groups of shareholders may nominate one or more candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Management, the Board of Supervisors, and other shareholders.

Article 12. Obligations of shareholders

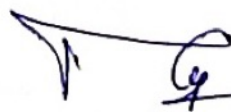
1. To fully and timely pay for the shares committed to be subscribed.

2. Not to withdraw contributed capital in the form of ordinary shares from the Company under any circumstances, except where such shares are repurchased by the Company or others. In case a shareholder withdraws part or all of the contributed capital in violation of this provision, such shareholder and related persons shall be jointly liable for the Company's debts and other asset obligations within the value of the withdrawn shares and any damages incurred.

3. To comply with the Company's Charter and internal governance regulations.

4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Management.

5. To maintain confidentiality of information provided by the Company in accordance with the Charter and the law; to use such information only for exercising and



protecting lawful rights and interests; and not to disclose, copy, or distribute such information to any other organization or individual.

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

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote;
- c) Attending and voting via online meeting, electronic voting, or other electronic means;
- d) Sending voting ballots by mail, fax or email;
- e) Sending voting ballots by other means as prescribed in the Charter.

7. To bear personal liability when acting in the name of the Company in any of the following cases:

- 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 applicable laws.

Article 13. 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 at least once a year within four (04) months from the end of the fiscal year. Unless otherwise provided in this Charter, the Board of Management may decide to extend the convening of the Annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Management shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and this Charter, particularly the approval of the audited annual financial statements. In cases where the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers of opinion, the Company must invite a representative of the approved audit firm 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 Management must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a) When deemed necessary for the interests of the Company;
- b) When the number of remaining members of the Board of Management or the Supervisory Board falls below the minimum required by law;

c) Upon request of a shareholder or group of shareholders as prescribed 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 signatures of the relevant shareholders;

d) Upon request of the Supervisory Board;

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

4. Convening an Extraordinary General Meeting of Shareholders

a) The Board of Management must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Management, independent members of the Board of Management, or members of the Supervisory Board falls below the level prescribed in Point b, Clause 3 of this Article, or from the date of receipt of requests specified in Points c and d, Clause 3 of this Article;

b) In the event that the Board of Management fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the following 30 days, the Supervisory Board shall replace the Board of Management to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder(s) 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 General Meeting of Shareholders in accordance with the Law on Enterprises;

In such case, the shareholder(s) or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and issuing resolutions of the General Meeting of Shareholders. All costs incurred for convening and conducting the meeting shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders when attending the meeting, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 14. Rights and Obligations of the General Meeting of Shareholders

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

a) To approve the Company's development orientation;

b) To decide on the classes of shares and the total number of shares of each class to be offered for sale; to decide on annual dividend levels for each class of shares;

c) To elect, dismiss, and remove members of the Board of Management and the Supervisory Board;

d) To decide on investments or disposals of assets with a value of 35% or more of the total assets recorded in the most recent financial statements of the Company;

d) To decide on amendments and supplements to the Company's Charter;



- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total issued shares of each class;
- h) To review and handle violations committed by members of the Board of Management or 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 on the budget or total remuneration, bonuses, and other benefits for the Board of Management and the Supervisory Board;
- k) To approve internal corporate governance regulations and operating regulations of the Board of Management and the Supervisory Board;
- l) To approve the list of approved audit firms; to appoint the approved audit firm to audit the Company's operations and to dismiss such audit firm 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) Reports of the Board of Management on corporate governance and performance of the Board of Management and each of its members;
- d) Reports of the Supervisory Board on the Company's business performance and on the performance of the Board of Management and the Director/General Director;
- e) Self-assessment reports of the Supervisory Board and its members;
- f) Dividend levels for each class of shares;
- g) The number of members of the Board of Management and the Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Management and the Supervisory Board;
- i) Decisions on budget or total remuneration, bonuses, and other benefits for the Board of Management and the Supervisory Board;
- j) Approval of the list of approved audit firms; appointment of audit firms when necessary;
- k) Amendments and supplements to the Company's Charter;
- l) Types and number of new shares to be issued for each class and transfer of shares of founding shareholders within the first 03 years from the establishment date;
- m) Division, separation, merger, consolidation, or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;



- o) Decisions on investments or disposals of assets with a value of 35% or more of total assets as recorded in the most recent financial statements;
- p) Decisions on repurchase of more than 10% of issued shares of each class;
- q) Approval of contracts and transactions between the Company and parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of total assets;
- r) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020;
- s) Approval of internal corporate governance regulations and operating regulations of the Board of Management and the Supervisory Board;
- u) Other matters as prescribed by law and this Charter.

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

Article 15. Authorization to Attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more individuals or organizations to attend, or participate via methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. Authorization must be made in writing in accordance with civil law and must clearly state the name of the authorizing shareholder, the authorized individual/organization, the number of shares authorized, the scope and duration of authorization, and signatures of both parties.

The authorized representative must submit the authorization letter upon registration. In case of re-authorization, the original authorization must also be presented (if not previously registered with the Company).

3. Voting ballots of authorized representatives remain valid within the scope of authorization unless:

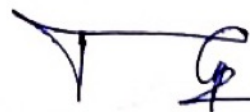
- a) The authorizing person dies or loses/has restricted legal capacity;
- b) The authorization is revoked;
- c) The authority of the authorized person is terminated.

This provision does not apply if the Company receives notice of such events prior to the opening of the meeting or before the reconvened meeting.

Article 16. Changes of Rights

1. Any change or cancellation of special rights attached to a class of preference shares shall be effective only upon approval by shareholders representing at least 65% of total votes of attending shareholders. Resolutions adversely affecting rights and obligations of preference shareholders must be approved by shareholders holding at least 75% of that class, either at a meeting or via written consent.

2. Meetings of holders of a class of preference shares are valid only if at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of



the par value of such shares are present. If quorum is not met, a second meeting shall be held within 30 days, where attendance requirements are waived. Each share of the same class carries equal voting rights.

3. Procedures for such meetings shall follow Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in issuance terms, rights attached to preference shares shall not be affected by the issuance of additional shares of the same class.

Article 17. Convening, Agenda and Notice of General Meeting of Shareholders

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

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

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

b) Prepare the agenda and contents of the meeting;

c) Prepare documents for the meeting;

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

d) Determine the time and venue of the meeting;

e) Notify and send the meeting invitation to all shareholders entitled to attend;

g) Perform other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their registered contact addresses and simultaneously published on the Company's website, 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 in the list of shareholders entitled to attend no later than 21 days before the opening date (calculated from the date the notice is validly sent or dispatched). The meeting agenda and documents related to matters to be voted on shall be sent to shareholders and/or posted on the Company's website. If such documents are not attached to the notice, the invitation must clearly state the link to access all meeting materials, including:

a) The meeting agenda and documents used in the meeting;

b) The list and detailed information of candidates in case of election of members of the Board of Management or the Supervisory Board;

c) Voting ballots;

d) Draft resolutions for each issue on the agenda.

4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter have the right to propose additional matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of shares of each type held, and the proposed issue.

5. The person convening the meeting has the right to refuse proposals specified in Clause 4 in the following cases:

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

6. The person convening the meeting must accept and include proposals specified in Clause 4 into the draft agenda and contents of the meeting, except for cases specified in Clause 5; such proposals shall be officially included if approved by the General Meeting of Shareholders.

Article 18. Conditions for Conducting the General Meeting of Shareholders

1. The meeting shall be conducted when shareholders attending represent more than 50% of total voting shares.

2. If the first meeting does not meet the quorum, the second meeting invitation must be sent within 30 days from the intended first meeting date. The second meeting shall be conducted when shareholders attending represent at least 33% of total voting shares.

3. If the second meeting still does not meet the quorum, the third meeting invitation must be sent within 20 days from the intended second meeting date. The third meeting shall be conducted regardless of the number of voting shares represented.

Article 19. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures until all attending shareholders have registered, as follows:

- a) Upon registration, each shareholder or authorized representative shall be issued a voting card stating registration number, name of shareholder, name of authorized representative, and number of voting shares. The General Meeting shall discuss and vote on each agenda item. Voting shall be conducted by approval, disapproval, or abstention. At the meeting, approval cards are collected first, then disapproval cards, and finally votes are counted. The vote-counting results shall be announced by the Chairperson before closing the meeting. The General Meeting elects persons responsible for vote counting or supervising vote counting as proposed by the

Chairperson. The number of members of the vote-counting committee is decided by the General Meeting based on such proposal;

b) Shareholders or authorized representatives arriving after the opening may still register and participate and vote immediately after registration. The Chairperson is not required to delay the meeting, and previously adopted resolutions remain valid.

2. Election of the Chairperson, Secretary, and vote-counting committee:

a) The Chairman of the Board shall act as Chairperson or authorize another Board member. If absent or unable to act, remaining Board members elect one among them by majority. If none is elected, the Head of the Supervisory Board shall preside over the election of the Chairperson by the General Meeting, and the person with the highest votes becomes Chairperson;

b) Except as above, the person convening the meeting shall preside over the election of the Chairperson;

c) The Chairperson appoints one or more secretaries;

d) The General Meeting elects the vote-counting committee as proposed by the Chairperson.

3. The agenda and contents must be approved at the opening session and clearly allocate time for each item.

4. The Chairperson has the right to take necessary and reasonable measures to ensure orderly conduct.

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

b) Ensure the safety of all persons present at the meeting venue(s);

c) Facilitate shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders has full authority to modify the above measures and to apply all necessary measures. Such measures may include issuing entry passes or using other selection methods.

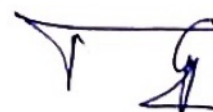
5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. The results of vote counting shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or their authorized representatives who arrive after the opening of the meeting may still register and have the right to participate in voting immediately after registration; in such case, the validity of matters already voted on shall not be affected.

7. The person convening the meeting or the Chairperson has the following rights:

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

b) To request competent authorities to maintain order at the meeting; to expel persons who fail to comply with the Chairperson's authority, intentionally disrupt order,



obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson has the right to adjourn a meeting of the General Meeting of Shareholders that has already satisfied the required number of registered attendees for a period not exceeding 03 working days from the scheduled opening date, and may only adjourn the meeting or change the venue in the following cases:

- a) The meeting venue does not have sufficient seating for all attendees;
- b) The technical or communication facilities at the venue do not ensure that shareholders can participate, discuss and vote;
- c) There are persons causing obstruction or disorder, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event that the Chairperson adjourns or suspends the meeting in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to preside over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall be responsible for ensuring that shareholders can attend and vote via 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/ND-CP dated December 31, 2020 of the Government guiding the implementation of a number of articles of the Law on Securities.

Article 20. Conditions for Passing Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except for cases specified 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 organizational and management structure of the Company;
- e. Investment projects or sale of assets with a value of 35% or more of the total assets as recorded in the most recent financial statements of the Company;
- f. Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted when approved by shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases specified in Clauses 1, 3, 4, and 5 of this Article

3. The election of members of the Board of Management and the Supervisory Board shall be conducted using the cumulative voting method, whereby each shareholder has 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 Management or the Supervisory Board, and each shareholder has the right to allocate all or part of their votes to one or

several candidates. Elected members of the Board of Management or Supervisors shall be determined based on votes counted from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is reached. In case two or more candidates receive the same number of votes for the last position, a re-election shall be conducted among those candidates or selection shall be made based on criteria specified in the election regulations approved by the Annual General Meeting of Shareholders.

4. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of preferred shares shall only be adopted if approved by shareholders of the same class of preferred shares attending the meeting and representing at least 75% of the total number of such preferred shares, or by shareholders of the same class representing at least 75% of such shares in case of written resolution.

5. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions do not comply with the Law on Enterprises and the Company's Charter.

6. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting within 15 days from the date of adoption; where the Company has a website, such notification may be replaced by publication on the Company's website.

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

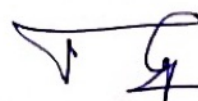
The authority and procedures for collecting shareholders' written opinions to pass resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. Board of Management has the right to collect shareholders' written opinions to pass resolutions of the General Meeting of Shareholders on all matters within the decision-making authority of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company, including the cases specified in Clause 2 Article 147 of the Law on Enterprises.

2. Board of Management must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions and send them to all shareholders entitled to vote at least 10 days prior to the deadline for returning the opinion collection forms. The requirements and method of sending the opinion collection forms and accompanying documents shall comply with Clause 3 Article 18 of this Charter.

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

- a) Name, head office address, enterprise code;
- b) Purpose of collecting opinions;



c) Full name, contact address, nationality, legal document number of individual shareholders; name, enterprise code or legal document number, head office address of organisational shareholders; or full name, contact address, nationality, legal document number of the representative of organisational shareholders; number of shares of each class and number of voting rights of each shareholder;

d) Matters for which opinions are collected to pass decisions;

d) Voting options including approval, disapproval and no opinion for each matter;

e) Deadline for returning the completed opinion collection forms to the Company;

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

4. Shareholders may return the completed opinion collection forms to the Company by post, fax or email as follows:

a) In case of sending by post, the completed opinion collection form must bear the signature of the individual shareholder, the authorised representative or the legal representative of the organisational shareholder. The form must be enclosed in a sealed envelope and must not be opened before the vote counting;

b) In case of sending by fax or email, the opinion collection form must be kept confidential until the vote counting;

c) Opinion collection forms received after the specified deadline or opened (for postal submission) or disclosed (for fax/email submission) shall be invalid. Forms not returned shall be deemed as non-participation in voting.

5. Board of Management shall conduct the vote counting and prepare the vote counting minutes under the supervision of Board of Supervisors or shareholders not holding managerial positions in the Company. The vote counting minutes must contain the following principal contents:

a) Name, head office address, enterprise code;

b) Purpose and matters for which opinions are collected to pass resolutions;

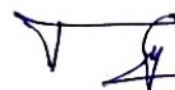
c) Number of shareholders and total voting rights participating, specifying valid and invalid votes and method of submission, with an appendix listing participating shareholders;

d) Total number of votes for approval, disapproval and no opinion for each matter;

d) Matters passed and corresponding approval ratios;

e) Full names and signatures of the Chairman of Board of Management, vote counters and supervisors.

Members of Board of Management, vote counters and supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and for any damage arising from decisions passed due to dishonest or inaccurate vote counting.



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

7. Completed opinion collection forms, vote counting minutes, passed resolutions and related documents must be retained at the Company's head office.

8. A resolution adopted by written opinion collection shall be valid if approved by shareholders representing more than [50%] of the total voting rights of all voting shareholders or [a specific ratio as stipulated in the Charter], and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 22. Resolutions, 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 stored in other electronic forms. The minutes must be prepared in Vietnamese and may be additionally prepared in a foreign language, and must include the following principal contents:

- a) Name, head office address, enterprise code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the chairperson and secretary;
- d) Summary of proceedings and opinions expressed on each agenda item;
- e) Number of shareholders and total voting rights of attending shareholders, with an appendix listing registered shareholders and representatives, including number of shares and voting right;
- g) The total number of votes for each matter put to a vote, clearly stating the voting method, total valid votes, invalid votes, votes for approval, disapproval and no opinion; and the corresponding ratios based on the total voting rights of attending shareholders;
- h) The matters that have been approved and the corresponding approval voting ratios;
- i) Full name and signatures of the chairperson and the secretary. In the event that the chairperson or the secretary refuses to sign the meeting minutes, such minutes shall be valid if signed by all other members of Board of Management attending the meeting 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 the minutes.

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

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

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registering to attend the meeting with shareholders' signatures, proxies for attending the meeting, all documents attached to the minutes (if any) and related documents accompanying the meeting invitation must be disclosed in accordance with the laws on information disclosure in the securities market and must be retained at the head office of the Company.

Article 23. 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 minutes of vote counting results for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2 Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to review and annul the resolution or a part of the contents of the resolution of the General Meeting of Shareholders in the following cases:


1. The order and procedures for convening the meeting and passing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3 Article 20 of this Charter;
2. The contents of the resolution violate the law or this Charter.

VII. BOARD OF MANAGEMENT

Article 24. Nomination and candidature of members of Board of Management

1. Where candidates for Board of Management 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 study such candidates before voting, candidates for Board of Management must provide a written commitment on the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as members of Board of Management. Information relating to candidates for Board of Management to be disclosed includes:

- a) Full name, date, month and year of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other managerial positions (including positions in Board of Management of other companies);
- d) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) A public company must be responsible for disclosing information on companies in which the candidate is holding positions as member of Board of Management, other managerial positions and related interests with the company of the candidate for Board of Management (if any).



2. Shareholders or groups of shareholders holding from 10% of the total number of ordinary shares or more shall have the right to nominate candidates for Board of Management in accordance with the Law on Enterprises and the Company's Charter.

3. In case the number of candidates for Board of Management through nomination and candidature is still insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Management shall introduce additional candidates or organise nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulations on operation of Board of Management. The introduction of additional candidates by the incumbent Board of Management must be clearly disclosed before the General Meeting of Shareholders votes to elect members of Board of Management in accordance with the law.

4. Members of Board of Management must satisfy the following standards and conditions:

a) Not falling under the subjects specified in Clause 2 Article 17 of the Law on Enterprises;

b) Having professional qualifications and experience in business administration or in the business lines and sectors of the Company and not necessarily being shareholders of the Company, except where otherwise provided in the Company's Charter;

c) A member of Board of Management may concurrently be a member of Board of Management of up to 05 other companies.

d) A member of Board of Management must not be a person having family relationships with the General Director and other managers of the Company; or with managers or persons having authority to appoint managers of the parent company;

5. Independent members of Board of Management must satisfy the following standards and conditions:

a) Not being a person currently working for the Company, the parent company or subsidiary of the Company; not being a person who has worked for the Company, the parent company or subsidiary of the Company for at least 03 consecutive years immediately preceding;

b) Not being a person currently receiving salary or remuneration from the Company, except for allowances to which members of Board of Management are entitled in accordance with regulations;

c) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, sibling is a major shareholder of the Company; or a manager of the Company or subsidiary of the Company;

d) Not being a person directly or indirectly owning at least 01% of the total voting shares of the Company;

e) Not being a person who has served as a member of Board of Management or Board of Supervisors of the Company for at least 05 consecutive years immediately preceding, except where appointed for 02 consecutive terms;

6. An independent member of Board of Management must notify Board of Management when he/she no longer satisfies the standards and conditions specified in Clause 5 of this Article and shall automatically cease to be an independent member of Board of Management from the date of non-compliance. Board of Management must notify the case where an independent member no longer satisfies the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of Board of Management within 06 months from the date of receipt of such notification from the relevant independent member of Board of Management.

Article 25. Composition and term of members of Board of Management

1. The number of members of Board of Management is 05 persons.

2. The term of members of Board of Management is 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of Board of Management of a company for no more than 02 consecutive terms. In case all members of Board of Management simultaneously end their term, such members shall continue to act as members of Board of Management until new members are elected to replace them and take over the work.

3. The structure of Board of Management is as follows:

a. The number of non-executive members of Board of Management must ensure the following:

- There must be at least 01 non-executive member in case the company has from 03 to 05 members of Board of Management;

- There must be at least 02 non-executive members in case the company has from 06 to 08 members of Board of Management;

- There must be at least 03 non-executive members in case the company has from 09 to 11 members of Board of Management.

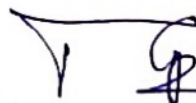
b. The Company shall limit to the maximum extent members of Board of Management concurrently holding executive positions of the Company in order to ensure the independence of Board of Management. There must be at least 01 independent member of Board of Management.

4. A member of Board of Management shall cease to hold such position in the event of being dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises, as follows:

a) Dismissal of a member of Board of Management

- Not meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises;

- Having a resignation letter and being accepted by the General Meeting of Shareholders.



b) Removal of a member of Board of Management

- Not participating in activities of Board of Management for 06 consecutive months, except in cases of force majeure;
- Such member suffers from mental disorder and there is professional evidence proving that such person does not have full legal capacity;
- Such member is removed pursuant to a decision of the General Meeting of Shareholders;
- Providing incorrect personal information when submitted to the Company as a candidate for Board of Management.

c) Election of additional members of Board of Management in the following cases:

Board of Management shall convene a General Meeting of Shareholders to elect additional members of Board of Management in the following cases:

- The number of members of Board of Management is reduced by more than one-third (1/3) compared to that stipulated in the Company's Charter. In this case, Board of Management must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced.

- Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

5. The appointment of members of Board of Management must be disclosed in accordance with the laws on information disclosure in the securities market.

6. Members of Board of Management are not necessarily shareholders of the Company.

7. Where deemed necessary, the General Meeting of Shareholders shall decide to replace members of Board of Management; dismiss or remove members of Board of Management in cases other than those specified at Points a and b Clause 4 of this Article.

Article 26. Rights and obligations of Board of Management

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

2. The rights and obligations of Board of Management shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, Board of Management shall have the following rights and obligations:

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

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



- c) To decide on the sale of unsold shares within the number of shares authorised to be offered of each type; to decide on raising additional capital in other forms;
- d) To decide on the selling price of shares and bonds of the Company;
- e) To decide on the repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- f) To decide on investment plans and investment projects within its authority and limits in accordance with the law;
- g) To decide on solutions for market development, marketing and technology;
- h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions having a value of 35% or more of the total assets recorded in the most recent financial statements of the Company, and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders in accordance with Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
- i) To elect, dismiss and remove the Chairman of Board of Management; to appoint and dismiss the General Director, Deputy General Director and Chief Accountant of the Company; to enter into and terminate contracts with the General Director; to decide on salaries, remuneration, bonuses and other benefits of such executives; to appoint authorised representatives to participate in the Members' Council, General Meeting of Shareholders, Board of Management, Board of Supervisors in other companies.
- j) To supervise and direct the General Director and other managers in the daily operation of the Company's business activities;
- k) To decide on the organisational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices and on capital contribution and share acquisition in other enterprises;
- l) To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- m) To submit the audited annual financial statements to the General Meeting of Shareholders;
- n) To propose the dividend rate; to decide on the time limit and procedures for dividend payment or handling of losses arising during business operations; to implement dividend payments to shareholders in accordance with the law after approval by the General Meeting of Shareholders;
- o) To propose the reorganisation or dissolution of the Company; to request bankruptcy of the Company;
- p) To decide on the issuance of the Regulations on operation of Board of Management and the Internal Regulations on corporate governance after approval by the



General Meeting of Shareholders; to decide on the issuance of the Company's regulations on information disclosure;

q) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other legal regulations and the Company's Charter.

3. Board of Management must report to the General Meeting of Shareholders on the results of its activities in accordance with Decree No. 155/2020/NĐ-CP as amended by Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 27. Remuneration, bonuses and other benefits of members of Board of Management

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

2. Members of Board of Management shall be entitled to remuneration and bonuses.

Remuneration shall be calculated based on the number of working days necessary to complete the duties of members of Board of Management and the daily remuneration rate. Board of Management shall estimate the remuneration for each member on the principle of unanimity. The total remuneration and bonuses of Board of Management shall be decided by the General Meeting of Shareholders at the annual meeting.

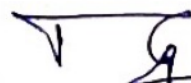
3. The remuneration of each member of Board of Management shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the annual financial statements of the Company and must be reported to the General Meeting of Shareholders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

4. Members of Board of Management holding executive positions or members of Board of Management working at committees of Board of Management or performing other tasks beyond the normal scope of duties of a member of Board of Management may be paid additional remuneration in the form of lump-sum payments per assignment, salary, commission, percentage of profit or in other forms as decided by Board of Management.

5. Members of Board of Management shall be entitled to reimbursement of all travel, accommodation and other reasonable expenses incurred in performing their duties as members of Board of Management, including expenses incurred in attending meetings of the General Meeting of Shareholders, Board of Management or committees of Board of Management.

6. Members of Board of Management may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of Board of Management relating to violations of law and the Company's Charter.

Article 28. Chairman of Board of Management



1. The Chairman of Board of Management shall be elected, dismissed and removed by Board of Management from among its members.

2. The Chairman of Board of Management must not concurrently hold the position of General Director.

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

- a) To formulate the programmes and plans of operation of Board of Management;
- b) To prepare the agenda, contents and documents for meetings; to convene, preside over and act as chairperson of meetings of Board of Management;
- c) To organise the adoption of resolutions and decisions of Board of Management;
- d) To supervise the implementation of resolutions and decisions of Board of Management;
- d) Chairperson of the General Meeting of Shareholders;
- e) Other rights and obligations in accordance with the Law on Enterprises and the Company's Charter;
- f) Other rights and obligations in accordance with the law.

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

5. In case the Chairman of Board of Management is absent or unable to perform his/her duties, he/she must authorise in writing another member to perform the rights and obligations of the Chairman of Board of Management in accordance with the principles prescribed in the Company's Charter. In case there is no authorised person or the Chairman of Board of Management dies, is missing, is detained, is serving a prison sentence, is subject to administrative measures at compulsory detoxification establishments or compulsory education establishments, absconds from the place of residence, has limited or lost civil act capacity, has difficulties in cognition and control of behaviour, is prohibited by the Court from holding positions, practising a profession or performing certain work, the remaining members shall elect one among them to act as Chairman of Board of Management on the principle of majority approval of the remaining members until a new decision is made by Board of Management.

Article 29. Meetings of Board of Management

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

2. Board of Management must meet at least once every quarter and may hold extraordinary meetings.

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

a) Upon request of Board of Supervisors or an independent member of Board of Management;

b) Upon request of the General Director or at least 05 other managers;

c) Upon request of at least 02 members of Board of Management;

d) Other cases as prescribed in the Company's Charter.

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

5. The Chairman of Board of Management must convene a meeting of Board of Management within 07 working days from the date of receipt of the request specified at Points a, b, c Clause 3 of this Article. In case of failure to convene the meeting as requested, the Chairman of Board of Management shall be liable for any damage incurred by the Company; the requesting party shall have the right to replace the Chairman of Board of Management to convene the meeting.

6. The Chairman of Board of Management or the person convening the meeting must send the notice of invitation at least [03 days] prior to the meeting date [unless otherwise stipulated in the Company's Charter]. The notice must specify the time and place of the meeting, agenda, matters for discussion and decision. The notice must be accompanied by documents to be used at the meeting and voting forms of members.

The notice of invitation to the meeting of Board of Management may be sent by invitation letter, telephone, fax, electronic means or other methods and ensure delivery to the registered contact address of each member of Board of Management at the Company.

7. The Chairman of Board of Management or the convenor shall send the notice of invitation and accompanying documents to the members of Board of Supervisors in the same manner as to the members of Board of Management.

Members of Board of Supervisors shall have the right to attend meetings of Board of Management; shall have the right to discuss but shall not have voting rights.

8. A meeting of Board of Management shall be conducted when at least three-quarters of the total number of members are present. In case the meeting convened in accordance with this Clause does not have sufficient quorum, a second meeting shall be convened within [07 days] from the intended date of the first meeting [unless a shorter period is stipulated in the Company's Charter]. In this case, the meeting shall be conducted if more than half of the members of Board of Management attend.

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

a) Attending and voting directly at the meeting;



b) Authorising another person to attend and vote in accordance with Clause 11 of this Article;

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

d) Sending voting forms to the meeting by post, fax or email;

d) Sending voting forms by other means as prescribed in the Company's Charter.

10. In case of sending voting forms to the meeting by post, the voting form must be enclosed in a sealed envelope and must be delivered to the Chairman of Board of Management no later than 01 hour prior to the opening of the meeting. The voting forms shall only be opened in the presence of all attendees.

11. Members must attend all meetings of Board of Management. A member may authorise another person to attend and vote if approved by the majority of members of Board of Management.

12. Resolutions and decisions of Board of Management shall be adopted if approved by the majority of attending members; in case of a tie, the final decision shall follow the opinion of the Chairman of Board of Management. Each member of Board of Management shall have one vote.

Article 30. Sub-committees under Board of Management

1. Board of Management may establish sub-committees under it to be in charge of development policy, personnel, remuneration, and risk management. The number of members of each sub-committee shall be decided by Board of Management, with a minimum of 03 members including members of Board of Management and external members. Independent members of Board of Management/non-executive members of Board of Management shall constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of Board of Management. The operation of the sub-committee must comply with the regulations of Board of Management. Resolutions of the sub-committee shall only be valid when approved by a majority of attending members voting in favour at the sub-committee meeting.

2. The implementation of decisions of Board of Management, or of sub-committees under Board of Management, must comply with the applicable laws and the provisions of the Company's Charter and the Internal Regulations on corporate governance.

Article 31. Person in charge of corporate governance

1. Board of Management of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance activities at the enterprise. 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 the approved auditing organisation that is conducting the audit of the Company's financial statements.

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

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

b) To prepare meetings of Board of Management, Board of Supervisors, and the General Meeting of Shareholders as required by Board of Management or Board of Supervisors;

c) To advise on procedures of meetings;

d) To attend meetings;

d) To advise on procedures for preparing resolutions of Board of Management in compliance with legal regulations;

e) To provide financial information, copies of minutes of meetings of Board of Management, and other information to members of Board of Management and members of Board of Supervisors;

g) To monitor and report to Board of Management on the Company's information disclosure activities;

h) To act as the focal contact point with stakeholders;

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

k) Other rights and obligations in accordance with the provisions of law and the Company's Charter.

VIII. DIRECTOR AND OTHER EXECUTIVES

Article 32. Organisation of the management apparatus

The management system of the Company must ensure that the management apparatus is accountable to Board of Management and is subject to the supervision and direction of Board of Management in the daily business operations of the Company. The Company has a Director, Deputy Directors, a Chief Accountant and other managerial positions appointed by Board of Management. The appointment, dismissal and removal from office of the above-mentioned positions must be approved by resolutions or decisions of Board of Management.

Article 33. Executives of the Company

1. Executives of the Company include the Director, Deputy Directors, Chief Accountant and other executives as prescribed in the Company's Charter.

2. Upon the proposal of the Director and subject to the approval of Board of Management, the Company may recruit other executives with a number and standards appropriate to the organisational structure and management regulations of the Company as prescribed by Board of Management. Executives must be responsible for supporting the Company in achieving its objectives in operations and organisation.

3. The Director shall be paid salary and bonus. The salary and bonus of the Director shall be decided by Board of Management.

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

Article 34. Appointment, dismissal, duties and powers of the Director

1. Board of Management shall appoint one member of Board of Management or hire another person to act as Director.

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

3. The term of office of the Director shall not exceed five years per term and may be reappointed for an unlimited number of terms. The Director must satisfy the standards and conditions as prescribed by law and the Company's 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 Board of Management;

b) To organise the implementation of resolutions and decisions of Board of Management;

c) To organise the implementation of the business plan and investment plan of the Company;

d) To propose organisational structure plans and internal management regulations of the Company;

e) To appoint, dismiss and remove from office managerial positions within the Company, except for those under the authority of Board of Management;

f) To decide 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 payment plans or handling of business losses;

i) Other rights and obligations as prescribed by law, the Company's Charter and resolutions and decisions of Board of Management.

5. Board of Management may dismiss the Director when approved by the majority of attending members of Board of Management having voting rights and appoint a new Director as replacement.

IX. BOARD OF SUPERVISORS

Article 35. Nomination and candidature of members of Board of Supervisors (Supervisors)

1. The nomination and candidature of members of Board of Supervisors shall be carried out in accordance with the provisions in clause 1 and clause 2, Article 25 of this Charter.

2. In the event that the number of candidates for Board of Supervisors through nomination and candidature is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organise nominations in accordance with the Company's Charter, the Internal Regulations on corporate governance and the Operating Regulations of Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of Board of Supervisors in accordance with the law.

Article 36. Composition of Board of Supervisors

1. The number of members of Board of Supervisors of the Company is 03 persons. The term of office of members of Board of Supervisors is 05 years and may be re-elected for an unlimited number of terms.

2. Members of Board of Supervisors must satisfy the standards and conditions as 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 members or employees of an independent auditing firm that has conducted the audit of the Company's financial statements within the preceding 03 consecutive years.

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

- a) No longer meeting the standards and conditions to be a member of Board of Supervisors as prescribed in clause 2 of this Article;
- b) Submitting a resignation letter and having it accepted;
- c) Other cases as prescribed in this Charter.

4. Members of Board of Supervisors shall be removed from office in the following cases:

- a) Failing to fulfil assigned duties and tasks;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeated violations or serious violations of obligations of members of Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
- d) Other cases as resolved by the General Meeting of Shareholders.

Article 37. Head of Board of Supervisors

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

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



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

Article 38. Rights and obligations of Board of Supervisors

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

1. To propose and recommend the General Meeting of Shareholders to approve the list of accepted auditing firms to conduct the audit of the Company's financial statements; to decide on the accepted auditing firm to conduct inspection of the Company's operations, and to dismiss the accepted auditor when deemed necessary.
2. To be responsible to shareholders for its supervisory activities.
3. To supervise the financial status of the Company and the compliance with the law in the operations of members of Board of Management, the Director and other managers.
4. To ensure coordination of activities with Board of Management, the Director and shareholders.
5. In the event of detecting acts of violation of law or violation of the Company's Charter by members of Board of Management, the Director and other executives of the enterprise, Board of Supervisors must notify Board of Management in writing within 48 hours, request the violating person to terminate the violation and provide remedial measures.
6. To develop the Operating Regulations of Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report at 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 the implementation of a number of articles of the Law on Securities.
8. To have the right to access files and documents of the Company kept at the head office, branches and other locations; to have the right to go to the workplace of managers and employees of the Company during working hours.
9. To have the right to request Board of Management, members of Board of Management, the Director and other managers to provide full, accurate and timely information and documents on management, administration and business operations of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

Article 39. Meetings of Board of Supervisors

1. Board of Supervisors must meet at least 02 times per year, and the number of members attending the meeting must be at least two-thirds (2/3) of the members of Board of Supervisors. Minutes of meetings of Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and members of Board of Supervisors

attending the meeting must sign the meeting minutes. The minutes of meetings of Board of Supervisors must be retained to determine the responsibilities of each member of Board of Supervisors.

2. Board of Supervisors has the right to request members of Board of Management, the Director and representatives of the accepted auditing firm to attend and answer issues that need to be clarified.

Article 40. Salaries, remuneration, bonuses and other benefits of members of Board of Supervisors

Salaries, remuneration, bonuses and other benefits of members of Board of Supervisors shall be implemented in accordance with the following provisions:

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

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

3. Salaries and operating expenses of Board of Supervisors shall be included in the business expenses of the Company in accordance with the laws on corporate income tax and other relevant laws and must be presented as a separate item in the annual financial statements of the Company.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF MANAGEMENT, MEMBERS OF THE BOARD OF SUPERVISORS, THE DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Management, Members of the Board of Supervisors, the Director and other executives are responsible for performing their duties, including duties in their capacity as members of sub-committees of the Board of Management, in an honest and prudent manner for the interests of the Company.

Article 41. Duty of honesty and avoidance of conflicts of interest

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

2. Members of the Board of Management, members of the Board of Supervisors, the Director, other managers and related persons of these members may only use information obtained by virtue of their positions to serve the interests of the Company.

3. Members of the Board of Management, members of the Board of Supervisors, the Director and other managers have the obligation to notify in writing the Board of Management and the Board of Supervisors of transactions between the Company, subsidiaries, and other companies in which the public company holds more than 50% of



the charter capital, with such persons or with related persons of such persons in accordance with the law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Management, the Company must disclose information on these resolutions in accordance with the provisions of securities law on information disclosure.

4. Members of the Board of Management shall not vote on transactions that bring benefits to such members or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Management, members of the Board of Supervisors, the Director, other managers and related persons of these subjects shall not use or disclose internal information to others to carry out related transactions.

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

a) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the key contents of the contract or transaction as well as the relationships and interests of members of the Board of Management, members of the Board of Supervisors, the Director, and other executives have been reported to the Board of Management and approved by the Board of Management by a majority of affirmative votes of members of the Board of Management without related interests;

b) For transactions with a value greater than 35% or transactions resulting in the total transaction value arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statements, the key contents of such transactions as well as the relationships and interests of members of the Board of Management, members of the Board of Supervisors, the Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.

7. Obligation to protect personal data of shareholders and employees.

Article 42. Liability for damages and compensation

1. Members of the Board of Management, members of the Board of Supervisors, the Director and other executives who violate obligations, duties of honesty and prudence, and fail to perform their duties shall be liable for damages caused by their violating acts.

2. The Company shall indemnify persons who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil and administrative cases and not being cases where the Company is the plaintiff) if such person has been or is a member of the Board of Management, member of the Board of Supervisors, the Director, other executive, employee or authorized representative of the Company who



has been or is performing duties under the authorization of the Company, acting honestly and prudently for the interests of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.

3. Indemnification expenses include judgment costs, fines, and actual payments incurred (including attorney's fees) when resolving these matters within the scope permitted by law. The Company may purchase insurance for these persons to avoid the above-mentioned indemnification liabilities.

XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS

Article 43. Right to access books and records

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

a) Ordinary shareholders have the right to review, access and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, access, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders holding 05% or more of the total number of ordinary shares or [another lower percentage as prescribed in the Company's Charter] has the right to review, access, extract the minutes and resolutions, decisions of the Board of Management, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Management and other documents, except for documents relating to the Company's trade secrets and business secrets.

2. In case the authorized representative of a shareholder or a group of shareholders requests access to books and records, it must be accompanied by a power of attorney of the shareholder or group of shareholders whom such person represents or a notarized copy of such power of attorney.

3. Members of the Board of Management, members of the Board of Supervisors, the Director and other executives have the right to access the Company's register of shareholders, 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 keep this Charter and amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Management, minutes of meetings of the General Meeting of Shareholders and the Board of Management, reports of the Board of Management, reports of the Board of Supervisors, annual financial statements, accounting books and other documents in accordance with the law at the head office or another location provided that shareholders and the Business Registration Authority are notified of the place where such documents are kept.

5. The Company's Charter must be published on the Company's website.
6. Electronic data of the General Meeting of Shareholders is a part of the Company's records.

XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and trade union

1. The Director must prepare plans for the Board of Management to approve matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and discipline for employees and enterprise executives.
2. The Director must prepare plans for the Board of Management to approve matters relating to the relationship of the Company with trade union organizations in accordance with best standards, practices and governance policies, the practices and policies prescribed in this Charter, the Company's regulations and the prevailing laws.

XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders shall decide the level of dividend payment and the form of annual dividend payment from the retained earnings of the Company.
2. The Company shall not pay interest on dividend amounts or on any amounts payable relating to a class of shares.
3. The Board of Management may propose to the General Meeting of Shareholders for approval the payment of all or part of dividends in shares, and the Board of Management is the body to implement this decision.
4. In case dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnamese Dong. Payment may be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has made a transfer in accordance with the bank details provided by a shareholder but such shareholder does not receive the money, the Company shall not be liable for the amount transferred to such shareholder. Payment of dividends for shares listed/registered for trading on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises and the Law on Securities, the Board of Management shall pass a resolution or decision determining a specific record date to close the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities shall be entitled to receive cash dividends or share dividends, notices or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank accounts

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



2. Subject to prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.

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

Article 47. Fiscal year

The fiscal year of the Company shall commence on 01 January each year and end on 31 December each year. The first fiscal year shall commence from 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 48. Accounting regime

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

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

3. The Company shall use Viet Nam Dong as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may select such foreign currency as the accounting currency, take responsibility for such selection before the law and notify the directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 49. Annual, semi-annual and quarterly financial statements

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

2. The annual financial statements must include all reports, appendices and notes in accordance with the provisions of law on enterprise accounting. The annual financial statements must present a true and fair view of the Company's operations.

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

Article 50. Annual report

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



XVI. COMPANY AUDIT

Article 51. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Management to decide on the selection of one of these entities to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Management.

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

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

XVII. COMPANY SEAL

Article 52. Company seal

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

2. The Board of Management shall decide on the type of seal, quantity, form and contents of the seal of the Company, its branches and representative offices (if any).

3. The Board of Management and the Director shall use and manage the seal in accordance with the provisions of prevailing law.

XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

1. The Company may be dissolved in the following cases:

- a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b) The Enterprise Registration Certificate is revoked, except where the Law on Tax Administration provides otherwise;
- c) Other cases as prescribed by law.

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

Article 54. Liquidation

1. After a decision on dissolution of the Company is issued, the Board of Management must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Management from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among employees of the



Company or independent experts. All costs relating to liquidation shall be given priority for payment by the Company before other debts of the Company.

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

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

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

XIX. INTERNAL DISPUTE RESOLUTION

Article 55. Internal dispute resolution

1. In case disputes or complaints arise relating to the operation of the Company, rights and obligations of shareholders in accordance with the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:

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

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

2. In case no mediation decision is reached within 06 weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, any party may bring such 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 made in accordance with the judgment of the Court.



XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 56. Amendments and supplements to 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 case the law has provisions relating to the operation of the Company which are not yet mentioned in this Charter or in case there are new legal provisions different from the provisions of this Charter, such provisions shall be applied to regulate the operation of the Company.

XXI. EFFECTIVE DATE

Article 57. Effective date

1. This Charter consists of 21 sections and 57 articles and was unanimously approved by the General Meeting of Shareholders of Nam Mu Hydropower Joint Stock Company on 25 April 2026 in Hanoi and fully accepted for its effectiveness.
2. This Charter is made in 02 copies of equal validity and must be kept at the head office of the Company.
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 bearing the signature of the Chairman of the Board of Management or at least one half (1/2) of the total number of members of the Board of Management.

Full name and signature of the legal representative of the Company.



GIÁM ĐỐC
Bùi Trọng Lân

APPENDIX 01

**LIST OF FOUNDING SHAREHOLDERS AND OTHER SHAREHOLDERS
CONTRIBUTING CAPITAL TO ESTABLISH THE COMPANY (year 2003)**

NO.	NAME OF SHAREHOLDER	ADDRESS	NUMBER OF SHARES (SHARES)	PERCENTAGE (%)	AMOUNT (BILLION VND)
1	Song Da Corporation – Representative: Mr. Le Van Que, General Director	G10 Building – Thanh Xuan Nam – Thanh Xuan – Hanoi	204,000	51	20.4
2	Binh Minh Company – Representative: Mr. Vu Quang Hoi, Deputy Director (under Power of Attorney No.: 03/DA/UQ-BM, dated 22 February 2003 of the Director of Binh Minh Production, Trading and Import-Export Company)	Km No. 2, Quang Trung Road, Thai Binh Town	100,000	25	10
3	Song Da Cement Joint Stock Company – Representative: Mr. Pham Cuong, Chairman of the Board of Management	Yen Hoa – Tan Hoa – Hoa Binh Town	20,000	5	2
4	Other shareholders		76,000	19	7.6
	Total::		400,000	100%	40

Note: The par value of shares at the time of establishment of the Company (year 2003): VND 100,000/share.

