

No.: 1937/QĐ-VMC

Quang Ninh, April 24th, 2026

DECISION
Promulgating the Charter of VINACOMIN - Machinery Joint Stock Company

BOARD OF DIRECTORS
VINACOMIN - MACHINERY JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises dated June 17th, 2020;
- Pursuant to the Law on Securities dated November 26th, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree No. 245/2025/ND-CP dated September 11th, 2025 of the Government, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31st, 2020 of the Minister of Finance guiding corporate governance applied to public companies in Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 1865/NQ-VMC dated April 23rd, 2026.

DECIDES:

Article 1. To issue herewith the “**Charter of VINACOMIN - Machinery Joint Stock Company**”.

Article 2. This Decision shall take effect from the date of its signing and shall replace Decision No. 1145/QĐ-VMC, dated April 28th, 2021, of the Company's Board of Directors.

Article 3. Shareholders of the Company, members of the Board of Directors, the Board of Supervisors, the Board of Directors, and Heads of subordinate units of the Company are responsible for implementing this Decision./.

Recipients:

- Party Committee, Board of Supervisors (e-copy);
- As mentioned in Article 3 (e-copy);
- Trade Union, Youth Union, Veterans Association (e-copy);
- Archive: Secretary, Office.

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



Pham Tuan Ngoc

VIETNAM NATIONAL COAL AND
MINERAL INDUSTRIES HOLDING
CORPORATION LIMITED
**VINACOMIN - MACHINERY JOINT STOCK
COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

**THE CHARTER FOR ORGANIZATION AND
OPERATION OF VINACOMIN
MACHINERY JOINT STOCK COMPANY**

(Issued together with Decision No. 1937 /QD-VMC, April 24th, 2026)

PREAMBLE

1. VINACOMIN – Machinery Joint Stock Company (hereinafter referred to as “the Company”) was established in accordance with the Law on Enterprises. The predecessor of the Company was the Cam Pha Central Mechanical Factory established on July 23rd 1968 pursuant to Decision No. 739/QĐ/KB2 dated July 23rd 1968 of the Minister of Heavy Industries; under Notice No. 143/TB dated May 5th 1993 of the Office of the Government regarding the re-establishment of the Mining Machinery Company, the Ministry of Energy issued Decision No. 468 NL/TCCB-LĐ dated June 30th 1993 on the re-establishment of the Cam Pha Central Mechanical Plant under the Mining Machinery Company.

After being merged into Vietnam Coal Corporation under Decision No. 28/2001/QĐ-BCN dated May 23rd 2001 of the Ministry of Industry. On May 12th 2004, the Company was renamed as Vietnam Coal Machinery One-Member Limited Liability Company.

The Company was equitized from a state-owned enterprise under Decision No. 3675/QĐ-BCN dated December 18th 2006. The inaugural General Meeting of Shareholders was held on February 28th 2008, and the Company was issued its Enterprise Registration Certificate and officially commenced operations in March 2008.

2. This Charter on the organization and operation of the Company is based on:

- Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020, and the laws amending and supplementing the Law on Enterprises;
- Law on Securities No. 54/2019/QH14 dated November 26th, 2019, and the laws amending and supplementing the Law on Securities;
- Decree No. 155/2020/ND-CP dated December 31st, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities and the Decree amending and supplementing Decree No. 155/2020/ND-CP;
- The Model Charter applicable to public companies issued together with Circular No. 116/2020/TT-BTC dated December 31st, 2020, of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies.

3. This Charter was approved by the 2026 Annual General Meeting of Shareholders of VINACOMIN – Machinery Joint Stock Company on April 23rd, 2026.

4. This Charter constitutes the legal basis for all activities of the Company. The Company's internal regulations and the resolutions of the General Meeting of Shareholders and the Board of Directors, when duly adopted in accordance with law and this Charter, shall be binding rules for the conduct of the Company's business activities.

CHAPTER I

DEFINITIONS USED IN THE CHARTER

Article 1. Interpretation of terms used in the Charter

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

- a) “Board” means the Board of Directors of the Company, abbreviated as “BOD”.

- b) "Business territory" means the geographical area in which the Company conducts its business activities, including within and outside the territory of Vietnam.
- c) "Charter capital" means the total par value of shares sold or subscribed for upon the establishment of a joint stock company and as provided in Article 6 of this Charter.
- d) "Voting capital" means share capital conferring upon its holder the right to vote on matters within the authority of the General Meeting of Shareholders.
- d) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, and the laws amending and supplementing the Law on Enterprises.
- e) "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019, and the laws amending and supplementing the Law on Securities.
- g) "Date of establishment" means the date on which the Company was first issued its Enterprise Registration Certificate (business registration certificate or an equivalent document).
- h) "Law" means all legal normative documents as provided in the Law on Promulgation of Legal Normative Documents.
- i) "Company manager" means the Company's managers, including the Chairperson of the Board of Directors, members of the Board of Directors, the Director, and other individuals holding managerial positions as provided in the Company Charter.
- k) "Company executive" means the Director, Deputy Director, Chief Accountant, and other executives as provided by the Company Charter.
- l) "Related person" means any individual or organization defined in Clause 23 Article 4 of the Law on Enterprises and Clause 46 Article 4 of the Law on Securities.
- m) "Shareholder" means an individual or organization that owns at least one share in a joint stock company.
- n) "Founding shareholder" means a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company.
- o) "Major shareholder" means a shareholder as defined in Clause 18 Article 4 of the Law on Securities.
- p) "Dividend" means the net profit paid to each share in cash or in other assets from the Company's remaining profits after fulfillment of financial obligations.
- q) "Term of operation" means the operating term of the Company as specified in Article 2 of this Charter and any extension approved by resolution of the General Meeting of Shareholders.
- r) "Stock exchange" means the Vietnam Stock Exchange and its subsidiaries.

s) "Vietnam" means the Socialist Republic of Vietnam.

t) Abbreviations: Board of Directors (BOD); General Meeting of Shareholders (GMS).

2. Any reference in this Charter to any article or document shall include any amendment or replacement thereof. Where any legal instrument governing matters related to this Charter is amended, supplemented or replaced, the relevant provisions of this Charter shall be implemented in accordance with such amended, supplemented or replaced legal instrument.

3. The headings (chapters and articles of this Charter) are used for convenience only and shall not affect the substance of this Charter.

4. Words or terms defined in the Law on Enterprises (unless inconsistent with the subject matter or context) shall have the same meaning in this Charter.

CHAPTER II

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

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

1. Company name:

a) Vietnamese name: CÔNG TY CỔ PHẦN CHẾ TẠO MÁY-VINACOMIN;

b) Foreign name: VINACOMIN - MACHINERY JOINT STOCK COMPANY;

c) Abbreviated name: VMC.

2. The Company has its own emblem as follow:



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

4. The Company is a subsidiary of Vietnam National Coal and Mineral Industries Holding Corporation Limited, controlled by the Group through direct or indirect right to appoint a majority or all members of the Board of Directors and the Director of the Company, in accordance with Point b Clause 1 Article 195 of the Law on Enterprises and the Group's internal governance regulations, and through the Group's brand.

5. The Company is permitted to use the "TKV" and "VINACOMIN" trademarks of Vietnam National Coal and Mineral Industries Holding Corporation Limited in its Vietnamese and English names in accordance with the Group's Regulations of trademark use and applicable laws.

Apart from the provisions of this Charter, the Company is responsible in performing rights and obligations of a subsidiary towards Vietnam National Coal and Mineral Industries Holding Corporation Limited in accordance with the Group's Charter and Internal Management regulations applicable to the Group, of which the Company is a member.

6. Registered head office of the Company:

- Head office address: 486 Tran Phu Street, Cam Pha City, Quang Ninh Province
- Tel: 0203.3862876; 0203.3716223
- Fax: 0203.3862034
- Website: www.chetaomay.com.vn

7. The Company may establish branches and representative offices within its business territory in order to implement its operating objectives, in accordance with resolutions of the Board of Directors and within the scope permitted by law.

8. Unless terminated before the expiry of the term specified in Clause 2 Article 58 of this Charter, the Company's term of operation shall be indefinite from the date of establishment.

Article 3. Legal representative of the Company

The Company shall have one legal representative, being the Director of the Company. The legal representative shall have the powers and obligations prescribed by applicable law and by the Company's internal management regulations.

CHAPTER III

OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Business objectives of the Company

1. The Company's business objective is to maximize reasonable profits for the Company, increase returns for shareholders, contribute to the State budget, ensure the interests of employees, and continuously develop the Company into a stronger and more prosperous enterprise.

2. Business lines of the Company:

a) The Company's registered business lines include:

No.	Business lines	Code
1	Repair and maintenance of means of transport (except cars, motorbikes, scooters and other motor vehicles)	3315
2	Construction of other public works	4229
3	Construction of other civil engineering works	4299
4	Manufacture of spare parts and accessories for automobiles and other motor vehicles	2930

No.	Business lines	Code
5	Production of concrete and products from concrete, cement and plaster	2395
6	Other professional, scientific and technological activities not elsewhere classified - Inspection scope: Machinery, equipment and materials subject to strict occupational safety requirements under the management of the Ministry of Industry and Trade - Inspection objects: single hydraulic props, movable frame supports and self-propelled support systems used in underground mining.	7490
7	Repair and maintenance of electrical equipment	3314
8	Repair and maintenance of other equipment	3319
9	Installation of industrial machinery and equipment	3320
10	Maintenance and repair of motor vehicles	4520
11	Casting iron and steel	2431
12	Non-ferrous metal casting	2432
13	Specialized design activities	7410
14	Manufacture of tanks, reservoirs and containers of metal	2512
15	Forging, stamping, pressing and rolling of metal; powder metallurgy	2591
16	Mechanical processing; metal treatment and coating	2592
17	Manufacture of boilers (except central boilers)	2513
18	Basic chemical production	2011
19	Shipbuilding and floating structures	3011
20	Demolition	4311
21	Site preparation	4312
22	Other production not elsewhere classified	3290
23	Manufacture of other means of transport and transport equipment not elsewhere classified	3099
24	Manufacture of locomotives, trams and carriages	3020
25	Wholesale of other machinery, equipment and spare parts - Wholesale of machinery, equipment and spare parts for mining and construction	4659

No.	Business lines	Code
	- Wholesale of other machinery, equipment and spare parts not elsewhere classified	
26	Food wholesale - Wholesale seafood - Wholesale of other foods	4632
27	Architectural and engineering activities and related technical consultancy: - Design of civil and industrial construction works. - Design of electrical and mechanical systems for civil and industrial construction works. - Mechanical design of construction works	7110
28	Repair and maintenance of machinery and equipment	3312
29	Repair and maintenance of prefabricated metal products	3311
30	Manufacture of mining and construction machinery	2824 (principal)
31	Manufacture of hand tools powered by motors or compressed air	2818
32	Manufacture of lifting, lowering and loading equipment	2816
33	Manufacture of bearings, gears, gearboxes, control and transmission components	2814
34	Production of metal components	2511
35	Renting of machinery, equipment and other tangible goods without operator	7730

b) Other business lines consistent with applicable law.

Article 5. Business scope and operations of the Company

1. The Company may conduct business activities in the business lines provided for in this Charter that have been duly registered, any change to registered contents has been notified to the business registration authority, and such change has been published on the National Business Registration Portal. In case the Company engages in conditional business lines, it must fully satisfy the business conditions prescribed by the Law on Investment and relevant specialized laws.

2. The Company may also conduct business activities in other fields permitted by law, as determined by the Board of Directors when necessary and approved by the Company's General Meeting of Shareholders at its nearest meeting.

CHAPTER IV

CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares and founding shareholders

1. Charter capital:

a) As of the date this Charter is adopted, the Company's charter capital is VND 46,973,510,000 (in words: Forty-six billion, nine hundred seventy-three million, five hundred ten thousand Vietnamese dong). The Company's charter capital is divided into 4,697,351 shares with a par value of VND 10,000 per share.

b) The Company may change its charter capital (increase or decrease) upon approval of the General Meeting of Shareholders and in accordance with law.

2. Shares:

a) As of the date this Charter is adopted, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each class of shares are provided in Articles 12 and 13 of this Charter.

Ordinary shares may be used as the underlying assets for the issuance of non-voting depository receipts, which shall be referred to as underlying ordinary shares. Such non-voting depository receipts shall have economic benefits and obligations corresponding to the underlying ordinary shares, except for voting rights.

b) The Company may issue other classes of preferred shares after approval by the General Meeting of Shareholders and in compliance with law.

c) Ordinary shares may not be converted into preferred shares. Preferred shares may be converted into ordinary shares upon approval by the General Meeting of Shareholders.

d) Share offering:

- Share offering means the Company increasing the number and/or classes of shares authorized for offering and selling such shares during its operation in order to increase charter capital.

- Share offerings for the purpose of increasing charter capital shall be carried out in one of the forms specified in Clause 2 Article 123 of the Law on Enterprises, including:

(i) Offering shares to existing shareholders;

(ii) Private placement of shares;

(iii) Public offering of shares.

- The Company's share offerings shall comply with Articles 123, 124 and 125 of the Law on Enterprises and the law on securities.

d) Sale of shares:

The Board of Directors shall decide the timing, method and price of share sales. The sale price may not be lower than the market price at the time of offering or the book value

recorded in the most recent books, except where Article 126 of the Law on Enterprises requires approval of the General Meeting of Shareholders.

e) Repurchase of shares:

Pursuant to a resolution of the General Meeting of Shareholders, the Company may repurchase no more than 30% of the total number of ordinary shares sold in accordance with Article 133 of the Law on Enterprises. Shares repurchased by the Company under Articles 132 and 133 of the Law on Enterprises shall be treated as unsold shares under Clause 4 Article 112 of the Law on Enterprises. The Company must complete procedures for reducing charter capital corresponding to the aggregate par value of the shares repurchased by the Company within 10 days from the date of completion of payment for the repurchase, unless otherwise provided by securities laws.

g) The Company may issue other securities upon unanimous written approval of the General Meeting of Shareholders and in accordance with the law on securities and the stock market.

3. Founding shareholders are shareholders who participated in drafting, approving and signing the Company's first Charter. The names, addresses, number of shares and other details of the founding shareholders are set out in the appendix attached to this Charter. If a founding shareholder transfers shares in accordance with Article 9 of this Charter, such shareholder shall no longer be a founding shareholder of the Company; the transferee shall have the rights and responsibilities prescribed by law and by this Charter.

4. The Company may issue other securities in accordance with law.

Article 7. Share certificates

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

2. A share certificate is a security instrument confirming the lawful rights and interests of the holder in a portion of the issuer's share capital. A share certificate must contain all contents required by Clause 1 Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete dossier requesting transfer of share ownership in accordance with the Company's rules, or within 60 days (or such longer period as may be specified in the issuance terms) from the date of full payment for shares pursuant to the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay any printing costs or other fees to the Company for the issuance of the share certificate.

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

- a) Information regarding the lost, damaged or otherwise destroyed share certificate; and
- b) An undertaking to bear responsibility for any disputes arising from the reissuance of a new share certificate.

Article 8. Other securities certificates

1. Bond certificates or other securities certificates of the Company (except offer letters, temporary certificates and similar documents) shall be issued bearing the Company's seal and the specimen signature of the Company's legal representative, unless the terms and conditions of issuance provide otherwise.

2. Share register:

a) The Company shall establish and maintain a share register from the date it is issued its Enterprise Registration Certificate. Ordinary shareholders and holders of other preferred shares may be recorded in separate registers. The share register must at least include the following:

- Name and head office of the company;
- Total number of shares authorized for offering, classes of shares authorized for offering, and total number of shares authorized for offering of each class;
- Total number of shares sold of each class and value of contributed capital of the shares;
- Names of shareholders in alphabetical order, permanent addresses, nationality, citizen identification card number, identity card number, passport or other lawful personal identification documents for individual shareholders; enterprise code or establishment decision number and head office address for organizational shareholders; number of shares of each class held by each shareholder; and the date of share registration.

b) The share register may be prepared and maintained in written form or as an electronic data file. The share register may be stored at the Company's head office or at another location, but the business registration authority and all shareholders must be notified in writing. Shareholders have the right to inspect and obtain copies of the Company's shareholder list during working hours at the place where the share register is kept.

3. If a shareholder changes his or her permanent address, the shareholder must promptly notify the Company for updating in the share register. The Company shall not be liable for any failure to contact a shareholder due to the shareholder's failure to notify the change of address.

Article 9. Transfer of shares

1. All shares shall be freely transferable, unless otherwise provided by this Charter or by law. Listed shares or shares registered for trading on a stock exchange shall be transferred in accordance with securities and stock market laws.

2. Shares not fully paid up shall not be transferable and shall not enjoy related rights such as the right to receive dividends, voting rights, the right to receive shares issued to increase share capital from equity, or pre-emptive rights to purchase newly offered shares.

3. Founding shareholders may freely transfer their ordinary shares to other founding shareholders. Any transfer of such shares to non-founding shareholders shall require the approval of the General Meeting of Shareholders. In such case, the transferring shareholder shall have no voting right on the transfer of those shares, and the transferee shall automatically become a founding shareholder of the Company.

4. Unless otherwise determined by the Board of Directors (in compliance with the Law on Enterprises), all share transfers may be effected by ordinary written transfer or by any other method accepted by the Board of Directors. Listed shares or registered trading shares must be transferred through the stock exchange in accordance with the regulations of the State Securities Commission and the stock exchange. Transfer documents must be signed by both the transferor and the transferee, or by their authorized representatives. The transferor shall remain the owner of the relevant shares until the transferee's name is entered in the shareholder register (except where the transferor authorizes the transferee to attend the General Meeting of Shareholders held during that period in accordance with the Law on Enterprises).

5. Where an individual shareholder dies or is declared missing by a competent state authority, the heirs or property managers of the deceased or missing person shall be recognized by the Company as the only persons having the rights or benefits attached to the shares. However, this shall not release the estate of the deceased or missing shareholder from any liability attached to the shares held by that person. Where shares of a deceased or missing shareholder have no heir, the heir refuses the inheritance, or is disqualified from inheritance, such shares shall be handled in accordance with civil law.

6. Shareholders may gift part or all of their shares in the Company to other individuals or organizations, or use shares to repay debts. In such cases, the individual or organization receiving the gift or shares in settlement of debt shall become a shareholder of the Company.

7. Where a shareholder transfers a part of his or her shares, the old share certificate shall be cancelled and the Company shall issue a new share certificate recording the number of shares transferred and the remaining shares.

8. Individuals and organizations receiving shares under this Article shall become shareholders of the Company only from the time their information as prescribed in Clause 2 Article 122 of the Law on Enterprises is fully entered into the shareholder register.

Article 10. Forfeiture and payment for shares

1. Where a shareholder fails to fully and timely pay the amount due for subscribed shares, the Board of Directors shall give notice and shall have the right to require such shareholder to pay the outstanding amount together with interest on such amount and any expenses incurred by the Company as a result of the non-payment, in accordance with law.
2. The payment notice must clearly state the new payment deadline (not less than seven (07) days from the date of the notice), the place of payment, and must state that if payment is not made as required, the unpaid shares will be forfeited.
3. The Board of Directors has the right to forfeit the shares that have not been fully and timely paid if the requirements stated in the notice are not complied with.
4. If, after the prescribed deadline, the shareholder has not paid or has only paid for part of the subscribed shares:
 - a) a shareholder who has not paid for all subscribed shares shall automatically cease to be a shareholder of the Company and may not transfer the right to purchase those shares to another person;
 - b) a shareholder who has paid for only part of the subscribed shares shall retain voting rights, dividend rights and other rights corresponding to the paid shares, but may not transfer the right to purchase the unpaid shares to another person;
 - c) the unpaid shares shall be deemed unsold shares and the Board of Directors may forfeit the unpaid shares if the notice requirements in Clause 2 of this Article are not complied with, and decide on further handling measures.
5. Forfeited shares shall be treated as shares available for offering under Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may directly sell, authorize the sale of, redistribute or otherwise settle the forfeited shares with the former shareholder or with other persons on such terms and conditions as it deems appropriate.
6. A shareholder holding forfeited shares due to non-payment or incomplete payment for subscribed shares shall cease to be a shareholder in respect of such shares, but shall still be liable to pay all related amounts together with interest (calculated at the demand deposit rate in VND at the bank where the Company maintains its account) from the date of forfeiture until the date of payment. The Board of Directors has full authority to enforce payment of the full value of the shares as of the time of forfeiture, or to waive part or all of such amount.
7. Notice of forfeiture shall be sent to the holder of the forfeited shares before the forfeiture date. The forfeiture shall remain valid even in case of error or negligence in sending such notice.
8. A shareholder who has not paid or has not fully paid for the subscribed shares shall remain liable, up to the aggregate par value of the subscribed shares, for the Company's financial obligations incurred until the shares are forfeited.

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control of the Company

The Company's management, governance and control structure shall comprise:

1. The General Meeting of Shareholders, being the highest decision-making body of the Company;
2. The Board of Directors, elected by the General Meeting of Shareholders, being the management body of the Company with full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company that are not within the authority of the General Meeting of Shareholders;
3. The Director, being the person in charge of the Company's day-to-day business operations, subject to supervision by the Board of Directors and responsible to the Board of Directors and to law for the performance of the rights and duties assigned;
4. The Supervisory Board, elected by the General Meeting of Shareholders to supervise the Board of Directors and the Director in the management and administration of the Company, and responsible to the General Meeting of Shareholders for the performance of the assigned duties.

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at meetings of the general meeting of shareholders and to exercise voting rights directly or through an authorized representative or in any other manner provided for by the company charter or law. Each ordinary share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To be given priority in the purchase of new shares in proportion to the number of ordinary shares held by each shareholder in the Company;
 - d) To freely transfer their shares to others, except in the cases provided for in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises and other relevant legal provisions;
 - d) To inspect, search and extract information concerning names and contact addresses in the list of voting shareholders and to request correction of inaccurate information about themselves;
 - e) To inspect, search, extract or copy the Company 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 corresponding to the shareholder's ownership ratio;
- 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 confers equal rights, obligations and benefits on its holder. Where the Company has preferred shares, the rights and obligations attaching to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with law;
- l) To have their lawful rights and interests protected; to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights provided by law and by this Charter.

2. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
- b) To inspect, search and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents concerning the Company's trade secrets or business secrets;
- c) To request the Supervisory Board to examine specific issues relating to the management and administration of the Company when deemed necessary. Such request must be made in writing and must include the following information: full name, contact address, nationality and legal document number for an individual shareholder; name, enterprise code or legal document number and head office address for an organizational shareholder; number of shares and date of share registration of each shareholder; total number of shares held by the group and the group's ownership percentage in the Company; the issue to be examined and the purpose of the examination;
- d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than [03] working days before the opening date. The proposal must clearly state the shareholder's name, number of shares of each class held by such shareholder, and the matter proposed to be included in the agenda;
- d) Other rights provided by law and by this Charter.

3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors and the Supervisory Board. The nomination of candidates shall be made as follows:

- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the other shareholders attending 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 Directors and the Supervisory Board, the shareholder or groups of shareholders referred to in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. Where the number of candidates nominated by the shareholder or groups of shareholders is less than the number of candidates they are entitled to nominate under the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

Article 13. Obligations of shareholders

- 1. To comply with the Company Charter and the Company's internal regulations; to observe resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
- 2. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Direct attendance and voting at the meeting;
 - b) Authorizing another person to attend and vote at the meeting;
 - c) Attending and voting via online meeting, electronic voting or other electronic means;
 - d) Sending voting ballots to the meeting by mail, fax or email.
- 3. To pay for the shares subscribed in accordance with the regulations; not to withdraw contributed capital represented by ordinary shares from the Company in any form, except where shares are repurchased by the Company or by another person. Where a shareholder withdraws part or all of the contributed share capital in contravention of this Clause, such shareholder and the members of the Board of Directors and the legal representative of the Company shall be jointly and severally liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any resulting damages.
- 4. To provide an accurate address when subscribing for shares;
- 5. To keep confidential the information provided by the Company in accordance with the Company Charter and law; to use such information only for the purpose of exercising and protecting their lawful rights and interests; and not to disseminate, copy or send such information to any other organization or individual;

6. To perform other obligations prescribed by law and by this Charter.
7. To bear personal responsibility when acting in the Company's name in any form to commit one of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal benefit or for the benefit of another organization or individual;
 - c) Paying due debts in advance in the face of a possible financial risk to the Company.
8. Major shareholders shall have the obligations of shareholders under the Law on Enterprises and must also comply with the following:
 - a) They shall not abuse their advantage to affect the rights and interests of the Company and other shareholders in contravention of law and this Charter;
 - b) They shall fulfill information disclosure obligations as required by law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may extend the time limit for the annual meeting where necessary, but not beyond six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of a General Meeting of Shareholders shall be where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company Charter, in particular approving the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) When the Board of Directors deems it necessary in the interests of the Company;
 - b) Where the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
 - c) At the request of a shareholder or groups of shareholders specified in Clause 2 Article 115 of the Law on Enterprises. Such request for convening a General Meeting of

Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear the full signatures of the relevant shareholders or be made in multiple copies and collect the full signatures of the relevant shareholders. The shareholder or groups of shareholders shall be fully responsible before law for the accuracy and truthfulness of the documents and evidence submitted to the competent authority in support of the request;

d) At the request of the Supervisory Board;

d) Other cases provided by law and by this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a) The Board of Directors shall convene the General Meeting of Shareholders within [30] days from the date the remaining number of members of the Board of Directors or the Supervisory Board falls to the level specified in Point b Clause 3 of this Article or from the date of receipt of the request specified in Points c and d Clause 3 of this Article;

b) If the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a of this Clause, then within the next 30 days the Supervisory Board shall replace the Board of Directors and convene the General Meeting of Shareholders in accordance with Clause 3 Article 140 of the Law on Enterprises;

c) If the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with Point b of this Clause, the shareholder or groups 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 this case, the shareholder or groups 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 adopting resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.]

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

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

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

a) To approve the Company's development orientation;

b) To decide the class and total number of each class of shares permitted to be offered; to decide the annual dividend rate for each class of shares;

- c) To elect, dismiss and remove members of the Board of Directors and members of the Supervisory Board;
- d) To decide on investment in or sale of assets with a value of 35% or more of the total assets stated in the latest financial statements of the Company;
- đ) To decide on amendments and supplements to the Company Charter;
- e) To approve annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of shares sold of each class;
- h) To review and handle violations by members of the Board of Directors or the Supervisory Board causing damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- l) To approve the internal governance regulations; regulations on the operation of the Board of Directors; and regulations on the operation of the Supervisory Board;
- m) To approve the list of approved audit firms; to decide on the approved audit firm to inspect the Company's operations and to dismiss an approved auditor when necessary;
- n) Other rights and obligations provided by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The Board of Directors' report on governance and the performance results of the Board of Directors and each member of the Board of Directors;
- d) The Supervisory Board's report on the Company's business results and the performance of the Board of Directors and the Director (General Director);
- đ) The self-assessment report on the performance of the Supervisory Board and its members;
- e) The dividend rate for each share of each class;
- g) The number of members of the Board of Directors and the Supervisory Board;
- h) The election, dismissal and removal of members of the Board of Directors and the Supervisory Board;
- i) The budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- k) Approval of the list of approved audit firms; the decision to appoint an approved audit firm to inspect the Company's operations when deemed necessary;

- l) Amendments and supplements to the Company Charter;
- m) The class of shares and the number of new shares issued for each class, and the transfer of founding shareholders' shares within the first 03 years from the date of establishment;
- n) Division, separation, consolidation, merger or conversion of the Company;
- o) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- p) Investment in or sale of assets with a value of 35% or more of the total assets stated in the latest financial statements of the Company;
- q) Repurchase of more than 10% of the total number of shares sold of each class;
- r) Contracts or transactions entered into by the Company with the persons specified in Clause 1 Article 167 of the Law on Enterprises where the value is equal to or greater than 35% of the total assets of the Company shown in the latest financial statements;
- s) Approval of transactions prescribed in Clause 4 Article 293 of Decree No. 155/2020/NĐ-CP dated December 31st 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- t) Approval of the internal corporate governance regulations, regulations on the operation of the Board of Directors, and regulations on the operation of the Supervisory Board;
- u) Other matters prescribed by law and by 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 16. Authorization to attend the General Meeting of Shareholders

1. An individual shareholder, or the authorized representative of an organizational shareholder, may directly or by written authorization appoint one or more individuals or organizations to attend the General Meeting of Shareholders. Where an organizational shareholder does not have an authorized representative in accordance with Clause 4 of this Article, it shall authorize another person to attend the General Meeting of Shareholders. The authorized representative does not necessarily have to be a shareholder.

2. The appointment of an authorized representative must be made in writing in the form prescribed by the Company and must bear signatures as follows:

- a) Where the shareholder is an individual authorizing another person, the authorization document must bear the signature of that shareholder and of the individual or legal representative of the organization authorized to attend the meeting;
- b) Where the shareholder is an organization authorizing another person, the authorization document must bear the signature of the authorized representative, the legal representative of the organizational shareholder and the individual or legal representative of the organization authorized to attend the meeting;

c) In other cases, the authorization document must bear the signature of the legal representative of the shareholder and of the person authorized to attend the meeting. The authorized person shall submit the authorization document when registering for attendance before entering the meeting room.

3. Where a lawyer signs the appointment of a representative on behalf of the authorizing person, such appointment shall only be valid if the appointment document is presented together with the lawyer's authorization or a valid copy of such authorization (if it has not previously been registered with the Company).

4. An organizational shareholder has the right to appoint one or more authorized representatives to exercise its shareholder rights in accordance with law. Where more than one authorized representative is appointed, the number of shares and votes assigned to each representative must be specified. The appointment, termination or change of an authorized representative must be notified to the Company in writing as soon as possible. The notice must contain the following principal contents:

a) Name, permanent address, nationality, and the decision number and date of establishment or the date of issue of the Enterprise Registration Certificate of the shareholder;

b) Number of shares, class of shares and date of shareholder registration at the Company;

c) Full name, permanent address, nationality, citizen identification number, identity card number, passport or other lawful personal identification document of the authorized representative;

d) Number of shares represented;

d) Term of the authorization;

e) Full name and signature of the authorized representative and the legal representative of the shareholder.

5. Except as provided in Clause 3 of this Article, the voting card of the authorized representative shall remain valid within the scope of the authorization if one of the following events occurs:

a) The authorizing person dies, is restricted in civil capacity or loses civil capacity;

b) The authorizing person revokes the authorization;

c) The authorizing person revokes the authority of the person making the authorization.

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

6. Where shares are transferred and the transferee becomes a shareholder of the Company between the date the shareholder list is finalized and the opening date of the General

Meeting of Shareholders, the transferee shall have the right to attend the General Meeting of Shareholders in place of the transferor with respect to the transferred shares.

7. An authorized representative must satisfy the following standards and conditions:

- a) Have full civil capacity;
- b) Not fall within the categories prohibited from establishing or managing enterprises;
- c) A state-owned enterprise shareholder as defined in Clause 1 Article 88 of the Law on Enterprises may not appoint as its authorized representative at the Company the spouse, biological parents, adoptive parents, parents-in-law, biological children, adopted children, sons-in-law, daughters-in-law, biological brothers, biological sisters, brothers-in-law, sisters-in-law, brothers of the wife, brothers of the husband, sisters of the wife, sisters of the husband, brothers of the wife, or brothers of the husband of the manager or of the person empowered to appoint the manager of the Company.

8. The responsibilities of an authorized representative of an organization or individual shall be implemented in accordance with law, this Charter and the internal regulations of the organization appointing the authorized representative, or at the request of the authorizing individual.

9. A shareholder shall be deemed to be present and voting at a General Meeting of Shareholders in the following cases:

- a) Direct attendance and voting at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Attending and voting through an online meeting, electronic voting or other electronic means;
- d) Sending voting ballots to the meeting by mail, fax or email.

Article 17. Change of rights

1. Any change or cancellation of the special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on matters that adversely change the rights and obligations of holders of preferred shares shall be adopted only if approved by shareholders holding at least 75% of the total preferred shares of the same class attending the meeting, or by shareholders holding at least 75% of the total preferred shares of the same class in the case of a written resolution.

2. A meeting of shareholders holding a class of preferred shares to approve a change in rights under Clause 1 of this Article shall be valid only if at least two (02) shareholders (or their authorized representatives) are present and they hold at least one-third (1/3) of the par value of the issued shares of that class. If the required quorum is not met, the meeting shall

be reconvened within thirty (30) days, and the holders of that class of shares (regardless of the number of persons present) shall be deemed to be present if they represent at least 50% of the total shares of that class.

3. The procedures for conducting such separate meetings shall be carried out in the same manner as provided in Articles 19 and 20 of this Charter.

4. Unless otherwise provided in the terms of issuance of the shares, the special rights attached to any class of preference shares in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be altered upon the Company's issuance of additional shares of the same class.

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

1. The Company shall comply with the order and procedures for convening a General Meeting of Shareholders prescribed by law, this Charter and the Company's internal regulations. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date. The procedures for authorization and the preparation of powers of attorney for shareholders are governed by the Company's internal governance regulations.

2. The Board of Directors shall convene the General Meeting of Shareholders, or the meeting may be convened in the cases specified at Point b or Point c Clause 4 Article 14 of this Charter.

3. The convenor of the General Meeting of Shareholders shall perform the following duties:

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 before the date on which the invitation is sent; 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 the meeting materials in accordance with law and the Company's regulations;

d) prepare a draft resolution of the General Meeting of Shareholders based on the expected contents of the meeting;

đ) determine the time and place of the meeting;

e) notify and send the meeting notice to all shareholders entitled to attend;

g) carry out other tasks in support of the General Meeting of Shareholders.

4. Notice of the General Meeting of Shareholders shall be sent to all shareholders by a secure method and simultaneously posted on the Company's website and the stock exchange's website (in case the Company is listed). The convening party must send the notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the date of the General Meeting of

Shareholders (calculated from the date on which the notice is duly sent, transmitted, prepaid, or placed in the mailbox). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. If the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state instructions for access to the full set of meeting documents, including:

- a) The meeting agenda and materials used in the meeting;
- b) The list and detailed information of the candidates in the case of election of members of the Board of Directors or Supervisors;
- c) The voting ballot;
- d) Draft resolutions for each matter on the agenda;
- đ) The proxy appointment form for attendance at the meeting.

Shareholders or groups of shareholder referred to in Clause 2 Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card/ Identity Card/ Passport number or other lawful personal identification documents in the case of an individual shareholder; the name, enterprise code or establishment decision number, and head office address in the case of an institutional shareholder; the number and class of shares held by such shareholder; and the proposed matter to be included in the agenda.

6. If the person convening the General Meeting of Shareholders refuses a proposal relating to Clause 5 of this Article, a written response stating the reasons must be given no later than two (02) working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls within one of the following cases:

- a) The proposal is not submitted in accordance with Clause 5 of this Article;
- b) At the time of the proposal, the shareholder or groups of shareholder does not hold at least 5% of the ordinary shares as prescribed in Clause 2 Article 12 of this Charter;
- c) The proposed matter falls outside the scope and authority of the General Meeting of Shareholders;
- d) Other cases as provided by law and this Charter.

7. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 5 of this Article in the expected agenda and contents of the meeting, except in the cases specified in Clause 6 of this Article. The proposal shall be

formally added to the agenda and meeting contents if approved by the General Meeting of Shareholders.

8. The Board of Directors or the competent person convening the General Meeting of Shareholders in the cases specified in Point b or Point c Clause 4 Article 14 of this Charter must prepare draft resolutions for each matter on the agenda.

Article 19. Conditions for convening a General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares.

2. In case the first General Meeting of Shareholders does not have the required quorum as prescribed in Clause 1 of this Article, the convening party shall cancel the meeting within thirty (30) minutes from the scheduled opening time. The General Meeting of Shareholders must be convened for the second time within thirty (30) days from the intended date of the first General Meeting of Shareholders. The second convening of the General Meeting of Shareholders may proceed only when the attending shareholders and duly authorized representatives represent at least 33% of the total voting shares.

3. In case the second General Meeting of Shareholders cannot proceed because the required quorum is not met as prescribed in Clause 2 of this Article, then within thirty (30) minutes from the scheduled opening time of the second General Meeting of Shareholders, a notice of the third General Meeting of Shareholders must be sent within twenty (20) days from the intended date of the second General Meeting of Shareholders. The third General Meeting of Shareholders shall proceed regardless of the number of attending shareholders or authorized representatives and shall be deemed valid and entitled to decide on all matters intended to be approved at the first General Meeting of Shareholders.

4. Only the General Meeting of Shareholders has the right to amend the agenda that has been sent together with the notice of meeting in accordance with Clause 3 Article 18 of this Charter.

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

1. Before the opening of the meeting, the Company shall carry out the shareholder registration procedure and continue the registration until all shareholders entitled to attend the meeting have registered, in the following manner:

a) Upon shareholder registration, the Company shall issue to each shareholder or duly authorized representative entitled to vote a voting card, which shall state the registration number, the shareholder's full name, the authorized representative's full name, and the number of voting shares of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. At the meeting, the votes in favor of the resolution shall be

collected first, the votes against the resolution shall be collected afterward, and finally the total number of votes in favor or against shall be counted to determine the result. The vote-counting result shall be announced by the Chairperson immediately before the meeting is adjourned. The meeting shall elect vote-counting or vote-supervision personnel at the proposal of the Chairperson. The number of members of the vote-counting team shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal;

b) A shareholder, an authorized representative of an organizational shareholder, or a person duly authorized who arrives after the meeting has opened shall be entitled to register immediately and thereafter shall be entitled to participate in and vote at the meeting immediately after registration. The Chairperson is not responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall remain unchanged.

2. The election of the Chairperson, Secretary and vote-counting team shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as Chairperson or authorize another member of the Board of Directors to act as Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the absence of the Chairman or if the Chairman is temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of them to act as Chairperson of the meeting by majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside to enable the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person with the highest number of votes shall act as Chairperson of the meeting;

b) Except for the case specified in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders may elect a Chairperson of the meeting, and the person with the highest number of votes shall act as Chairperson of the meeting;

c) The Chairperson shall appoint one or more persons as Secretary of the meeting;

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

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

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

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

- b) Ensure the safety of all persons present at the meeting venues;
 - c) Facilitate shareholders' attendance at, or continued attendance in, the meeting. The person convening the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. Such measures may include issuing admission cards or using other appropriate methods.
5. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. The vote-counting result shall be announced by the Chairperson immediately before the meeting is adjourned.
6. Shareholders or authorized representatives who arrive after the meeting has opened shall still be entitled to register and vote immediately after registration; in such case, the validity of matters already voted on shall remain unchanged.
7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:
- a) To require all attendees to undergo inspection or other lawful and reasonable security measures;
 - b) To request the competent authority to maintain order at the meeting; to expel from the General Meeting of Shareholders any person who fails to comply with the Chairperson's directions, intentionally causes disorder, obstructs the normal progress of the meeting, or fails to comply with security inspection requirements.
8. The Chairperson may adjourn a General Meeting of Shareholders that has already obtained the required quorum for no more than 03 working days from the scheduled opening date of the meeting, and may adjourn the meeting or change the meeting venue only in the following cases:
- a) The meeting venue does not have sufficient seating for all attendees;
 - b) The communication facilities at the meeting venue are not adequate to allow attending shareholders to participate, discuss and vote;
 - c) An attendee obstructs or causes disorder, creating a risk that the meeting cannot proceed in a fair and lawful manner.
9. In case the Chairperson adjourns or suspends the General Meeting of Shareholders in contravention of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and continue presiding over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company shall be responsible for ensuring

that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31st 2020 of the Government detailing the implementation of several articles of the Law on Securities.

Article 21. Adoption of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting or by collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the General Meeting of Shareholders:

- a) Amendment or supplementation of the Company Charter;
- b) The Company's development orientation (short-term and long-term development plans);
- c) The class of shares and the total number of shares of each class;
- d) Election, dismissal and removal of members of the Board of Directors and the Supervisory Board;
- d) Decisions on investment, sale of the Company's assets, or purchase transactions carried out by the Company having a value of 35% or more of the total assets of the Company recorded in the latest audited financial statements;
- e) Decisions on capital contribution or purchase of shares in another enterprise with a total value of capital contribution or share purchase of 35% or more of the total assets of the Company recorded in the latest audited financial statements;
- g) Approval of the annual audited financial statements;
- h) Reorganization, dissolution, or bankruptcy of the Company.

3. A resolution on the following matters shall be adopted when it is approved by shareholders entitled to vote who are present in person or through duly authorized representatives representing at least 65% of the total votes at the General Meeting of Shareholders:

- a) The class of shares and the total number of shares to be offered of each class;
- b) Changes to business sectors and lines;
- c) Changes to the management and operating model of the Company in accordance with Article 137 of the Law on Enterprises;
- d) Decisions on investment, sale of the Company's assets, or purchase transactions carried out by the Company or its branches having a value of 35% or more of the total assets of the Company recorded in the latest audited financial statements;

- d) Decisions on capital contribution or purchase of shares in another enterprise with a total value of capital contribution or share purchase of 35% or more of the total assets of the Company recorded in the latest audited financial statements;
 - e) Reorganization, dissolution, or bankruptcy of the Company;
 - g) Amendment or supplementation of the Company Charter.
4. A resolution on other matters within the authority of the General Meeting of Shareholders, except for the matters specified in Clauses 3, 5 and 7 of this Article, shall be adopted when more than 50% of the total votes of shareholders entitled to vote who are present in person or through duly authorized representatives at the General Meeting of Shareholders are in favor.
5. The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting in accordance with Article 42 of this Charter.
6. Resolutions and decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of adoption, or posted on the Company's website.
7. A resolution of the General Meeting of Shareholders on a matter that adversely changes the rights and obligations of preference shareholders shall only be adopted if approved by at least 75% of the total preference shares of the same class held by the attending preference shareholders of that class, or by at least 75% of the total preference shares of the same class in the case of a resolution adopted by written opinion.
8. Resolutions of the General Meeting of Shareholders adopted with 100% of the total voting shares shall be lawful and effective even if the procedures and formalities for adopting such resolutions were not properly observed.

Article 22. Competence and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders

1. The Board of Directors may obtain shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders at any time if deemed necessary in the interests of the Company, except that matters specified in Clause 2 Article 21 of this Charter must be adopted at a meeting of the General Meeting of Shareholders. Where a decision is adopted by written opinion, the resolution of the General Meeting of Shareholders shall be adopted if shareholders holding more than 50% of the total voting shares of all voting shareholders approve it.
2. The Board of Directors shall prepare the opinion ballot, the draft resolution of the General Meeting of Shareholders and explanatory materials. The opinion ballot together with the draft resolution and explanatory materials must be sent by a secure method to each shareholder's permanent address. The Board of Directors must ensure that the documents

are sent and disclosed to shareholders within a reasonable period for consideration and voting, and at least fifteen (15) days before the deadline for receipt of the ballots.

3. The voting ballot shall include the following principal contents:

- a) The Company's name, head office address, enterprise code, date of issue of the Enterprise Registration Certificate, and place of business registration;
- b) The purpose of the written opinion collection;
- c) Full name, contact address, nationality, and number of the legal document of an individual shareholder in the case of an individual shareholder; the name, enterprise code or number of the legal document of an organization, and the head office address in the case of an organizational shareholder; or the full name, contact address, nationality, and number of the legal document of an individual in the case of the authorized representative of an organizational shareholder; the number of shares of each class and the shareholder's number of voting shares;
- d) The matter(s) to be consulted upon for the purpose of adopting a resolution;
- dd) The voting options, including approval, disapproval, and abstention for each matter subject to consultation;
- e) The deadline for returning the completed voting ballot to the Company;
- g) Full name and signature of the Company's Chairman of the Board of Directors;
- h) The completed voting ballot must bear the signature of an individual shareholder, the authorized representative, or the legal representative of an organizational shareholder.

4. Shareholders may return the completed voting ballot to the Company by post, fax, or email in accordance with the following provisions:

- a) In case of postal submission: the voting ballot returned to the Company must be placed in a sealed envelope and no person may open it before the vote counting;
- b) In case of fax or email submission: the voting ballot returned to the Company via fax or email must be kept confidential until the time of vote counting;
- c) Any voting ballot returned to the Company after the deadline specified in the voting ballot or opened in the case of postal submission, or disclosed in the case of fax or email submission, shall be invalid. A ballot not returned to the Company shall be deemed a ballot not participating in the vote.

5. The Board of Directors shall organize the vote counting and prepare the vote-counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes must include the following principal contents:

- a) The Company's name, head office address, enterprise code and date of issue of the Enterprise Registration Certificate, and place of business registration;

- b) The purpose and the matters to be consulted upon for the purpose of adopting the resolution;
- c) The number of shareholders and the total number of voting shares that participated in the vote, clearly distinguishing valid and invalid votes and the method of submitting the voting ballots, together with an appendix listing the shareholders participating in the vote;
- d) The total number of votes in favor, against, and abstaining for each matter;
- d) The matter(s) that were approved and the corresponding approval ratio;
- e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

The members of the Board of Directors and the vote counter and vote supervisor shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes; and shall be jointly responsible for any damage arising from resolutions adopted as a result of untruthful or inaccurate vote counting;

- 6. The vote-counting minutes and the resolution must be disclosed on the Company's website within 24 hours from the time the vote counting is completed.
- 7. The completed voting ballots, the vote-counting minutes, the full text of the adopted resolution, and all relevant documents enclosed with the voting ballots must be retained at the Company's head office.
- 8. Resolutions and decisions adopted by written opinion of shareholders shall have the same validity as resolutions and decisions adopted at a General Meeting of Shareholders.

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

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

- a) The name, head office address and enterprise code;
- b) The time and place of the General Meeting of Shareholders;
- c) the meeting agenda and contents;
- d) the names of the chairperson and the secretary;
- d) a summary of the proceedings of the meeting and the opinions expressed at the General Meeting of Shareholders on each item in the agenda;
- e) the number of shareholders and the total number of votes of the shareholders attending, together with the appendix of the shareholder register and the list of attending shareholder representatives, with the corresponding number of shares and votes;

g) the total number of votes for each matter, clearly stating the voting method and the total number of valid votes, invalid votes, votes in favor, votes against and abstentions, together with the corresponding percentage of the total votes of attending shareholders;

h) the matters approved and the corresponding approval ratios;

i) the full name and signature of the chairperson and the secretary. In case the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all contents required under this Clause. The minutes must record the refusal of the chairperson and secretary to sign.

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

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

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the attending shareholder register signed by shareholders, proxy documents, all attachments to the minutes (if any) and related documents accompanying the meeting notice must be disclosed in accordance with securities disclosure regulations and kept at the Company's head office.

Article 24. Request for cancellation of resolutions of the General Meeting of Shareholders

1. Within 90 days from the date of receipt of a resolution or the minutes of the General Meeting of Shareholders or the vote-counting minutes for a written shareholder consultation, a member of the BOD, a Supervisor, the Company Director, a shareholder or groups of shareholders specified in Clause 2 Article 12 of this Charter shall have the right to request a Court or Arbitral Tribunal to review and cancel a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

a) the order and procedures for convening the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company Charter, except as provided in Clause 8 Article 21 of this Charter;

b) the procedures for adoption of the resolution or the content of the resolution violates law or the Company Charter.

2. Where a resolution of the General Meeting of Shareholders is cancelled by a decision of a Court or Arbitral Tribunal, the person who convened the cancelled meeting may consider

holding a new General Meeting of Shareholders within 15 days in accordance with the Law on Enterprises and this Charter.

CHAPTER VII

BOARD OF DIRECTORS

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

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website **at least ten (10) days** before the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial positions held (including directorships on the board of another company);
- d) Interests related to the Company and parties related to the Company;
- e) Other information (if any) as prescribed in the Company Charter;
- g) A public company shall be responsible for disclosing information on the companies in which the candidate holds positions as a member of the Board of Directors or other managerial positions, and any interests related to such candidate's company (if any).

2. Nomination and introduction to the Board of Directors

Shareholders are entitled to pool their voting rights to nominate candidates for the Board of Directors. A shareholder or groups of shareholders holding from 10% to below 20% of the total voting shares is entitled to nominate one (01) candidate; from 20% to below 50%, up to two (02) candidates; from 50% to below 65%, up to three (03) candidates; and from 65% or more, the full number of candidates to be nominated. TKV shareholders are entitled to nominate the majority (more than 50%) of the candidates for the Board of Directors in accordance with Point b, Article 195 of the Law on Enterprises.

3. Where the number of candidates for the Board of Directors after nomination and candidacy remains insufficient to meet the required number under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Governance Regulations, and the Regulations on the Operation of the Board of Directors.

Any additional candidate proposed by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes on the election of members of the Board of Directors, in accordance with law.

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

Article 26. Number, composition and term of office of members of the Board of Directors

1. The Board of Directors shall consist of five (05) members elected and removed by the General Meeting of Shareholders.

2. The term of office of the Board of Directors is five (05) years. The term of office of each member of the Board of Directors shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. Where a member is elected to fill a vacancy or replace a removed member during the term, that member's term shall be the remaining term of the Board of Directors. A member of the Board of Directors is not required to be a shareholder of the Company.

3. The Board of Directors of the outgoing term shall continue to perform its duties until the new Board of Directors is elected and takes over its duties.

4. Composition of the Board of Directors:

a) There must be at least one (01) non-executive member of the Board of Directors. The Company shall minimize the concurrent holding of executive positions by Board members in order to ensure the independence of the Board of Directors;

b) The composition of the Board of Directors shall ensure a balance among members with knowledge and experience in law, finance, and the Company's business activities, while also taking gender diversity into consideration.

5. A member of the Board of Directors shall cease to hold office in the following cases:

a) Such member no longer satisfies the qualifications for Board membership under the Law on Enterprises or is otherwise prohibited by law from serving as a member of the Board of Directors;

b) Such member submits a written resignation letter to the Company's head office;

c) Such member loses or has restricted civil act capacity;

d) Such member is absent from and does not attend meetings of the Board of Directors continuously for 06 months without the Board of Directors' approval, and the Board of Directors has determined that the office is vacant, except in cases of force majeure;

dd) Such member is dismissed or removed from the Board of Directors pursuant to a resolution of the General Meeting of Shareholders;

- e) Such member is no longer an authorized representative of an organizational shareholder as decided by such organization;
- g) Such member is an authorized representative of an organizational shareholder, but such organization is no longer a shareholder of the Company;
- h) Pursuant to a resolution of the General Meeting of Shareholders;
- i) Such member provides false personal information when submitting candidature to the Company as a candidate for the Board of Directors;
- k) Other cases as provided by law.

6. The Board of Directors may appoint a new Board member to fill a casual vacancy arising within the Board, and such member must be approved at the next immediate General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of the new member shall be deemed effective from the date of appointment by the Board of Directors. The term of office of the new Board member shall be calculated from the effective date of appointment until the expiration of the Board's current term. In the event that the new member is not approved by the General Meeting of Shareholders, all decisions made by the Board of Directors prior to the General Meeting of Shareholders involving the voting participation of the replacement member shall still be deemed valid and effective

7. The appointment of members of the Board of Directors must be disclosed in accordance with the regulations of the laws on securities and the securities market.

Article 27. Powers and duties of the Board of Directors

1. The Company's business activities and affairs shall be subject to supervision and direction by the Board of Directors. The Board of Directors is the Company's management body and shall have full authority, on behalf of the Company, to decide and exercise the Company's rights and obligations, except for those rights and obligations within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall be responsible for supervising and directing the General Director and other managers and executive officers in the management and day-to-day operation of the Company's business.

3. The rights and obligations of the Board of Directors shall be governed by law, the Charter, the Company's internal regulations, and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

- a) To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
- b) To decide the Company's strategy, medium-term development plan, and annual business plan;

- c) To elect, dismiss and remove the Chairman of the Board of Directors; to appoint, dismiss, remove, contract with, terminate the contract of, reward, discipline, place on leave, and decide the salary, remuneration, bonuses and other benefits of the Company's General Director and other managerial and executive titles on the basis of the Company's management regulations and at the proposal of the General Director; to decide on the appointment of a representative to exercise ownership rights over shares or capital contributions in another company, together with the remuneration and other benefits of such persons. However, the removal of the Company's managerial and executive titles must not contravene the contractual rights of the removed persons (if any);
- d) To decide on capital contributions and purchase of shares in other enterprises where the total value of the capital contribution or share purchase is below 35% of the total assets of the Company recorded in the latest audited financial statements, at the proposal of the Company's General Director;
- đ) To decide the organizational structure and the Company's internal management regulations; to decide the establishment of subsidiaries, branches and representative offices of the Company. To propose reorganization, dissolution or bankruptcy of the Company, and to propose the Company's internal governance regulations for submission to the General Meeting of Shareholders for approval within its authority. To decide on reorganization, dissolution or conversion of the Company, and to decide on the Company's internal governance regulations after approval by the General Meeting of Shareholders;
- e) To resolve the Company's complaints against managers and executive officers, and to decide on the Company's representative for handling matters relating to legal proceedings against such managers and executive officers;
- g) To propose the classes of shares that may be issued and the total number of shares to be issued for each class; to decide on the offering of shares within the authorized number of shares of each class; to decide on raising additional capital in other forms; to decide on the schedule for mobilizing the Company's charter capital; and to decide on share repurchase in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
- h) To propose the issuance of bonds, convertible bonds and warrants entitling holders to purchase shares at a predetermined price; to decide on the offering prices of bonds, shares and convertible securities where authorized by the General Meeting of Shareholders;
- i) To propose the annual dividend rate and determine interim dividends; to organize dividend payment; to decide on the time limit and procedures for dividend payment or for handling losses incurred during business operations;
- k) To decide on investment plans and investment projects within the authority and limits prescribed by this Charter and the Law on Enterprises;
- l) To decide on market development, marketing and technology solutions;

m) To approve contracts and transactions entered into between the Company and the persons specified in Clause 1 Article 167 of the Law on Enterprises, where the value is less than 35% of the total assets of the Company recorded in the latest audited financial statements, except for contracts and transactions within the authority of the General Meeting of Shareholders. The Company representative signing the contract shall notify the members of the Board of Directors and the Supervisory Board of the related persons to such contract or transaction, and shall enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide whether to approve such contract or transaction within 15 days from the date of receipt of the notice. A Board member having a related interest shall not have the right to vote;

n) To approve contracts of purchase, sale, loan, lending and other contracts having a value equal to or greater than 35% of the total assets of the Company recorded in the latest audited financial statements. This provision shall not apply to contracts and transactions specified at Point s, Clause 2 Article 15 of this Charter, and Clauses 1 and 3 Article 167 of the Law on Enterprises;

o) To decide on investment in and sale of the Company's assets having a value of less than 35% of the total assets of the Company recorded in the latest audited financial statements;

p) To decide on contracts and transactions involving borrowing, lending or sale of assets having a value equal to or less than 10% of the total assets of the enterprise recorded in the latest audited financial statements, between the Company and a shareholder holding 51% or more of the total voting shares, or the related person of such shareholder;

q) To approve the program, contents and materials for General Meeting of Shareholders meetings, to convene the General Meeting of Shareholders, or to collect opinions for the General Meeting of Shareholders to adopt resolutions;

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

s) To report to the General Meeting of Shareholders the appointment of the General Director by the Board of Directors;

t) To be provided with information and documents on the Company's financial position and business activities, and those of the Company's units, if any;

u) Other rights and obligations as prescribed by law.

4. The following matters must be approved by the Board of Directors:

a) Establishment of the Company's branches or representative offices; establishment of the Company's subsidiaries (if any);

b) Within the scope prescribed in Clause 2 Article 153 of the Law on Enterprises, and except for matters that must be approved by the General Meeting of Shareholders under

Point d Clause 2 Article 138 and Clauses 1 and 3 Article 167 of the Law on Enterprises, the Board of Directors shall from time to time decide on the performance, amendment and termination of the Company's contracts;

c) Appointment and dismissal of persons authorized by the Company to act as its commercial representatives and lawyers;

d) Borrowing and the implementation of the Company's mortgages, security interests, guarantees and indemnities;

đ) Investments not included in the business plan and budget, or exceeding the plan value; or investments exceeding 10% of the annual business plan and budget value;

e) Purchase or sale of shares or capital contributions of the Company as specified at Point d, Clause 3 of this Article in other companies;

g) Valuation of non-cash assets contributed to the Company in connection with the issuance of the Company's shares or bonds, including gold, land use rights, intellectual property rights, technology and technological know-how;

h) The Company's repurchase or redemption of not more than 10% of each class of the Company's shares, including the repurchase or redemption price;

i) Business matters or transactions which the Board of Directors determines require approval by its members within its powers and responsibilities;

k) Determination of the repurchase or redemption price of shares, or the Company's share sale price.

5. The Board of Directors shall report to the General Meeting of Shareholders on the results of its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Law on Securities.

6. The Board of Directors may authorize subordinate officers and managers and executive officers to act on behalf of the Company in handling matters, unless otherwise provided by law.

7. The Board of Directors shall adopt resolutions by voting at meetings, by written opinion, or by other forms prescribed in the Board of Directors' regulations. Each Board member shall have one vote.

8. In performing its functions and duties, the Board of Directors shall strictly comply with the law, the Company Charter and resolutions of the General Meeting of Shareholders. Where a resolution or decision adopted by the Board of Directors is contrary to law or the Company Charter and causes damage to the Company, the members who approved such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for the damage; a member who opposed the resolution

or decision shall be exempt from liability. In such case, shareholders of the Company have the right to request the Court to suspend implementation or annul such resolution or decision.

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

1. The Company may pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors shall be entitled to remuneration for work and bonuses. Work remuneration shall be calculated on the basis of the number of working days required to complete the member's duties and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with corporate income tax laws, separately shown in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, members serving on Board committees, or performing other works beyond the normal duties of a Board member may receive additional remuneration, with the amount and terms to be decided by the Board of Directors upon proposal of the Director.
5. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, meal expenses, and other reasonable expenditures incurred in the performance of their duties as Board members. This includes expenses arising from attendance at the General Meeting of Shareholders, meetings of the Board of Directors, or meetings of Board committees.
6. Members of the Board of Directors may be provided with professional liability insurance purchased by the Company, subject to the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from a Board member's violation of the law or the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed and removed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of Director.
3. The Chairperson of the Board of Directors shall have the following rights and duties:

- a) To establish the program and work plan of the Board of Directors;
- b) To prepare the agenda, contents and materials for meetings; to convene, chair and preside over meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- e) To chair the General Meeting of Shareholders;
- f) Other rights and duties prescribed by the Law on Enterprises.

4. Where the Chairman submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within [10 days] from the date of receipt of the resignation or from the date of dismissal, removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform the duties, must authorize another member in writing to exercise the powers and perform the obligations of the Chairman of the Board of Directors. Where there is no authorized person, or where the Chairman of the Board of Directors dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to an administrative measure at a compulsory detoxification facility or compulsory educational facility, absconds from the residence, has limited or lost civil act capacity, has difficulties in perception or in controlling conduct, or is prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members shall elect one of their number to act as Chairman of the Board of Directors by majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. Meeting for the election of the Chairman of the Board of Directors.

The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member obtaining the highest number of votes or the highest voting ratio. Where more than one member obtains the same highest number of votes or voting ratio, the members shall elect by majority vote one of them to convene the meeting of the Board of Directors.

2. Periodic meetings.

The Board of Directors shall meet at least once every quarter.

3. Extraordinary meetings.

The Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors whenever deemed necessary in the interests of the Company, and may not delay such meeting without reasonable grounds, when one of the following persons submits a written request stating the purpose of the meeting and the matters to be discussed:

- a) The Supervisory Board or an independent member of the Board of Directors;
- b) The General Director or at least 05 other executive officers;
- c) At least 02 members of the Board of Directors;
- d) Other cases as provided in the Company Charter.

Such request must be made in writing and must clearly state the purpose, matters for discussion, and matters within the authority of the Board of Directors to decide.

4. The meetings of the Board of Directors referred to in Clause 3 of this Article must be held by the Chairman of the Board of Directors within 07 days after the meeting request is made. If the Chairman of the Board of Directors refuses to convene the meeting upon request, the Chairman shall bear responsibility for any damage caused to the Company; the persons requesting the meeting referred to in Clause 3 of this Article may convene the meeting of the Board of Directors on their own.

5. Where requested by an approved audit firm performing the audit of the Company's financial statements in accordance with law, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meeting venue.

Meetings of the Board of Directors shall be held at the Company's head office or at another location in Viet Nam as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.

7. Notice and agenda of meeting.

a) Notice of a meeting of the Board of Directors must be sent in advance to the members of the Board of Directors and the Supervisors at least five (05) working days before the meeting date, and may also be sent to the Company's General Director if he/she is not a member of the Board of Directors; members of the Board of Directors may waive receipt of the notice in writing, and such waiver may be amended or revoked in writing by the relevant member of the Board of Directors. The notice of a Board of Directors meeting must be in Vietnamese and must fully state the agenda, time and venue of the meeting, together with the necessary documents on the matters to be discussed and voted upon at the meeting, and the voting ballots of the members of the Board of Directors.

b) The meeting notice may be sent by invitation letter, telephone, fax, email or other means, provided that it reaches the contact address of each member of the Board of Directors and each Supervisor registered with the Company.

8. Minimum quorum.

- a) The first convened meeting of the Board of Directors shall proceed when at least three-quarters (3/4) of the total number of members are present, or through a representative (authorized proxy) if approved by the majority of the members of the Board of Directors.
- b) If the meeting convened under Point a of Clause 8 of this Article does not have the required number of members present, the meeting must be reconvened for a second time within seven (07) days from the intended first meeting date. In such case, the meeting may proceed if more than one-half (1/2) of the members of the Board of Directors are present.
- c) If the quorum is still not met, the Board of Directors meeting shall be reconvened for a third time on the next working day at the same venue and at the same time, and such meeting shall in all cases be valid regardless of the number of members attending.

9. Voting.

- a) Except for the case specified in Point b of this Clause 9, each member of the Board of Directors, or an authorized proxy who is personally present at the Board of Directors meeting, shall have one (01) vote;
- b) A member of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or a related person has an interest that conflicts, or may conflict, with the interests of the Company. A Board member shall not be counted toward the minimum quorum required for a Board meeting to decide matters on which such member is not entitled to vote;
- c) In accordance with Point d of Clause 9 of this Article, where an issue arises at a meeting of the Board of Directors concerning the degree of interest of a Board member or the voting rights of a member, and such issue is not resolved by the voluntary abstention of that Board member, the matter shall be referred to the chair of the meeting, and the chair's ruling with respect to all other Board members shall be final, unless the nature or scope of the related Board member's interest has not been fully disclosed;
- d) A Board member who benefits from a contract specified in Points a and b of Clause 5 of Article 44 of this Charter shall be deemed to have a material interest in such contract;
- d) Supervisors and the Company's General Director who are not members of the Board of Directors may attend Board meetings and may participate in discussions but shall not vote.

10. Disclosure of interests.

A Board member who directly or indirectly benefits from a contract or transaction that has been entered into or is proposed to be entered into with the Company, and who knows that he/she has an interest therein, must disclose such interest at the first Board of Directors meeting at which the contract or transaction is discussed or considered. Where a Board member did not know that he/she or a related person had an interest at the time the contract or transaction was entered into with the Company, such member must disclose the related

interest at the first Board of Directors meeting held after that member becomes aware that he/she has, or will have, an interest in the relevant transaction or contract.

11. Majority vote.

A decision of the Board of Directors shall be adopted if approved by the majority (more than 50%) of the members present at the meeting. Where the votes in favor and against are equal, the final decision shall rest with the view of the Chairman of the Board of Directors.

12. Voting by absent members.

A member who is not physically present at the meeting may vote by written ballot, electronic voting, or other electronic means. A written voting ballot must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one hour before the opening time. The ballot may be opened only in the presence of all attendees.

13. Online meeting or other forms.

A meeting of the Board of Directors may be held as an online conference among members of the Board of Directors when all or some of the members are at different locations, provided that each attending member can:

- a) Hear each other participating Board member speaking in the meeting;
- b) Speak simultaneously with all other attending members. Discussions and exchanges among members may take place directly by telephone or by other communication means (including where such means are used at the time of adoption of the Charter or thereafter), or by a combination of such methods. Under this Charter, a Board member participating in such a meeting shall be deemed to be "present" at the meeting. The meeting venue under this provision shall be the location where the largest group of Board members is gathered, or, if no such group exists, the location where the chair of the meeting is present.

Decisions adopted at a duly organized and conducted online meeting shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members attending such meeting.

14. Resolutions in writing.

A resolution adopted by written opinion shall be passed on the basis of the approval of the majority of Board members entitled to vote. Such resolution shall have the same validity and effect as a resolution adopted by the members of the Board at a duly convened and organized meeting.

15. Minutes of Board of Directors meetings.

The Chairman of the Board of Directors shall be responsible for sending the minutes of Board meetings to the members, and such minutes shall be regarded as authentic evidence of the matters transacted at those meetings unless an objection to the contents of the minutes

is raised within ten (10) days from the date of dispatch. The minutes of Board meetings shall be prepared in Vietnamese and may also be prepared in English, shall contain the principal contents prescribed in Article 158 of the Law on Enterprises, and must bear the signatures of all attending Board members and the minute-taker. Board meetings may be recorded and stored in electronic form or other electronic formats.

16. Invited attendees.

The Company's Corporate Governance Officer (Secretary), the General Director, Supervisors, other executive officers (if not members of the Board of Directors), and third-party experts may attend Board meetings at the invitation of the Board of Directors, but shall not have the right to vote unless they themselves are entitled to vote as members of the Board of Directors.

Article 31. Subcommittees under the Board of Directors

1. The Board of Directors may establish subordinate subcommittees responsible for development policy, personnel, remuneration, and internal control. Each subcommittee shall have at least three (03) members, including members of the Board of Directors and external members as decided by the Board of Directors. Non-executive Board members shall constitute the majority of the subcommittee, and one of such members shall be appointed as the Head of the subcommittee by the Board of Directors. The operations of the subcommittee must comply with the regulations of the Board of Directors. A resolution of a subcommittee shall be valid only if a majority of the attending and voting members at the subcommittee meeting are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of any subcommittee under the Board of Directors, must comply with the applicable laws and the Company Charter and the Internal Governance Regulations of the Company.

Article 32. Corporate Governance Officer

1. The Board of Directors shall appoint at least one (01) person to act as the Company's Corporate Governance Officer to assist in the effective conduct of corporate governance. The Corporate Governance Officer shall concurrently serve as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises. The term of office of the Corporate Governance Officer shall be determined by the Board of Directors and shall not exceed five (05) years.

2. The Corporate Governance Officer must satisfy the following standards:

- a) Have legal knowledge;
- b) Not simultaneously work for the independent audit firm currently auditing the Company's financial statements;

- c) Be knowledgeable about the Company's business operations and internal governance; be proficient in synthesis, information technology, and office equipment use;
- d) Other standards as prescribed by law, this Charter, and the decision of the Board of Directors.

3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided that such dismissal does not contravene the applicable labor laws.

4. The Corporate Governance Officer shall have the following rights and obligations:

- a) Advise the Board of Directors on organizing General Meeting of Shareholders meetings in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
- b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c) Advise on meeting procedures;
- d) Attend meetings;
- d) Advise on the procedures for preparing resolutions of the Board of Directors in accordance with law;
- e) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and Supervisors;
- g) Monitor and report to the Board of Directors and the Supervisory Board on the Company's information disclosure activities;
- h) Keep information confidential in accordance with law and the Company Charter;
- i) Receive remuneration (allowance) under the Company's internal management regulations and/or as decided by the Board of Directors;
- k) Other rights and obligations as prescribed by law and the Company Charter.

CHAPTER VIII

DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Management apparatus

The Company shall establish and promulgate a management system ensuring that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have one Director, several Deputy Directors, one Chief Accountant, and other executive titles appointed and dismissed by the Board of Directors in accordance with the Company's management regulations. The appointment and dismissal of the aforesaid titles must be effected by a duly adopted resolution of the

Board of Directors. The Company's Director and Deputy Directors may concurrently serve as members of the Board of Directors.

Article 34. Company executives

1. Upon the proposal of the Director and with the approval of the Board of Directors, the Company shall have the right to recruit and employ other executive officers in numbers and with standards appropriate to the Company's organizational structure and management mechanism as prescribed by the Board of Directors. Executive officers of the Company must demonstrate the necessary diligence to ensure that the Company's operations and organization achieve the stated objectives.

2. The salary, remuneration, benefits, and other policies applicable to the Company's Director shall be decided by the Board of Directors.

3. The salary, remuneration, benefits, and other terms in the labor contracts for other executive officers shall be decided by the Board of Directors on the basis of the Director's proposal.

4. The salaries of the Director and other executive officers of the Company shall be accounted for as the Company's business expenses in accordance with the laws on corporate income tax and must be separately itemized in the Company's annual financial statements, which shall be reported to the annual General Meeting of Shareholders.

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

1. Appointment.

The Board of Directors shall appoint a member of the Board or another person as the Company's Director and shall enter into a contract specifying the salary, remuneration, benefits, and other related terms. Information on the salary, remuneration, and other benefits of the Company's Director must be reported at the annual General Meeting of Shareholders and included in the Company's annual report.

2. Term of office.

The term of office of the Director shall be five (05) years unless otherwise provided by the Board of Directors and may be renewed. The appointment may terminate in accordance with the provisions of the labor contract (if any).

3. Standards.

a) The Company's Director must meet the standards prescribed in Article 64 of the Law on Enterprises and must not fall within the categories of persons prohibited by law from holding this position, namely minors, persons lacking civil capacity, persons who have been sentenced to imprisonment, persons currently serving a prison sentence, members of the armed forces, state officials and civil servants, and persons who have been adjudged to have caused the bankruptcy of a company they previously led.

b) Other standards prescribed by law.

4. Powers and duties.

a) To implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders; to organize the implementation of the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;

b) To decide on all matters relating to the Company's day-to-day business operations that fall within the authority of the Director or that do not fall within the authority of the Board of Directors, to sign contracts and financial and commercial transactions on behalf of the Company within the scope of authority or contracts and transactions approved by the Board of Directors or the General Meeting of Shareholders in accordance with this Charter, and to organize and direct the Company's routine production and business activities in accordance with best management practices;

c) To propose to the Board of Directors the appointment, dismissal, removal, contracting, termination of contract, reward, discipline, leave, and determination of salary levels for Deputy Directors, the Chief Accountant, and other executive officers in accordance with the Company's management regulations, and to appoint or dismiss representatives to exercise ownership rights over the Company's invested capital in other enterprises;

d) To decide on the appointment, dismissal, removal, reward, discipline, salary grading, leave, or termination of employment for officers and employees of the Company who are not required to be submitted to the Board of Directors for approval (for titles that require Board approval, decisions may be made only after reporting to and obtaining approval from the Board of Directors);

đ) To consult the Board of Directors when deciding on the number of the Company's employees. To recruit labor, sign labor contracts, assign duties, decide salaries and allowances (if any), reward, discipline, grant leave, or terminate employment of the Company's employees in accordance with labor laws and the Company's regulations;

e) To propose to the Board of Directors the establishment, reorganization, or dissolution of the Company's subsidiaries, branches, and representative offices; capital contribution or share purchase in other enterprises; and the approval of the Company's internal management regulations. To propose the reorganization, division, consolidation, merger, dissolution, or bankruptcy of the Company, and to propose the Company's internal corporate governance regulations for submission by the Board of Directors to the General Meeting of Shareholders for approval within its authority;

g) To propose plans for dividend distribution or loss handling in business operations; to propose measures to improve the Company's operations and management;

- h) To prepare draft development strategies, short-term and medium-term development plans, annual business plans, investment projects, and the Company's internal management regulations for submission to the Board of Directors;
- i) To prepare long-term, annual, and quarterly budgets of the Company (hereinafter referred to as budgets) to serve the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the projected balance sheet, projected production and business performance report, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must contain the information prescribed in the Company's regulations;
- k) No later than October 31 each year, the Director must submit to the Board of Directors for approval a detailed business plan for the next fiscal year based on meeting business requirements and in line with the five-year financial plan;
- l) To perform all other activities prescribed in this Charter, the Company's regulations, resolutions of the Board of Directors, the Director's labor contract, and the law;
- m) To have the right to refuse to implement any decisions of the Chairman or members of the Board of Directors if such decisions are deemed to violate the law, this Charter, or resolutions of the General Meeting of Shareholders, and must promptly notify the Supervisory Board in writing;
- n) To decide on measures exceeding his/her authority in emergency situations such as natural disasters, fires, or force majeure events and shall be responsible for such decisions while promptly reporting them to the Board of Directors;
- o) To perform the duties of the Company's legal representative as prescribed in Article 13 of the Law on Enterprises.

5. Reporting to the Board of Directors and shareholders.

The Company's Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested.

6. Dismissal

The Board of Directors may dismiss the Company's Director when a majority (more than 50%) of the attending Board members with voting rights approve and shall appoint a new Director to replace him/her. The dismissed Director shall have the right to object to such dismissal at the next nearest General Meeting of Shareholders.

7. Resignation or loss of qualification

- a) When wishing to resign, the Company's Director must submit a resignation letter to the Board of Directors. Within thirty (30) days from the date of receipt of the resignation letter, the Board of Directors must consider and decide thereon.

b) The Company's Director shall lose qualification upon death, loss of mental capacity, loss of citizenship rights, or voluntary absence from office for three (03) days or more. In such case, the Board of Directors must temporarily appoint a replacement for no more than thirty (30) days and proceed with the procedures for appointing a new Director.

8. Delegation and assignment.

a) The Company's Director may delegate or assign to Deputy Directors or other persons the handling of certain parts of the Company's affairs and shall bear legal responsibility for such delegation or assignment;

b) The delegated or assigned person shall bear legal responsibility to the Company's Director and to the law for the work performed;

c) Any delegation or assignment involving the Company's seal must be made in writing and for a definite term.

CHAPTER IX

SUPERVISORY BOARD

Article 36. Nomination and candidacy of members of the Supervisory Board

1. Where candidates for the Supervisory Board have been identified in advance, information relating to such candidates shall be included in the materials for the General Meeting of Shareholders and publicly disclosed on the Company's website **at least ten (10) days** prior to the opening of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Candidates for the Supervisory Board must provide a written undertaking as to the truthfulness, accuracy, and reasonableness of the disclosed personal information and must undertake to perform their duties honestly if elected as members of the Supervisory Board (Supervisors). Information relating to candidates for the Supervisory Board shall include at least the following:

a) Full name, date of birth;

b) Educational level;

c) Professional qualifications;

d) Work history;

d) Companies in which the candidate currently holds the position of Supervisor or other managerial or executive titles;

e) Report on the candidate's contribution to the Company, in the case of a candidate who is currently a Supervisor of the Company;

g) Interests related to the Company (if any);

h) Full name of the shareholder or group of shareholders nominating the candidate (if any);

i) Other information (if any).

2. Giới thiệu, đề cử vào Ban Kiểm soát.

Introduction and nomination to the Supervisory Board

Shareholders shall have the right to combine their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 50%, up to two (02) candidates; and 50% or more, up to three (03) candidates. TKV shareholders shall be entitled to nominate the majority (more than 50%) of the candidates for the Supervisory Board in accordance with Point b, Article 195 of the Law on Enterprises.

3. Where the number of candidates for the Supervisory Board after nomination and candidacy remains insufficient to meet the required number, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company's internal corporate governance regulations. The procedures and mechanism for the incumbent Supervisory Board to nominate candidates for the Supervisory Board must be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination.

Article 37. Number, composition, and term of office of members of the Supervisory Board

1. The Supervisory Board of the Company shall consist of three (03) members elected and dismissed by the General Meeting of Shareholders. The term of office of the Supervisory Board shall be five (05) years; Supervisors may be re-elected for an unlimited number of terms.

2. Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises, this Charter, and must not fall within any of the following cases:

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

3. A Supervisor shall be dismissed or removed in the following cases:

- a) The Supervisor is prohibited by law from serving as a Supervisor or no longer meets the standards and conditions for serving as a Supervisor under Article 169 of the Law on Enterprises.
- b) The Supervisor submits a resignation letter to the Company's head office and such resignation is accepted;
- c) The Supervisor suffers from mental disorder and the other Supervisors have professional evidence proving that the person no longer has civil capacity;

- d) The Supervisor fails to perform his/her duties, is absent from and does not attend meetings of the Supervisory Board continuously for six (06) consecutive months, and during that period the Supervisory Board has not permitted the absence and has determined that the position is vacant, except in cases of force majeure;
- đ) The Supervisor is removed from the Supervisory Board pursuant to a resolution of the General Meeting of Shareholders for failure to perform duties or for repeated violations of the duties of a Supervisor under the provisions of the Law on Enterprises and this Charter;
- e) The Supervisor is no longer the authorized representative of an organizational shareholder as decided by that organization;
- g) The Supervisor is the authorized representative of an organizational shareholder, but that organization is no longer a shareholder of the Company;
- h) Other cases as provided by law and this Charter.

4. A Supervisor may be replaced when an unexpected vacancy arises. The replacement Supervisor must be approved by the next immediate General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the replacement of the new Supervisor shall take effect on the date the Supervisory Board is replaced. The term of office of the new Supervisor shall be counted from the effective date of the replacement until the expiry of the term of the Supervisory Board. Where the new Supervisor is not approved by the General Meeting of Shareholders, all decisions of the Supervisory Board prior to the date of the General Meeting of Shareholders at which the replacement Supervisor participates in voting shall remain valid.

5. Where the Supervisory Board commits a serious violation of its duties that may cause damage to the Company, the Board of Directors shall convene the General Meeting of Shareholders to consider and remove the incumbent Supervisory Board and elect a new Supervisory Board to replace it.

6. Where, at the expiry of the term of office, the new Supervisory Board has not yet been elected, the incumbent Supervisory Board shall continue to exercise its rights and perform its duties until the new Supervisory Board is elected and assumes office.

Article 38. Head of the Supervisory Board

1. The Supervisors shall elect one Supervisor to serve as Head of the Supervisory Board; the election, dismissal, and removal shall be carried out on the principle of majority vote. The Head of the Supervisory Board must hold at least a university degree in one of the fields of economics, finance, accounting, auditing, law, business administration, or a discipline related to the Company's business activities.

2. The Head of the Supervisory Board shall have the following rights and responsibilities:

- a) To convene and chair meetings of the Supervisory Board;

- b) To request the Board of Directors, the Director, and other managerial and executive officers to provide relevant information for reporting to the members of the Supervisory Board;
- c) To prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Supervisory Board

1. The rights and obligations of the Supervisory Board:

The rights and obligations of the Supervisory Board shall be as prescribed in Article 170 of the Law on Enterprises and this Charter, primarily the following:

- a) To supervise the Company's financial position, the lawfulness of the activities of members of the Board of Directors, the Director, and other managers, and the coordination of activities between the Supervisory Board, the Board of Directors, the Director, and shareholders.
- b) To be accountable to the General Meeting of Shareholders for its supervisory activities and the performance of assigned duties;
- c) To inspect the reasonableness, lawfulness, honesty, and level of prudence in the management and operation of the Company's business activities, in the organization of accounting, statistics, and financial reporting;
- d) To appraise the completeness, lawfulness, and truthfulness of the Company's annual and six-month business performance reports and financial statements, the Board of Directors' management performance evaluation report, and to present the appraisal report at the annual General Meeting of Shareholders. To review contracts and transactions with related persons that fall within the approval authority of the Board of Directors or the General Meeting of Shareholders and to provide recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;
- d) To review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems;
- e) To examine the Company's accounting books and other documents, and the management and operation of the Company at any time if deemed necessary or at the decision of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders specified in Clause 2 Article 12 of this Charter;
- g) Upon the request of a shareholder or group of shareholders specified in Clause 2 Article 12 of this Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the Board of Directors and the requesting shareholder or group

of shareholders. The inspection by the Supervisory Board under this Clause must not obstruct the normal operations of the Board of Directors or interrupt the Company's business operations;

h) To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for the management and operation of the Company's business activities; to prepare the Regulations on the Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

i) Upon detecting any violation by a member of the Board of Directors, the Director, or other executives of the law or this Charter, to promptly notify the Board of Directors in writing within forty-eight (48) hours, to request the violating party to cease the violation, and to propose remedial measures;

k) To propose and recommend to the General Meeting of Shareholders the approval of the selection of an approved audit firm in accordance with law, the audit fee, and all matters relating to the withdrawal or dismissal of the approved audit firm in accordance with law. To discuss with the independent auditor the nature and scope of the audit prior to the commencement of the audit; to discuss difficulties and issues identified from interim or final audit results as well as any matters the independent auditor wishes to discuss;

l) To review the independent auditor's management letter and the management's response; to review the Company's report on internal control systems prior to approval by the Board of Directors; to review the results of internal investigations and the management's response;

m) The Supervisory Board shall have the right to use independent consultants or the Company's internal audit department to perform assigned duties;

n) The Supervisory Board may consult the Board of Directors prior to submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

o) To attend meetings of the Board of Directors upon invitation, to express opinions but not to participate in voting;

p) To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31st 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;

q) To exercise other rights and perform other duties as prescribed by the Law on Enterprises, this Charter, and resolutions of the General Meeting of Shareholders.

2. Right to be provided with information of the Supervisory Board:

a) Notices of meetings, ballots for collecting opinions of Board members, and accompanying documents must be sent to the Supervisors at the same time and in the same manner as to members of the Board of Directors.

- b) Members of the Board of Directors, the Company's Director, and other executive officers must provide complete, accurate, and timely information and documents on management, operation, and business activities of the Company upon request by a Supervisor or the Supervisory Board.
- c) The Company's Corporate Governance Officer (Secretary) must ensure that all copies of financial information and other information provided to members of the Board of Directors and copies of minutes and resolutions of Board of Directors meetings and General Meeting of Shareholders meetings are provided to the Supervisors at the same time and in the same manner as to members of the Board of Directors.
- d) Reports of the Director submitted to the Board of Directors or other documents issued by the Company must be sent to the Supervisors at the same time and in the same manner as to members of the Board of Directors.
- đ) Supervisors shall have the right of access to the Company's files and documents stored at the head office, branches, and other locations; to visit the workplaces of the Company's managers, executives, and employees during working hours;
- e) Reports and documents prepared by the Board of Directors relating to business performance, financial statements, and the Board of Directors' management performance evaluation report must be sent to the Supervisory Board for appraisal no later than thirty (30) days prior to the opening date of the annual General Meeting of Shareholders.

3. Obligations of Supervisors:

- a) To strictly comply with the law, this Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations;
- b) To perform the assigned rights and obligations honestly, prudently, and to the best of their ability in order to ensure the maximum legitimate interests of the Company and its shareholders;
- c) To be loyal to the interests of the Company and its shareholders; not to use the Company's information, trade secrets, or business opportunities, or to abuse their position, title, or the Company's assets for personal benefit or for the benefit of any other organization or individual;
- d) Where a violation of the provisions in Points a, b, and c of this Clause causes damage to the Company or to others, the Supervisors shall be personally or jointly liable to compensate for such damage. All income and other benefits obtained directly or indirectly by the Supervisor as a result of the violation must be returned to the Company.
- đ) Where a Supervisor is found to have violated the performance of assigned rights and obligations, the Board of Directors must notify the Supervisory Board in writing, request the violating party to cease the violation, and propose remedial measures.

Article 40. Meetings of the Supervisory Board

1. After consulting the Board of Directors, the Supervisory Board may issue regulations on its meetings and mode of operation. The Supervisory Board must meet at least twice (02) per year and a meeting shall be conducted when two-thirds (2/3) or more of the total number of members are present. Minutes of Supervisory Board meetings shall be prepared in detail and clarity. The Secretary (if any) and the attending Supervisors must sign the minutes of the meeting. Minutes of Supervisory Board meetings must be retained to determine the responsibility of each Supervisor.
2. The Supervisory Board shall have the right to request members of the Board of Directors, the Director, and representatives of the approved audit firm under law to attend and answer questions on matters of concern to the Supervisors.

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

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

1. Members of the Supervisory Board shall receive salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salary and operating expenses of the Supervisory Board shall be accounted for as the Company's business expenses in accordance with the laws on corporate income tax and other relevant laws and must be separately itemized in the Company's annual financial statements.

CHAPTER X

ELECTION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

Article 42. Election of the Board of Directors and the Supervisory Board

1. Ordinary shareholders who voluntarily form a group satisfying the prescribed conditions to nominate persons to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting no later than immediately upon the opening of

the General Meeting of Shareholders. The Company shall notify the attending shareholders of the above information at the General Meeting of Shareholders.

2. Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders specified in Clause 3 Article 12 of this Charter shall have the right to nominate one or more persons as candidates for the Board of Directors and the Supervisory Board in accordance with Clause 2 Article 25 and Clause 2 Article 36 of this Charter respectively. Where the number of candidates nominated by the shareholder or group of shareholders is lower than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

3. Voting for the election of members of the Board of Directors and the Supervisory Board must be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the total number of shares held or represented multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder shall have the right to allocate all or part of his/her total votes to one or more candidates.

4. The persons elected as members of the Board of Directors or Supervisors shall be determined according to the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members prescribed in the Company Charter is reached. Where two (02) or more candidates receive an equal number of votes for the final member of the Board of Directors or the Supervisory Board, a new vote shall be conducted among the candidates with equal votes or selection shall be made according to the criteria prescribed in the election regulations.

5. Where the first round of voting does not yield the required number of members of the Board of Directors and the Supervisory Board, a second round of voting shall be conducted among the remaining nominated candidates from the first round. Where the second round still does not yield the required number, the General Meeting of Shareholders shall decide whether to conduct further voting; if the General Meeting of Shareholders cannot decide, the Chairperson of the meeting shall decide.

CHAPTER XI

LIABILITY OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE COMPANY'S DIRECTOR, AND OTHER EXECUTIVES

Article 43. Duty of care of members of the Board of Directors, the Supervisory Board, the Company's Director, and executive officers

Members of the Board of Directors, Supervisors, the Company's Director, and other delegated executive officers shall perform their duties, including those performed as members of subcommittees of the Board of Directors, honestly and in the manner they

believe to be in the best interests of the Company and with the degree of care that a prudent person would normally exercise in a similar position and under similar circumstances.

Article 44. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Supervisors, the Director, and other executive officers must disclose related interests in accordance with Article 164 of the Law on Enterprises and other relevant legal provisions.

2. Members of the Board of Directors, Supervisors, the Company's Director, and other executive officers shall not use business opportunities that may benefit the Company for personal purposes; nor shall they use information obtained through their position for personal benefit or for the benefit of any other organization or individual.

3. Members of the Board of Directors, members of the Supervisory Board, the Company's Director, and other managers shall have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the Company holds controlling rights of 50% or more of charter capital and the relevant parties or their related persons in accordance with law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the relevant resolutions in accordance with securities laws on information disclosure.

Members of the Board of Directors shall not vote on any transaction that benefits the member or related person of the member in accordance with the Law on Enterprises and this Charter.

4. Unless the General Meeting of Shareholders decides otherwise, the Company shall not grant loans, guarantees, or credit to members of the Board of Directors, Supervisors, the Company's Director, other executive officers, and persons related to the aforesaid persons or to any legal entity in which such persons have financial interests, except where the public company and the organization related to such member are companies within the same Group or companies operating within a group of companies, including parent-subsidary companies, economic groups, or where specialized laws provide otherwise.

5. contract or transaction between the Company and one or more members of the Board of Directors, Supervisors, the Company's Director, other executive officers, or individuals or organizations related to them or companies, partners, associations, or organizations in which members of the Board of Directors, Supervisors, the Company's Director, other executive officers or their related persons are members or have financial interests shall not be invalidated in the following cases:

a) For contracts with a value of less than 20% of the total asset value recorded in the latest financial statements, the material contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the Supervisory

Board, the Director, and other executive officers have been reported to the Board of Directors. At the same time, the Board of Directors has permitted the execution of the contract or transaction honestly by a majority vote of the members of the Board who have no related interest; or

b) For contracts with a value greater than 20% of the total asset value recorded in the latest financial statements, the material contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, the Director, and executive officers have been disclosed to the shareholders who have no related interest and who have voting rights on the matter, and such shareholders have voted in favor of the contract or transaction;

c) The contract or transaction has been determined by an independent consulting organization to be fair and reasonable in all respects related to the Company's shareholders at the time the transaction or contract is approved or ratified by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, the Company's Director, other executive officers, and the individuals and organizations related to the aforesaid persons shall not use the Company's undisclosed information or disclose it to others to engage in related transactions.

Article 45. Liability for damage and indemnification

1. Liability for damage.

Members of the Board of Directors, Supervisors, the Company's Director, and other executive officers who breach their duties of honesty and care or fail to perform their duties with diligence and professional competence shall be liable for any damage caused by their breach.

2. Indemnification

The Company shall indemnify persons who are, have been, or are threatened to be made a party to any claim, suit, or proceeding (including civil, administrative, and non-Company-initiated proceedings) if such person is or was a member of the Board of Directors, an executive officer, an employee, or a representative authorized by the Company or acted at the request of the Company in the capacity of a member of the Board of Directors, an executive officer, an employee, or an authorized representative of the Company, provided that such person has acted honestly, prudently, and diligently in the interests of or not in conflict with the interests of the Company, in compliance with the law, and there is no evidence that the person has breached his/her duties.

When performing functions, duties, or executing work under authorization by the Company, members of the Board of Directors, Supervisors, other executive officers, employees, or authorized representatives of the Company shall be indemnified by the

Company when made a party to any claim, suit, or proceeding (excluding proceedings initiated by the Company) in the following cases:

a) Having acted honestly, prudently, and diligently in the interests of and not in conflict with the interests of the Company;

b) In compliance with the law and with no evidence of failure to perform their duties.

3. Indemnification costs shall include incurred expenses (including attorneys' fees), judgment costs, fines, and amounts actually paid or deemed reasonable in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons to cover the aforesaid indemnification liabilities.

CHAPTER XII

RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 46. Right to inspect books and records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:

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

b) A shareholder or group of shareholders holding 5% or more of the total ordinary shares shall have the right to examine, inspect, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets or business secrets.

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

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

4. The Company must retain this Charter and any amendments and supplements thereto, the Enterprise Registration Certificate, the Company's regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual

financial statements, accounting books, and other documents as prescribed by law at the head office or at another location provided that shareholders and the business registration authority are notified of the storage location.

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

CHAPTER XIII

EMPLOYEES, TRADE UNION, AND POLITICAL-SOCIAL ORGANIZATIONS IN THE COMPANY

Article 47. Employees, trade union, and political-social organizations

1. The Company's Director must prepare plans for submission to and approval by the Board of Directors on matters relating to the recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline of employees and executive officers of the Company, and other matters in accordance with law.
2. The Communist Party of Vietnam organization in the Company shall operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the Charter of the Communist Party of Vietnam.
3. The trade union and other political-social organizations in the Company shall operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the charters of those organizations.
4. The Company shall have the obligation to respect and shall not obstruct or create difficulties in the establishment of political organizations or political-social organizations in the Company; shall not obstruct or create difficulties for employees in participating in the activities of such organizations; and shall create conditions for such organizations to operate in accordance with their functions, duties, and charters.

CHAPTER XIV

PROFIT DISTRIBUTION

Article 48. Profit distribution

1. The Company's pre-tax profit after offsetting losses from previous years (if any) in accordance with the Law on Corporate Income Tax, setting aside the Science and Technology Development Fund (if any) as prescribed, paying corporate income tax, and fulfilling other financial obligations under law shall be used as follows:
 - a) Dividend distribution;
 - b) Setting up funds in accordance with current legal provisions.
2. The dividend rate, form of dividend payment from the Company's retained profits each year, and the ratio for setting up funds shall be decided by the General Meeting of Shareholders upon the proposal of the Board of Directors.

Article 49. Dividends

1. In accordance with a resolution of the General Meeting of Shareholders and the provisions of law, dividends shall be declared and paid from the Company's retained profits but shall not exceed the level proposed by the Board of Directors and approved by the General Meeting of Shareholders.
2. The Board of Directors may decide to pay interim dividends if it considers such payment to be consistent with the Company's profitability.
3. The Company shall not pay interest on dividend payments or any payments related to a class of shares.
4. The Board of Directors may propose to the General Meeting of Shareholders the approval of payment of all or part of the dividends in shares, and the Board of Directors shall be the body to implement such resolution. The Company may pay dividends in shares; the procedures and process for dividend payment in shares shall be carried out in accordance with the Law on Enterprises and relevant legal documents.
5. Where dividends or other amounts related to a class of shares are paid in cash, the Company shall pay in Vietnamese dong or through banks on the basis of the bank account details provided by the shareholder. Where the Company has transferred the amount according to the bank account details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to the entitled shareholder. Dividend payment for shares listed or registered for trading on a stock exchange may be carried out through a securities company or the Vietnam Securities Depository.
6. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution specifying a record date for the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
7. Other matters relating to profit distribution shall be implemented in accordance with the provisions of law.

CHAPTER XV

BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 50. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.
2. With prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese dong or foreign currency accounts at the banks where the Company maintains accounts.

Article 51. Fiscal year

The Company's fiscal year shall commence on the first day of January each year and end on the thirty-first day of December of the same year.

Article 52. Accounting regime

1. The accounting regime applied by the Company shall be the Vietnamese Accounting Standards (VAS) and the enterprise accounting regime in accordance with the provisions of Vietnamese law.
2. The Company shall keep accounting books in Vietnamese. The Company shall maintain accounting records by type of business activity in which the Company engages. Such records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use Vietnamese dong (or freely convertible foreign currency in cases approved by the competent state authority) as the accounting currency unit.

CHAPTER XVI

FINANCIAL REPORTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 53. Annual, six-month, and quarterly financial reports

1. The Company must prepare annual financial statements in accordance with the provisions of law and have them audited as prescribed in Article 56 of this Charter; within ninety (90) days from the end of each fiscal year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the stock exchange, the business registration authority, and Vietnam National Coal and Mineral Industries Holding Corporation Limited.
2. Annual financial statements must include a report on production and business performance reflecting truthfully and objectively the Company's profit and loss for the fiscal year and a balance sheet reflecting truthfully and objectively the Company's position as at the date of preparation of the report, a cash flow statement, and explanatory notes to the financial statements. Where the Company is a parent company, in addition to the annual financial statements, the Company must also prepare consolidated balance sheets on the position of the Company and its subsidiaries at the end of each fiscal year.
3. The Company must prepare and disclose six-month reviewed financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the stock exchange (for listed companies) and submit them to the relevant tax authority and the business registration authority in accordance with the provisions of the Law on Enterprises and Vietnam National Coal and Mineral Industries Holding Corporation Limited.

4. Audited annual financial statements (including the auditor's opinion), reviewed six-month financial statements, and quarterly financial statements must be published on the Company's website.

5. Any interested organizations or individuals shall have the right to copy the audited annual financial statements, six-month reports, and quarterly reports during the Company's working hours at the Company's head office upon payment of a reasonable fee for copying.

Article 54. Annual report

The Company must prepare and disclose its annual report in accordance with the provisions of securities and stock market laws and the regulations of Vietnam National Coal and Mineral Industries Holding Corporation Limited.

Article 55. Information disclosure

The Company must prepare and publicly disclose information in accordance with Article 176 of the Law on Enterprises and other relevant legal provisions.

CHAPTER XVII

COMPANY AUDIT

Article 56. Audit

1. At the General Meeting of Shareholders, an approved audit firm under law shall be designated, or a list of approved audit firms under law shall be approved and the Board of Directors authorized to select one of such firms to perform the Company's audit for the next fiscal year on terms and conditions agreed with the Board of Directors. The Company must prepare and send the annual financial statements to the audit firm after the end of the fiscal year.

2. The approved audit firm under law shall inspect, confirm, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report, and submit such report to the Company's Board of Directors in accordance with the provisions of law.

3. A copy of the audit report must be attached to each annual accounting report of the Company.

4. The auditor performing the Company's audit shall be permitted to attend all General Meetings of Shareholders and shall have the right to receive notices and other information relating to the General Meeting of Shareholders that all shareholders are entitled to receive and to express opinions at the meeting on matters related to the audit.

CHAPTER XVIII

ENTERPRISE SEAL

Article 57. Enterprise seal

1. The seal shall include a seal made at a seal-engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, number, form, and content of the Company's seal, as well as the seals of its branches and representative offices (if any).
3. The Board of Directors and the Director (General Director) shall use and manage the seal in accordance with current law.

CHAPTER XIX

DISSOLUTION OF THE COMPANY

Article 58. 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) Its Enterprise Registration Certificate is revoked, unless otherwise provided by the Law on Tax Administration;
 - c) Other cases as provided by law.
2. Early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority in accordance with regulations.

Article 59. Liquidation

1. At least six (06) months after a decision on dissolution of the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be designated by the General Meeting of Shareholders and one (01) member shall be designated by the Board of Directors from an approved audit firm under law. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company on a priority basis before other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the business registration authority the date on which the Committee is established and the date on which it actually commences operation. From that time, the Liquidation Committee shall act on behalf of the Company in all matters relating to the liquidation of the Company before courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
 - a) Liquidation costs;
 - b) Salaries and social insurance costs for employees;
 - c) Taxes and tax-like amounts that the Company must pay to the State;

- d) Loans (if any);
- d) Other debts of the Company;
- e) The balance remaining after payment of all debts from items a to d above shall be distributed to shareholders. Preferred shares shall be paid on a priority basis.

CHAPTER XX

SETTLEMENT OF INTERNAL DISPUTES

Article 60. Settlement of internal disputes

1. Where a dispute or complaint arises relating to the Company's operations or to the rights of shareholders arising from this Charter or from any rights or obligations prescribed by the Law on Enterprises or other laws or administrative regulations, between:

- a) A shareholder and the Company; or
- b) A shareholder and the Board of Directors, the Supervisory Board, the Company's Director, or other executive officers,

the parties concerned shall endeavor to resolve the dispute through negotiation and conciliation. Unless the dispute relates to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board shall preside over the resolution of the dispute and shall require each party to present the factual elements relating to the dispute within fifteen (15) working days from the date the dispute arises. Where the dispute relates to the Board of Directors or the Chairman of the Board of Directors, either party may request the Supervisory Board or a competent specialized authority to designate an independent expert to act as arbitrator in the dispute resolution process.

2. Where no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process or where the mediator's decision is not accepted by the parties, either party may bring the dispute before the Economic Arbitration or the Economic Court.

3. Each party shall bear its own costs relating to the negotiation and conciliation procedures. Court costs shall be borne by the party determined by the court.

CHAPTER XXI

ENFORCEMENT PROVISIONS

Article 61. Amendment and supplementation of the Charter

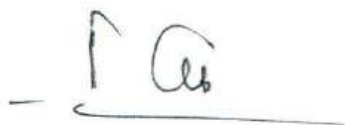
1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. Where any legal provisions relating to the Company's operations have not been addressed in this Charter or where new legal provisions differ from the terms of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

Article 62. Effectiveness


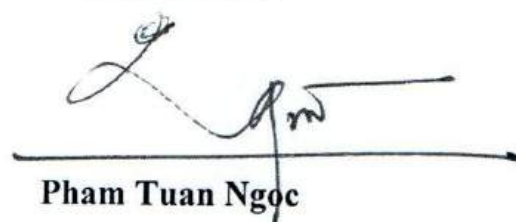
1. This Charter consists of 21 Chapters and 62 Articles and was unanimously approved by the General Meeting of Shareholders of VINACOMIN - Machinery Joint Stock Company on April 23rd, 2026 at the Company's meeting hall, and the full text of this Charter is hereby accepted as effective.
2. This Charter has been prepared in ten (10) originals of equal validity, of which:
 - Five (05) originals shall be registered with the competent governmental authority in accordance with the regulations of the People's Committee of the province or city;
 - Five (05) originals shall be kept at the Company's office.
3. This Charter is the sole and official Charter of the Company.
4. Any copies or extracts of the Company Charter shall be valid only if signed by the Chairman of the Board of Directors or by at least one-half of the total number of members of the Board of Directors.

1. MEMBERS OF THE BOARD OF DIRECTORS



Pham Xuan Phi

ON BEHALF OF THE BOARD OF DIRECTORS CHAIRMAN



Pham Tuan Ngoc

2. MEMBERS OF THE BOARD OF DIRECTORS



Pham Thu Huong

3. MEMBERS OF THE BOARD OF DIRECTORS



Le Viet Su

4. MEMBERS OF THE BOARD OF DIRECTORS



Bui Xuan Hanh

TABLE OF CONTENTS

No.	TITLE	PAGE
	PREAMBLE	2
CHAPTER I	DEFINITIONS USED IN THE CHARTER	2
Article 1	Interpretation of terms used in the Charter	2-4
CHAPTER II	NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY	4
Article 2	Name, form, head office, branches, representative offices, business locations and term of operation of the Company	4-5
Article 3	Legal representative of the Company	5
CHAPTER III	OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY	5

No.	TITLE	PAGE
Article 4	Business objectives of the Company	5-7
Article 5	Business scope and operations of the Company	8
CHAPTER IV	CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS	8
Article 6	Charter capital, shares and founding shareholders	8-9
Article 7	Share certificates	9-10
Article 8	Other securities certificates	10-11
Article 9	Transfer of shares	11-12
Article 10	Forfeiture and payment for shares	12-13
CHAPTER V	ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL	13
Article 11	Organizational structure, governance and control of the Company	13
CHAPTER VI	SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	13
Article 12	Rights of shareholders	13-15
Article 13	Obligations of shareholders	15-16
Article 14	General Meeting of Shareholders	16-18
Article 15	Rights and obligations of the General Meeting of Shareholders	18-19
Article 16	Authorization to attend the General Meeting of Shareholders	19-21
Article 17	Change of rights	21-22
Article 18	Convening the General Meeting of Shareholders, meeting agenda and notice of meeting	22-24
Article 19	Conditions for convening a General Meeting of Shareholders	24-25
Article 20	Procedures for conducting and voting at the General Meeting of Shareholders	25-27
Article 21	Adoption of resolutions of the General Meeting of Shareholders	27-28
Article 22	Competence and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders	28-30
Article 23	Resolutions and minutes of the General Meeting of Shareholders	30-31
Article 24	Request for cancellation of resolutions of the General Meeting of Shareholders	31-32
CHAPTER VII	BOARD OF DIRECTORS	32
Article 25	Nomination and candidacy of members of the Board of Directors	32-33
Article 26	Number, composition and term of office of members of the Board of Directors	33-34
Article 27	Powers and duties of the Board of Directors	34-38
Article 28	Remuneration, bonuses and other benefits of members of the Board of Directors	38

No.	TITLE	PAGE
Article 29	Chairman of the Board of Directors	38-39
Article 30	Meetings of the Board of Directors	39-43
Article 31	Subcommittees under the Board of Directors	43
Article 32	Corporate Governance Officer	43-44
CHAPTER VIII	THE COMPANY'S DIRECTOR AND OTHER EXECUTIVES	44
Article 33	Management apparatus	44-45
Article 34	Company executives	45
Article 35	Appointment, dismissal, duties and powers of the Director	45-48
CHAPTER IX	SUPERVISORY BOARD	38
Article 36	Nomination and candidacy of members of the Supervisory Board	48-49
Article 37	Number, composition and term of office of members of the Supervisory Board	49-50
Article 38	Head of the Supervisory Board	50-51
Article 39	Rights and obligations of the Supervisory Board	51-53
Article 40	Meetings of the Supervisory Board	54
Article 41	Salary, remuneration, bonuses and other benefits of members of the Supervisory Board	54
CHAPTER X	ELECTION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD	54
Article 42	Election of the Board of Directors and the Supervisory Board	54-55
CHAPTER XI	LIABILITY OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE COMPANY'S DIRECTOR AND OTHER EXECUTIVES	55
Article 43	Duty of care of members of the Board of Directors, the Supervisory Board, the Company's Director and executive officers	55-56
Article 44	Duty of honesty and avoidance of conflicts of interest	56-57
Article 45	Liability for damage and indemnification	57-58
CHAPTER XII	RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS	58
Article 46	Right to inspect books and records	58-59
CHAPTER XIII	EMPLOYEES, TRADE UNION AND POLITICAL-SOCIAL ORGANIZATIONS IN THE COMPANY	59
Article 47	Employees, trade union and political-social organizations	59
CHAPTER XIV	PROFIT DISTRIBUTION	59
Article 48	Profit distribution	59
Article 49	Dividends	59-60
CHAPTER XV	BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME	60
Article 50	Bank accounts	60
Article 51	Fiscal year	61
Article 52	Accounting regime	61

No.	TITLE	PAGE
CHAPTER XVI	FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES	61
Article 53	Annual, six-month and quarterly financial reports	61-62
Article 54	Annual report	62
Article 55	Information disclosure	62
CHAPTER XVII	COMPANY AUDIT	62
Article 56	Audit	62
CHAPTER XVIII	ENTERPRISE SEAL	62
Article 57	Enterprise seal	62-63
CHAPTER XIX	DISSOLUTION OF THE COMPANY	63
Article 58	Dissolution of the Company	63
Article 59	Liquidation	63-64
CHAPTER XX	SETTLEMENT OF INTERNAL DISPUTES	64
Article 60	Settlement of internal disputes	64
CHAPTER XXI	ENFORCEMENT PROVISIONS	64
Article 61	Amendment and supplementation of the Charter	64
Article 62	Effectiveness	65

