

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CHARTER
ORGANIZATION AND OPERATION
VIGLACERA TIEN SON JOINT STOCK COMPANY,
(Stock code: VIT)

Pursuant to:

- Pursuant to the Enterprise Law No. 59/2020/QH14 promulgated by the National Assembly on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 promulgated by the National Assembly on November 26, 2019;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance of public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.

Tien son, May 2026



PREAMBLE

This Charter of **Viglacera Tien Son Joint Stock Company** (hereinafter referred to as the “**Company**”) serves as the legal basis for the operations of the Joint Stock Company, established under the Law on Enterprises and pursuant to Decision No. 1309/QD-BXD dated April 18, 2008, issued by the Minister of Construction regarding the conversion of Viglacera Tien Son Granite Company (under the Vietnam Glass and Ceramic for Construction Corporation) into Viglacera Tien Son Joint Stock Company.

The Charter, Company regulations, Resolutions of the General Meeting of Shareholders, and the Board of Directors, if duly passed in accordance with relevant laws, shall constitute the binding rules and regulations for the conduct of the Company’s business operations.

This Charter was approved by the General Meeting of Shareholders under Resolution No. ____/VIT-DHDCD dated May 20, 2026.

CHAPTER I: DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be understood as follows:
 - a. Charter Capital means the total par value of shares sold as prescribed in Article 6 of this Charter.
 - b. Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020.
 - c. Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.
 - d. Vietnam means the Socialist Republic of Vietnam.
 - e. Date of Establishment means the date the Company is granted the Enterprise Registration Certificate.
 - f. Enterprise Executive refers to the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed by the Company's Charter.
 - g. Management Officers refers to the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant, and other management positions within the Company approved by the Board of Directors.
 - h. Related Person means any individual or organization as defined in Clause 46, Article 4 of the Law on Securities.
 - i. Shareholder means any individual or organization owning at least one share of the joint-stock company.
 - j. Founding Shareholder means a shareholder owning at least one ordinary share and whose name is signed in the list of founding shareholders of the joint-stock company.

k. Major Shareholder means a shareholder as defined in Clause 18, Article 4 of the Law on Securities.

1. Term of Operation means the duration of the Company's operation as prescribed in Clause 1, Article 54 and Article 55 of this Charter.

2. In this Charter, references to one or more other provisions or documents shall include their amendments or replacements.

3. Headings (chapters, articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

4. Words or terms defined in the Law on Enterprises (if not inconsistent with the subject or context) shall have the same meanings in this Charter.

CHAPTER II: NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company Name:

Vietnamese name: **Công ty Cổ phần Viglacera Tiên Sơn**

English name: **Viglacera Tien Son Joint Stock Company**

Transaction name: **Viglacera Tien Son Joint Stock Company**

Abbreviated name: **VIT**

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

3. Registered Headquarters of the Company:

Head office address: Tien Son Industrial Park, Dai Dong Commune, Bac Ninh Province.

Telephone: 0222 3839390

Fax: 0222 368 9189

Email: viglaceratienson@vnn.vn

Website: viglaceratienson.com

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

5. Unless the operation is terminated ahead of schedule under Clause 2, Article 55 and Article 2 of this Charter, the Company's term of operation shall commence from the date of establishment and shall be indefinite.

Article 3. Legal Representative of the Company

1. The Company has one legal representative, who is the General Director.
2. The powers and obligations of the legal representative are prescribed in Article 12 and Article 13 of the Law on Enterprises.

CHAPTER III: OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

Article 4. Operational Objectives of the Company

1. Business Sectors of the Company:

Manufacturing and trading of Granite and Ceramic floor and wall tiles and other construction materials;

Finishing and decorating industrial and civil works;

Consulting, designing, and technology transfer for the production of construction materials;

Mining and processing of minerals;

Trading in machinery, equipment, and raw materials for production and consumption;

Freight transportation services;

Import and export of machinery, equipment, and construction materials;

Investment in joint ventures and associations with domestic and foreign economic organizations;

Business activities in the fields of finance, currency, securities, and real estate;

Trading in other business lines in accordance with the provisions of law.

2. The Company's objective is to mobilize and utilize capital effectively in production and business, maximize profits, create stable employment for workers, increase dividends for shareholders, contribute to the state budget, and develop the Company to be increasingly strong.

Article 5. Scope of Business and Operations

1. The Company is permitted to plan and conduct all business activities as specified in the Enterprise Registration Certificate and this Charter as registered, notify changes in registration contents to the business registration authority, and publish them on the National Business Registration Portal, in accordance with current laws and take appropriate measures to achieve the Company's objectives. In cases where the Company conducts conditional investment and business lines, the Company must satisfy all business conditions as prescribed by the Law on Investment and relevant specialized laws.

2. The Company may conduct business activities in other fields permitted by law and approved by the Board of Directors.

CHAPTER IV: CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. Charter Capital of the Company: The Charter Capital of the Company is VND 688,016,620,000 (In words: Six hundred eighty-eight billion, sixteen million, six hundred and twenty thousand Vietnamese Dong). The total Charter Capital is divided into 68,801,662 shares with a par value of VND 10,000 per share.

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in compliance with the provisions of law.

3. All shares of the Company as of the date of approval of this Charter are ordinary shares. The rights and obligations of shareholders holding ordinary shares are prescribed in Article 13 of this Charter.

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

5. Names, addresses, number of shares, and other information regarding founding shareholders as prescribed by the Law on Enterprises shall be specified in the attached appendix. This appendix is an integral part of this Charter.

6. Newly issued ordinary shares shall be offered with priority to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must provide notice of the share offering, specifying the number of shares offered and a reasonable subscription period (at least twenty working days) for shareholders to register for purchase. Any shares not registered for purchase by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to other parties under terms and manners it deems appropriate, provided that such terms are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or prescribed by securities laws.

7. The Company may repurchase its own issued shares (including redeemable preferred shares) in accordance with the manners prescribed in this Charter and current laws. Ordinary shares repurchased by the Company shall be held as treasury shares, and the Board of Directors may offer them in manners consistent with this Charter, the Law on Securities, and relevant guiding documents.

8. The Company may issue other types of securities upon written approval by the General Meeting of Shareholders and in compliance with regulations on securities and the securities market.

Article 7. Share Certificates

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

2. A share certificate is a type of security confirming the legal rights and interests of the owner over a portion of the issuer's share capital. Share certificates must contain all information required under Clause 1, Article 121 of the Law on Enterprises.

3. In the event that a shareholder has not yet deposited their shares at the Vietnam Securities Depository and Clearing Corporation (VSDC), a share certificate shall be issued to the shareholder within one (01) month from the date of submission of a complete application for share ownership transfer in accordance with the Company's regulations, or within two (02) months from the date of full payment for the shares as stipulated in the Company's share issuance plan. The shareholder is not required to pay the Company any costs for the initial printing of the share certificate.

4. If a share certificate is lost, damaged, or otherwise destroyed, the Company shall re-issue the certificate at the shareholder's request, provided the shareholder provides evidence of ownership and pays all related costs to the Company. The shareholder's request must include:

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

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

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

2. Shares that have not been fully paid for shall not be transferred and shall not entitle the holder to related benefits such as dividends, shares issued to increase share capital from owner's equity, rights to purchase new shares, or other benefits as prescribed by law.

3. Transfers shall be executed by standard contract or through transactions on the stock market. In the case of a contract transfer, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. For transactions on the stock market, the sequence, procedures, and recognition of ownership shall follow the law on securities.

4. If a shareholder who is an individual dies, their heir(s) by will or by law shall become the shareholder(s) of the Company.

5. In the event that an individual shareholder dies without an heir, or the heir refuses the inheritance or is disinherited, the shares shall be settled in accordance with civil law.

6. Shareholders have the right to gift part or all of their shares in the Company to others or use shares to pay debts. In such cases, the person receiving the gift or the debt payment in shares shall become a shareholder of the Company.

7. In cases where a shareholder has not deposited shares at the VSDC and transfers a portion of their shares, the old share certificate shall be canceled, and the Company shall issue a new share certificate reflecting the number of shares transferred and the remaining shares.

8. Individuals or organizations receiving shares in the cases specified in this Article shall only become Company shareholders from the moment their information, as prescribed in Clause 2, Article 122 of the Law on Enterprises, is fully recorded in the Register of Shareholders.

Article 10. Forfeiture of Shares

1. If a shareholder or a person entitled to purchase shares fails to pay in full and on time the amount due for the shares, the Board of Directors shall provide notice and has the right to demand payment of the remaining amount along with interest and costs incurred by the Company due to the failure to pay in full.

2. The payment notice mentioned in Clause 1 shall specify a new payment deadline (at least seven days from the date the notice is sent) and the place of payment, and must clearly state that if payment is not made as requested, the unpaid shares will be forfeited.

3. If the requirements in the notice are not met, the Board of Directors has the right to forfeit such shares at any time before all outstanding payments, interest, and related costs are fully paid. The Board of Directors may accept the surrender of forfeited shares in accordance with Clauses 4, 5, and 6 and other cases provided in this Charter as decided by the General Meeting of Shareholders.

4. Forfeited shares shall become property of the Company and are considered shares entitled to be offered for sale under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell, redistribute, or dispose of them to the former owner or other parties under terms it deems appropriate.

5. A shareholder or holder of forfeited shares shall lose their status as a shareholder regarding those shares, but remains liable to pay all related amounts plus interest at the commercial bank lending rate at the time of forfeiture as decided by the Board of Directors, from the date of forfeiture until the date of payment. The Board of Directors has full discretion to enforce payment of the total value of the shares at the time of forfeiture or may waive part or all of that amount.

6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains valid even if there is an error or negligence in sending the notice.

Article 11. Repurchase of Shares

1. Repurchase of shares at the request of shareholders: A shareholder who votes against a resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as specified in the Company's Charter has the right to request the Company to repurchase their shares, and the Company must repurchase such shares in accordance with Article 132 of the Law on Enterprises.

2. Repurchase of shares by decision of the Company: The Company has the right to repurchase no more than 30% (thirty percent) of the total ordinary shares sold in accordance with the following:

a) The Board of Directors has the right to decide on the repurchase of no more than 10% (ten percent) of the total shares of each type offered within a 12-month period. In other cases, the repurchase shall be decided by the General Meeting of Shareholders.

b) The Board of Directors shall decide on the repurchase price. For ordinary shares, the repurchase price must not be higher than the market price at the time of repurchase, except for cases specified in Clause 3, Article 133 of the Law on Enterprises.

3. The repurchase of the Company's shares is only permitted if it does not affect the payment of the Company's debts and complies with the current Law on Enterprises and securities regulations.

4. Repurchased shares are considered unpaid shares according to Clause 4, Article 112 of the Law on Enterprises. The Company must complete procedures to decrease the Charter Capital corresponding to the total par value of the repurchased shares within 10 (ten) days from the date of completion of the repurchase payment, unless otherwise prescribed by securities law.

Chào bạn, tiếp theo là bản dịch tiếng Anh cho Chương V và Chương VI (đến Điều 15) liên quan đến cơ cấu tổ chức và các quy định về Đại hội đồng cổ đông:

CHAPTER V: ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 12. Organizational, Governance, and Control Structure

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

- a. The General Meeting of Shareholders.
- b. The Board of Directors.
- c. The General Director.
- d. The Supervisory Board.

CHAPTER VI: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of Shareholders

1. Shareholders are the owners of the Company and possess rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the debts and other property obligations of the Company within the scope of the capital contributed to the Company.

2. Ordinary shareholders have the following rights:

- a. To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly, through an authorized representative, or via other forms prescribed in Article 144 of the Law on Enterprises and Article 13 of this Charter; each ordinary share carries one vote;
- b. To receive dividends at the rate decided by the General Meeting of Shareholders;

c. To freely transfer their fully paid shares to others, except where the share offering plan approved by the General Meeting of Shareholders provides for restrictions on share transfer; such restrictions are only effective when clearly stated in the corresponding share certificates and in accordance with other relevant legal provisions;

d. To be prioritized in purchasing new shares offered in proportion to their ownership ratio of ordinary shares;

e. To nominate or stand for election to the Board of Directors and the Supervisory Board, provided they meet the eligibility criteria as prescribed;

f. To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request correction of their own inaccurate information;

g. To review, look up, extract, or photocopy the Company's Charter, the minute book of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

h. Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their share ownership in the Company after the Company has paid its creditors and other preferred shareholders in accordance with the law;

i. To request the Company to repurchase their shares in the cases specified in Article 11 of this Charter and Article 132 of the Law on Enterprises;

j. To authorize others to represent them at meetings of the General Meeting of Shareholders under the conditions prescribed in Article 17 of this Charter;

k. To be treated equally. Each share of the same type confers equal rights, obligations, and interests to the owning shareholder. If the Company has preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

l. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

m. To have their legal rights and interests protected; to request the 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;

n. Other rights as prescribed by this Charter and the law.

A shareholder or a group of shareholders holding 5% (five percent) or more of the total ordinary shares has the following rights:

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

b. To review, look up, and extract the minute book and resolutions of the Board of Directors, semi-annual and annual financial statements according to the Vietnamese accounting system forms, reports of the Supervisory Board, and contracts;

c. To request the Supervisory Board to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and include: full name, contact address, nationality, and legal document number

for individual shareholders; name, enterprise code (or legal document number), and head office address for institutional shareholders; the number of shares and time of registration of shares of each shareholder, the total number of shares of the group, and the ownership percentage of the Company's total shares; the issues to be inspected, and the purpose of the inspection;

d. To propose items to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 (three) working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share held, and the issues proposed for the agenda;

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

Article 14. Obligations of Shareholders

Ordinary shareholders have the following obligations:

1. To comply with the Company's Charter and internal regulations; to abide by the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.

2. To pay in full and on time for the shares committed for purchase.

3. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where the shares are repurchased by the Company or others. If a shareholder withdraws part or all of the contributed share capital contrary to this provision, that shareholder and any person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the scope of the withdrawn share value and any resulting damages.

4. To provide an accurate address when registering to buy shares. Any change in permanent address must be promptly notified to the Company for updating in the Register of Shareholders. The Company shall not be held responsible for a shareholder failing to receive a Meeting Invitation if the shareholder failed to provide an accurate address or notify a change, provided the Company has written confirmation from the mail service provider that the Invitation could not be delivered to the provided address.

5. To maintain confidentiality of information provided by the Company in accordance with the Charter and the law; to use the provided information only to exercise and protect their legal rights and interests; the dissemination, copying, or sending of information provided by the Company to other organizations or individuals is strictly prohibited.

6. To bear personal responsibility when acting in the name of the Company in any form to perform any of the following acts:

a. Violating the law;

b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c. Paying debts that are not yet due before potential financial risks occur to the Company.

To attend the General Meeting of Shareholders and exercise the right to vote through the following forms:

a) Attending and voting directly at the meeting;

- b) Authorizing other individuals or organizations to attend and vote at the meeting;
 - c) Attending and voting via online conferences, electronic voting, or other electronic forms;
 - d) Sending voting ballots to the meeting via mail, fax, or email;
7. To fulfill other obligations as prescribed by current law.

Article 15. The General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest competent authority of the Company. The Annual General Meeting of Shareholders is held once a year and within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the meeting period if necessary, but not exceeding 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 meeting venue is determined as the location where the chairperson attends and must be within the territory of Vietnam.

2. The General Meeting of Shareholders shall pass decisions within its authority by voting at the meeting or by obtaining written opinions in accordance with the law.

3. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders decides on issues as prescribed in Clause 3, Article 139 of the Law on Enterprises, particularly approving the audited annual financial statements and the budget for the following fiscal year. If the audited annual financial report contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm to attend the meeting, and such representative has the responsibility to attend.

4. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the interests of the Company;
 - b. The annual balance sheet, quarterly, semi-annual, or audited annual financial statements reflect that half of the charter capital has been lost compared to the beginning of the period;
 - c. The number of members of the Board of Directors or the Supervisory Board falls below the minimum required by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in this Charter;
 - d. A shareholder or group of shareholders as specified in Clause 3, Article 13 of this Charter requests the convening of a meeting via a written proposal. The proposal must clearly state the reason and purpose of the meeting and be signed by all relevant shareholders;
 - e. The Supervisory Board requests a meeting if it has reason to believe that members of the Board of Directors or senior management officers have seriously violated their obligations under Article 165 of the Law on Enterprises, or the Board of Directors is acting or intends to act beyond its authority;
 - f. Other cases as prescribed by law and the Company's Charter.
5. Convening an Extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene the meeting within thirty (30) days from the date the number of members of the Board or Supervisory Board falls below the legal minimum or upon receiving a request as specified in points (d) and (e) of Clause 4. The Board must convene the meeting within 60 days if the number of Board members is reduced by more than one-third (1/3).

b. If the Board of Directors fails to convene the meeting as prescribed in point (a), the Supervisory Board shall, within the next thirty (30) days, replace the Board of Directors in convening the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises.

c. If the Supervisory Board fails to convene the meeting as prescribed in point (b), the shareholder or group of shareholders specified in point (d) of Clause 4 shall, within the next thirty (30) days, have the right to replace the Board and Supervisory Board in convening the meeting. In this case, the convening shareholder(s) may request the Business Registration Authority to supervise the convening and meeting procedures if necessary. All costs for convening and conducting the meeting shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders while attending the meeting, such as accommodation and travel expenses.

d. The procedures for organizing the meeting shall follow Clause 5, Article 140 of the Law on Enterprises.

Article 16. 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 annual financial statements;
- b. to approve the company's development plans, short-term and long-term orientations;
- c. to decide the classes of shares and the total number of shares of each class authorized to be offered; to decide the annual dividend rate for each class of shares;
- d. to elect, dismiss, and remove members of the board of directors and the supervisory board;
- e. to decide on investments or the sale of assets valued at 35% or more of the total asset value recorded in the company's most recent financial statement;
- g. to decide on amendments and supplements to the company's charter;
- h. to decide on the repurchase of more than 10% of the total sold shares of each class;
- i. to consider and handle violations by members of the board of directors and the supervisory board that cause damage to the company and its shareholders;
- k. to decide on the reorganization and dissolution of the company;
- l. to decide on the budget or total remuneration, bonuses, and other benefits for the board of directors and the supervisory board;
- m. to approve the internal governance regulations and the operating regulations of the board of directors and the supervisory board;
- n. to approve the list of accredited auditing firms; to decide on the accredited auditing firm to conduct audits of the company's activities; and to dismiss accredited auditors when deemed necessary;

- o. other rights and obligations as prescribed by law.
- 2. the annual and extraordinary general meeting of shareholders shall discuss and approve the following matters:
 - a. the company's annual business plan;
 - b. the audited annual financial statements;
 - c. reports of the board of directors on corporate governance and the performance of the board and each of its members;
 - d. reports of the supervisory board on the company's business results and the performance of the board of directors and the general director;
 - e. self-assessment reports on the performance of the supervisory board and its members;
 - f. the annual dividend rate for each class of shares in accordance with the law on enterprises and the rights attached to such class of shares. this dividend rate shall not exceed the level recommended by the board of directors after consulting shareholders at the general meeting of shareholders;
 - g. the number of members of the board of directors and the supervisory board;
 - h. approval of the list of accredited auditing organizations; deciding on the accredited auditing organization to conduct inspections of the company's activities when deemed necessary;
 - i. election, dismissal, and removal of members of the board of directors and the supervisory board;
 - j. total remuneration, bonuses, and other benefits for members of the board of directors and the supervisory board, and the remuneration report of the board of directors and the supervisory board;
 - k. amendments and supplements to the company's charter;
 - l. classes of shares and the number of new shares to be issued for each class;
 - m. division, separation, consolidation, merger, or conversion of the company;
 - n. reorganization and dissolution (liquidation) of the company and appointment of liquidators;
 - o. inspection and handling of violations by the board of directors or the supervisory board that cause damage to the company and its shareholders;
 - p. except for cases specified in point b, clause 5, article 38 of this charter: deciding on investments or the sale of assets of the company or its branches, or purchase transactions valued at 35% or more of the total asset value of the company and its branches as recorded in the most recent financial statement;
 - r. except for cases specified in point b, clause 5, article 38 of this charter: approving other transactions as prescribed in clause 4, article 293 of decree no. 155/2020/nd-cp dated december 31, 2020, providing detailed regulations for the implementation of a number of articles of the law on securities;

s. approving the internal regulations on corporate governance; the operating regulations of the board of directors and the supervisory board;

t. the class, total value, and timing of offering for convertible bonds and bonds with warrants;

u. other matters as prescribed by law, this charter, and other regulations of the company.

3. a shareholder shall not be entitled to vote in the following cases:

a. approval of contracts specified in clause 2 of this article when such shareholder or their related person is a party to the contract;

b. the repurchase of shares of that shareholder or their related person, except where the repurchase is implemented in proportion to the ownership ratio of all shareholders or is conducted through order-matching transactions on the stock exchange or a public tender offer as prescribed by law.

4. all resolutions and matters included in the meeting agenda must be discussed and voted upon at the general meeting of shareholders.

Article 17. Authorization to attend the general meeting of shareholders

1. shareholders or authorized representatives of institutional shareholders may directly attend the general meeting of shareholders or authorize in writing one or more other individuals or organizations to attend through one of the forms specified in clause 3, article 144 of the law on enterprises.

2. authorized representatives of institutional shareholders must be appointed by the shareholders in accordance with article 14 of the law on enterprises.

3. the authorization for a representative to attend the general meeting of shareholders must be made in writing in accordance with civil law and must clearly state the name of the authorized individual/organization and the number of authorized shares, and must bear signatures as follows:

a. if the authorizing party is an individual shareholder, the document must be signed by that shareholder and the authorized individual or the legal representative of the authorized organization.

b. if the authorizing party is an institutional shareholder, the document must be signed by the authorized representative, the legal representative of the shareholder, and the authorized individual or the legal representative of the authorized organization.

c. in other cases, the document must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

d. the person authorized to attend the general meeting of shareholders must submit the power of attorney upon registration. in case of re-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the company).

4. in cases where a lawyer signs the appointment of a representative on behalf of the principal, such appointment shall only be considered valid if it is presented along with the

power of attorney for the lawyer or a valid copy thereof (if not previously registered with the company).

5. a vote cast by an authorized person within the scope of authorization remains valid in any of the following cases:

a. the principal has died, had their civil act capacity restricted, or lost their civil act capacity;

b. the principal has revoked the authorization.

this article shall not apply if the company receives notice of one of the aforementioned events at least forty-eight (48) hours before the opening of the general meeting of shareholders or before the meeting is reconvened.

Article 18. Changes of rights

1. The change or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A resolution of the general meeting of shareholders that adversely affects the rights and obligations of preferred shareholders shall only be approved if it is passed by attending preferred shareholders of the same class holding at least 75% of the total preferred shares of that class, or approved by preferred shareholders of the same class holding at least 75% of the total preferred shares of that class in case of a resolution passed via written solicitation of opinions. A meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights shall only be valid if there are at least two (02) shareholders (or their authorized representatives) present, holding at least one-third (1/3) of the par value of the issued shares of that class. In case of an insufficient quorum as mentioned above, the meeting shall be reorganized within the next 30 days, and holders of that class of shares (regardless of the number of people and shares) present in person or via authorized representation shall be deemed to constitute a valid quorum. At such separate meetings, the holders of that class of shares present in person or via representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

2. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in article 20 and article 21 of this charter.

3. Unless the terms of share issuance provide otherwise, special rights attached to classes of shares with preference regarding some or all matters related to the distribution of profits or assets of the company shall not be changed when the company issues additional shares of the same class.

Article 19. Convening, agenda, and notice of the general meeting of shareholders

1. The board of directors shall convene annual and extraordinary general meetings of shareholders. The board of directors shall convene an extraordinary general meeting of shareholders in the cases specified in clause 4, article 15 of this charter.

2. The convener of the general meeting of shareholders must perform the following tasks:

a. Prepare a list of shareholders eligible to participate 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 of sending the notice of the general meeting of shareholders;

- b. Prepare the meeting agenda and documents in accordance with the law and the company's regulations;
- c. Draft resolutions of the general meeting of shareholders based on the expected contents of the meeting;
- d. Determine the time and venue for the meeting;
- e. Notify and send the notice of the general meeting of shareholders to all shareholders entitled to attend;
- f. The company must disclose information regarding the preparation of the list of shareholders entitled to attend the meeting at least 20 days before the final registration date;
- g. Other tasks to serve the meeting.

3. The notice of the general meeting of shareholders shall be sent to all shareholders by a method that ensures delivery to their contact addresses, while also being posted on the website of the company, the state securities commission, and the stock exchange where the company's shares are registered for trading. The convener must send the notice to all shareholders in the list of shareholders entitled to attend at least 21 days before the opening date (counting from the date the notice is validly sent or delivered). The meeting agenda and documents related to the issues to be voted on shall be sent to shareholders and/or posted on the company's website. In case documents are not attached to the notice, the notice must clearly state the link to the entire meeting documentation so that shareholders can access them, including:

- a. Meeting agenda and documents used in the meeting;
- b. List and detailed information of candidates in case of electing members of the board of directors or the supervisory board;
- c. Voting ballots;
- d. Draft resolutions for each issue in the meeting agenda.

4. A shareholder or group of shareholders mentioned in clause 4, **article 13** of this charter has the right to propose issues to be included in the meeting agenda. The proposal must be in writing and sent to the company at least three (03) working days before the opening date. The proposal must include the shareholder's full name, the number and class of shares held, and the issues proposed for the agenda.

5. In case the convener has the right to refuse a proposal as mentioned in clause 4 of **this article**, they must respond in writing and state the reason at least two (02) working days before the opening date. The convener may only refuse a proposal if it falls into one of the following cases:

- a. The proposal is sent past the deadline or is incomplete or incorrect in content as prescribed in clause 4 of this article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares;
- c. The proposed issue does not fall within the authority of the general meeting of shareholders;
- d. The proposal does not contain the necessary information.

6. The convener must accept and include the proposal specified in clause 4 of this article into the tentative agenda and contents of the meeting, except for cases specified in clause 5 of this article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the general meeting of shareholders.

Article 20. Conditions for conducting the general meeting of shareholders

1. The general meeting of shareholders shall be conducted when there are attending shareholders representing more than 50% of the voting shares.

2. Within 60 minutes from the scheduled opening time, if the meeting does not meet the conditions specified in clause 1 of this article, a notice for a second meeting must be sent within 30 days from the intended date of the first meeting. The second general meeting of shareholders shall be conducted when there are attending shareholders representing at least 33% of the voting shares.

3. In case the second meeting does not meet the conditions specified in clause 2 of this article within 60 minutes from the scheduled opening time, a third general meeting of shareholders shall be convened within 20 days from the intended date of the second meeting; in this case, the meeting shall be conducted regardless of the total voting rights of the attending shareholders.

4. Upon the chairperson's proposal, the general meeting of shareholders has the right to change the meeting agenda sent along with the notice as prescribed in clause 3, **article 19** of this charter.

Article 21. Procedures for conducting and voting at the general meeting of shareholders

1. On the date of the general meeting of shareholders, prior to the opening of the meeting, the company must carry out registration procedures for attending shareholders and must continue the registration until all eligible shareholders present have been registered in the following order:

2. Upon registration, the company shall issue each shareholder or authorized representative with voting rights a voting card and/or a voting ballot, which specifies the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting rights of that shareholder. The general meeting of shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by "for", "against", or "abstain". When voting at the meeting, the cards in favor of a resolution are collected first, followed by the cards against the resolution, and finally, the total number of votes for or against is counted to reach a decision.

The total number of votes in favor, against, or abstentions for each issue shall be announced by the chairperson immediately after the vote on that issue.

The meeting shall select from the attendees those responsible for counting or supervising the counting of votes; if the meeting does not make such a selection, the chairperson shall select them. The number of members of the vote-counting committee shall be decided by the general meeting of shareholders based on the chairperson's proposal but shall not exceed three persons.

3. In the event the company organizes the general meeting of shareholders online and via electronic voting, shareholders and authorized representatives (if any) shall access the online meeting and electronic voting system to attend and exercise their voting and election rights.

4. Shareholders and authorized representatives of institutional shareholders or authorized persons who arrive after the opening of the meeting are still entitled to register and have the right to participate and vote at the meeting immediately after registration. The chairperson is not responsible for pausing the meeting for late shareholders to register, and the validity of matters voted upon before the arrival of late shareholders shall remain unchanged.

5. The chairperson of the board of directors shall act as the chairperson or authorize another member of the board of directors to act as the chairperson of the meeting convened by the board of directors. In the event the chairperson of the board of directors is absent or temporarily incapacitated, the vice chairperson of the board of directors or a person elected by the remaining board members on a majority principle shall act as the chairperson. If a chairperson cannot be elected, the head of the supervisory board shall preside for the meeting to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as the chairperson. The chairperson is not necessarily a member of the board of directors. In other cases, the person who signed to convene the meeting shall preside for the meeting to elect a chairperson, and the person with the highest number of votes shall be the chairperson.

The chairperson shall nominate one or more persons to act as secretary to record the minutes of the meeting.

In cases where a chairperson must be elected, the name of the nominated chairperson and the number of votes for the chairperson must be announced.

6. The agenda and contents of the meeting must be approved by the general meeting of shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each issue.

Decisions by the chairperson regarding the order, procedures, or events arising outside the agenda of the general meeting of shareholders shall be final and binding.

7. The chairperson of the general meeting of shareholders may adjourn the meeting even if a sufficient quorum has registered, without seeking the opinion of the meeting, and may only adjourn to another time or venue if they find that:

- a. The attending members do not have sufficient convenient seating at the venue;
- b. The conduct of those present disrupts, causes disorder, or threatens to prevent the meeting from being conducted fairly and lawfully;
- c. The adjournment is necessary to ensure that communication facilities at the venue allow shareholders to attend, discuss, and vote. Additionally, the chairperson may adjourn the meeting with the consensus or upon the request of the general meeting of shareholders when a quorum is present.

The maximum duration of adjournment shall not exceed three working days from the scheduled opening date. The reconvened meeting shall only consider the matters that should have been legally resolved at the previously adjourned meeting.

8. In the event the chairperson adjourns or pauses the meeting contrary to the provisions of clause 7 of this article, the general meeting of shareholders shall elect another person from among the attendees to replace the chairperson and preside over the meeting until its conclusion, and all resolutions approved at that meeting shall be valid for implementation.

9. The chairperson or secretary of the meeting may carry out activities they deem necessary to conduct the general meeting of shareholders in a valid and orderly manner, or to ensure the meeting reflects the wishes of the majority of attendees.

10. The board of directors or the chairperson may require shareholders or authorized representatives to undergo inspections or security measures that the board of directors deems appropriate; and may request competent authorities to maintain order. If a shareholder or representative refuses to comply with such inspections or security measures, the board of directors, after careful consideration, may deny entry to or expel said shareholder or representative from the meeting.

11. The board of directors or the chairperson, after careful consideration, may take appropriate measures to:

- a. Adjust the number of people present at the main venue of the meeting;
- b. Ensure the safety of everyone present at the venue;
- c. Create conditions for shareholders to attend (or continue attending) the meeting.

The board of directors or the chairperson has full authority to change the aforementioned measures and apply any measures the board deems necessary. Measures may include issuing entry permits or using other selection methods.

12. In the event the aforementioned measures are applied, the board of directors or the chairperson, when determining the venue, may:

- a. Announce that the meeting will be held at the venue stated in the notice where the chairperson will be present (the "Main Venue");
- b. Arrange and organize so that shareholders or representatives who cannot attend under this clause, or those who wish to participate at a location other than the Main Venue, may simultaneously attend the meeting.

The notice of the meeting does not need to specify the organizational measures taken under this clause.

13. In this charter (unless the context requires otherwise), every shareholder shall be deemed to attend the meeting at the Main Venue.

14. The company must organize the general meeting of shareholders at least once a year. The annual general meeting of shareholders shall not be conducted by way of written solicitation of opinions.

Article 22. Approval of resolutions of the general meeting of shareholders

1. Except for the cases specified in clauses 2, 3, and 4 of this article and clause 1 of article 18, other resolutions and decisions of the general meeting of shareholders shall be approved if they are passed by shareholders representing at least 51% (fifty-one percent) of the total voting

rights of all attending shareholders present in person or via authorized representation. These matters include:

- a. Approval of annual financial statements.
- b. Short-term and long-term development plans of the company.

- c. Election, removal, and replacement of members of the board of directors and the supervisory board, and ratification of the board of directors' appointment of the general director.

2. Decisions of the general meeting of shareholders related to: amendments and supplements to the charter; classes of shares and total number of shares of each class; changes in business lines and sectors; changes in the organizational management structure; mergers, reorganization, and dissolution of the company; investment projects or transactions, sale of assets of the company or its branches, or purchase transactions conducted by the company or its branches with a value of 35% or more of the total asset value of the company and its branches based on the most recently audited accounting books, shall only be approved if passed by 75% or more of the total votes of shareholders with voting rights present in person or via authorized representation, except for cases specified in clauses 3 and 4 of this article.

3. The election of members of the board of directors and the supervisory board shall be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the board of directors or the supervisory board, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. Elected members are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the charter is reached. If two or more candidates receive the same number of votes for the final position, a re-election shall be held among the candidates with equal votes or a selection shall be made according to the criteria in the election regulations.

4. In the event a resolution is passed via written solicitation of opinions, the resolution of the general meeting of shareholders shall be approved if it is supported by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

Article 23. Authority and procedures for collecting written opinions from shareholders to approve resolutions of the general meeting of shareholders

The authority and procedures for collecting written opinions from shareholders to approve resolutions of the general meeting of shareholders shall be carried out in accordance with the following provisions:

1. The board of directors has the right to collect written opinions from shareholders to approve resolutions of the general meeting of shareholders at any time deemed necessary for the interests of the company, except for the cases specified in clause 2, article 147 of the law on enterprises.

2. The board of directors must prepare opinion forms, draft resolutions of the general meeting of shareholders, and documents explaining the draft resolutions. The opinion forms, along with the draft resolutions and explanatory documents, must be sent by a method that ensures delivery to the permanent address of each shareholder. The board of directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for

consideration and voting, and must be sent at least 10 (ten) days before the deadline for receiving opinion forms. The preparation of the list of shareholders to receive opinion forms shall comply with the provisions of clause 1 and clause 2, article 141 of the law on enterprises.

3. An opinion form must contain the following primary contents:

a. Name, head office address, number and date of issuance of the enterprise registration certificate, and place of business registration of the company;

b. Purpose of collecting opinions;

c. Full name, permanent address, nationality, number of ID card, passport, or other legal personal identification of an individual shareholder; name, permanent address, nationality, number of establishment decision, or business registration number of an institutional shareholder or its authorized representative; the number of shares of each class and the number of voting rights of the shareholder;

d. Issues on which opinions are collected to pass a resolution;

e. Voting options including "for", "against", and "abstention";

f. Deadline for returning the completed opinion form to the company;

g. Full name and signature of the chairperson of the board of directors.

4. Completed opinion forms must bear the signature of the individual shareholder, or the legal representative of the institutional shareholder, or the authorized individual/legal representative of the authorized organization. Shareholders may return the completed opinion forms to the company by mail, fax, or email in accordance with the following provisions:

a. In case of mailing, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion form returned to the company must be placed in a sealed envelope, and no one is permitted to open it before the vote counting.

b. In case of sending via fax or email, the opinion forms returned to the company must be kept confidential until the time of vote counting.

c. Opinion forms returned to the company after the deadline specified in the form, or those that have been opened (in the case of mail) or disclosed (in the case of fax or email), are invalid. Opinion forms that are not returned shall be considered as non-participating in the vote.

5. The board of directors shall organize the vote counting and prepare a vote-counting minutes under the supervision of the supervisory board or a shareholder who does not hold a management position in the company. The vote-counting minutes must contain the following primary contents:

a. Name, head office address, and business code;

b. Purpose and issues on which opinions are collected to pass a resolution;

c. The number of shareholders with the total voting rights who participated in the vote, distinguishing between valid and invalid votes, the method of returning the votes, and an attached appendix of the list of participating shareholders;

d. Total number of votes "for", "against", and "abstention" for each issue;

- e. Issues that have been approved and the corresponding approval percentage;
- f. Full name and signature of the chairperson of the board of directors, the vote-counting supervisor, and the vote counter.

Members of the board of directors, the vote counter, and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the minutes; and shall be jointly liable for any damages arising from decisions passed due to untruthful or inaccurate vote counting.

6. The vote-counting minutes and the resolution must be posted on the company's website within twenty-four (24) hours from the conclusion of the vote counting.

7. Completed opinion forms, vote-counting minutes, the full text of approved resolutions, and related documents sent with the opinion forms must be archived at the company's head office.

Article 24. Resolutions and minutes of the general meeting of shareholders

1. The general meeting of shareholders must be recorded in minutes and may also be sound-recorded or recorded and archived in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following primary contents:

- a. Name, head office address, and business code;
- b. Time and venue of the general meeting of shareholders;
- c. Meeting agenda and contents;
- d. Full names of the chairperson and secretary;
- e. Summary of the meeting proceedings and opinions expressed at the meeting regarding each issue in the agenda;
- f. Number of shareholders and total voting rights of attending shareholders, and an attached appendix of the list of registered shareholders and their representatives attending the meeting with the corresponding number of shares and votes;
- g. Total number of votes for each issue, specifying the voting method, total number of valid and invalid votes, votes "for", "against", and "abstention", and the corresponding percentage of the total votes of attending shareholders;
- h. Approved issues and the corresponding approval percentage;
- i. Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes shall be valid if signed by all other attending members of the board of directors and contain all required contents. The minutes must clearly state the refusal to sign by the chairperson or secretary.

2. The resolutions and minutes of the general meeting of shareholders must be completed and approved before the conclusion of the meeting. The chairperson and secretary, or other persons signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. The resolutions and minutes of the general meeting of shareholders must be completed and approved before the conclusion of the meeting. The chairperson and secretary, or other persons signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. Resolutions and minutes prepared in Vietnamese and 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 and minutes of the general meeting of shareholders must be fully disclosed on the company's website, the portal of the state securities commission, and the stock exchange within twenty-four (24) hours from the date of approval by the general meeting of shareholders and in accordance with the law on enterprises.

5. Resolutions and minutes of the general meeting of shareholders, along with any other appendices (if any) publicly disclosed on the company's website, the portal of the state securities commission, and the stock exchange, shall be considered authentic evidence of the proceedings and the voting of shareholders at the meeting, unless an objection to the contents of the minutes is raised in accordance with the prescribed procedures within ten days from the date the minutes were sent.

6. Resolutions, minutes of the general meeting of shareholders, the appendix of the list of registered shareholders, and related documents sent with the meeting notice must be archived at the company's head office.

Article 25. Request for cancellation of resolutions of the general meeting of shareholders

Within ninety days from the date of receiving the minutes of the general meeting of shareholders or the minutes of the vote-counting results of the general meeting of shareholders, shareholders or groups of shareholders as prescribed in clause 2, article 115 of the law on enterprises have the right to request a court or arbitration to consider and cancel a resolution or part of the content of a resolution of the general meeting of shareholders in the following cases:

1. The order and procedures for convening the meeting and issuing decisions of the general meeting of shareholders seriously violate the provisions of the law on enterprises and this charter, except for the case specified in clause 2, article 26 of this charter.

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

In the event a decision of the general meeting of shareholders is cancelled by a court or arbitration, the convener of the cancelled meeting may consider reorganizing the general meeting of shareholders within 60 days in accordance with the order and procedures prescribed in the law on enterprises and this charter.

Article 26. Validity of resolutions and decisions of the general meeting of shareholders

1. Resolutions and decisions of the general meeting of shareholders shall take effect from the date of approval or from the effective date specified in such resolution or decision.

2. Resolutions and decisions of the general meeting of shareholders approved by 100% of the total voting shares are legal and valid even if the order and procedures for passing such resolutions or decisions were not implemented correctly as prescribed by this law and the company's charter.

3. In the event a shareholder or group of shareholders requests a court or arbitration to cancel a resolution or decision of the general meeting of shareholders as prescribed in article 25 of this charter, such resolutions or decisions shall remain effective until the court or arbitration's decision to cancel them takes effect, except where temporary emergency measures are applied by a decision of a competent authority.

CHAPTER VII: THE BOARD OF DIRECTORS

Article 27. Candidacy and nomination of members of the board of directors

1. In cases where candidates have been identified in advance, information related to the candidates for the board of directors shall be included in the meeting documents of the general meeting of shareholders and disclosed at least twenty-one (21) days before the opening date of the meeting on the company's website so that shareholders can research these candidates before voting. Candidates for the board of directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and must commit to performing their duties honestly if elected. Information related to candidates for the board of directors to be disclosed includes at least the following:

- a. Full name, date of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Working history;
- e. Companies in which the candidate currently holds a position as a board member and other management titles;
- f. Interests related to the company and its related parties (if any);
- g. Full names of shareholders or groups of shareholders nominating the candidate (if any);
- h. Other information (if any).

2. Shareholders or groups of shareholders holding at least 5% of the total voting shares for a continuous period of at least six months have the right to aggregate their voting rights to nominate candidates for the board of directors. A shareholder or group of shareholders holding less than 10% of the total voting shares for a continuous period of at least six months may nominate one member; from 10% to less than 30% may nominate two members; from 30% to less than 50% may nominate three members; from 50% to less than 65% may nominate four members; and from 65% or more may nominate up to the full required number of members.

3. In the event the number of candidates for the board of directors through nomination and candidacy is still insufficient, the incumbent board of directors may nominate additional candidates or organize nominations according to a mechanism prescribed by the company. The nomination mechanism or the method by which the incumbent board of directors nominates candidates must be clearly disclosed and approved by the general meeting of shareholders before voting to elect board members in accordance with the law.

4. Members of the board of directors must satisfy the standards and conditions prescribed in clause 1 and clause 2, article 155 of the law on enterprises and this charter.

Article 28. Composition and term of office of members of the board of directors

1. The number of members of the board of directors shall be from five (05) to eleven (11). The term of the board of directors is five (05) years. The term of office of a member of the board of directors shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent board member for no more than 02 consecutive terms. If the terms of all board members end simultaneously, they

shall continue as board members until new members are elected to replace them and take over the work.

2. The composition of the board of directors is as follows: The composition of the board of directors must ensure that at least one-third (1/3) of the total members are non-executive members. The company shall minimize the number of board members concurrently holding executive positions to ensure the independence of the board of directors.

- a. The total number of independent board members must ensure the following regulations:
- b. At least 01 independent member if the board has 03 to 05 members;
- c. At least 02 independent members if the board has 06 to 08 members;
- d. At least 03 independent members if the board has 09 to 11 members.

3. A member of the board of directors shall lose their status as a member in cases of dismissal, removal, or replacement by the general meeting of shareholders according to the following provisions:

a. The member no longer satisfies the standards and conditions to be a board member as prescribed in article 155 of the law on enterprises or is prohibited by law from being a board member;

b. The member submits a written resignation to the company's head office and it is accepted;

c. The member suffers from a mental disorder and there is professional evidence from other board members proving they no longer have legal capacity;

d. The member is absent from board meetings for a continuous period of six months without the board's permission, and the board has ruled that the position is vacant; or the member is absent and does not participate in board activities for a continuous period of six months without permission, and the board has ruled the position vacant, except in cases of force majeure;

e. The member is replaced, dismissed, or removed by a decision of the general meeting of shareholders;

f. Other cases as prescribed by law and this charter.

4. The board of directors must convene a general meeting of shareholders to elect additional members in the following cases:

a. The number of board members is reduced by more than one-third compared to the number prescribed in the charter. In this case, the board must convene the meeting within 60 days from the date the number was so reduced;

b. The number of independent board members falls below the required number prescribed in clause 2 of this article;

c. Except for the cases in points a and b of this clause, the general meeting of shareholders shall elect new members to replace those dismissed or removed at the nearest meeting.

5. The appointment of board members must be disclosed in accordance with the laws on securities and the securities market.

6. A member of the board of directors does not necessarily have to be a shareholder of the company.

7. A member of the board of directors of the company shall not concurrently be a member of the board of directors (or board of members) at more than 05 other companies.

Article 29. Powers and obligations of the board of directors

1. The business activities and affairs of the company must be managed or directed by the board of directors. The board of directors is the body with full powers to exercise all rights and obligations of the company, except for those powers that fall under the authority of the general meeting of shareholders.

2. The board of directors is responsible for supervising the general director and other management officers.

3. The rights and obligations of the board of directors are prescribed by law, this charter, the internal regulations of the company, and resolutions of the general meeting of shareholders. Specifically, the board of directors has the following powers and obligations:

- a. To decide on the production and business development strategies and annual budgets;
- b. To determine operational objectives based on the strategic goals approved by the general meeting of shareholders;
- c. To appoint and dismiss management officers of the company upon the recommendation of the general director and to decide their salaries;
- d. To decide on the organizational structure of the company;
- e. To resolve complaints by the company against management officers and to decide on the selection of company representatives to handle legal proceedings against such officers;
- f. To propose classes of shares and the total number of authorized shares of each class;
- g. To decide on the sale of unissued shares within the authorized share limit of each class; to decide on raising additional capital in other forms;
- h. To propose the issuance of bonds, convertible bonds, and warrants allowing holders to purchase shares at a predetermined price;
- i. To decide on the offering prices of bonds, shares, and convertible securities;
- j. To decide on the repurchase of shares in accordance with clause 1 and clause 2, article 133 of the law on enterprises;
- k. To appoint, dismiss, or remove the general director, management officers, or company representatives when the board of directors deems it to be in the best interests of the company. Such removal must not violate the contractual rights of the removed persons (if any);
- l. To decide on investment plans and projects within its authority and limits as prescribed by law;
- m. To decide on market development, marketing, and technology solutions;
- n. To propose annual dividends and determine interim dividends; to organize the payment of dividends;

- o. To propose the restructuring, dissolution, or bankruptcy of the company;
- p. To decide on the issuance of the operating regulations of the board of directors and the internal regulations on corporate governance after approval by the general meeting of shareholders; and the information disclosure regulations of the company;
- q. Other rights and obligations as prescribed by the law on enterprises, the law on securities, other legal provisions, and this charter.

4. The following matters must be approved by the board of directors:

- a. The establishment of branches or representative offices of the company;
- b. The establishment of subsidiary companies;
- c. Within the scope of clause 2, article 153 of the law on enterprises, and except for cases where approval by the general meeting of shareholders is required (as per clause 2, article 138; clauses 1 and 3, article 167 of the law on enterprises; and clauses 4 and 5, article 38 of this charter), the board of directors shall decide from time to time on the execution, amendment, and cancellation of major contracts (including contracts for purchase, sale, merger, acquisition, and joint ventures);
- d. The appointment and dismissal of persons authorized by the company to act as commercial representatives or legal counsel for the company;
- e. Borrowing and the implementation of mortgages, securities, guarantees, and indemnities by the company, except for cases specified in clause 4, article 38 of this charter which must be approved by the general meeting of shareholders;
- f. Investments not included in the business plan and budget exceeding 10% of the charter capital, or investments exceeding 10% of the value of the annual business plan and budget, except for those within the decision-making authority of the general meeting of shareholders under article 16 of this charter;
- g. The purchase or sale of shares in other companies established in Vietnam or abroad;
- h. The valuation of non-cash assets contributed to the company related to the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technological know-how;
- i. The purchase or recovery by the company of no more than 10% of each class of shares within 12 (twelve) months. In other cases, the share repurchase shall be decided by the general meeting of shareholders;
- j. Business matters or transactions that the board decides require approval within its powers and responsibilities;
- k. Deciding the purchase or recovery price of the company's shares.

5. The board of directors must report to the general meeting of shareholders on its activities, specifically on its supervision of the general director and other management officers during the financial year. If the board of directors fails to submit this report, the company's annual financial statements shall be deemed invalid and not approved by the board of directors.

6. Unless otherwise provided by law and this charter, the board of directors may authorize subordinate employees and management officers to handle affairs on behalf of the company.

7. Members of the board of directors (not including alternate authorized representatives) shall receive remuneration for their work as board members. The total remuneration for the board of directors shall be decided by the general meeting of shareholders. This remuneration shall be divided among board members as agreed within the board or equally if no agreement can be reached.

8. The total remuneration paid to board members (and the specific amount for each member) must be detailed in the company's annual report.

9. Board members holding executive positions (including the position of chairperson) or performing other tasks which, in the board's view, fall outside the scope of the normal duties of a board member, may be paid additional remuneration in the form of a lump sum fee, salary, commission, percentage of profits, or in another form as decided by the board of directors.

10. Board members have the right to be reimbursed for all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attending board meetings or general meetings of shareholders.

Article 30. Chairperson of the board of directors

1. The chairperson of the board of directors shall be elected, dismissed, or removed by the board of directors from among its members. The chairperson of the board of directors shall not concurrently hold the position of general director of the company.

2. The chairperson is responsible for preparing agendas and documents, convening and chairing the general meeting of shareholders and board meetings, and has other rights and responsibilities as prescribed in clause 3, article 156 of the law on enterprises and this charter.

3. The chairperson is responsible for ensuring that the board of directors sends the annual financial statements, the company's activity report, the audit report, and the board's inspection report to the shareholders at the general meeting of shareholders.

4. In the event the chairperson is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the chairperson according to the principles of this charter. If no one is authorized, or the chairperson dies, is missing, is in temporary detention, is serving a prison sentence, is subject to administrative measures at a compulsory detoxification center or compulsory educational institution, flees their residence, has their civil act capacity restricted or lost, has difficulty in perceiving or controlling their behavior, or is prohibited by a court from holding certain positions or practicing certain professions, the remaining members shall elect one person from among them to hold the position of chairperson based on a majority principle until a new decision is made by the board of directors.

5. In the event the chairperson resigns or is dismissed, removed, or replaced for any reason, the board of directors must elect a replacement within ten days from the date of receipt of the resignation or the date of dismissal, removal, or replacement.

Article 31. Alternate members of the board of directors

1. A member of the board of directors (who is not an alternate appointee for another member) may appoint another board member, or a person approved by the board of directors and willing to perform this task, to act as his/her alternate and has the right to remove such alternate.

2. An alternate board member has the right to receive notices of meetings of the board of directors and of board sub-committees of which his/her appointor is a member. The alternate has the right to attend and vote at meetings when his/her appointor is absent, and is authorized to perform all functions of the appointor as a board member in the event of the appointor's absence. This alternate member is not entitled to receive any remuneration from the company for his/her work as an alternate board member. However, the company is not obligated to send meeting notices to an alternate board member who is currently not present in Vietnam.

3. An alternate member shall forfeit his/her status as a board member if his/her appointor no longer holds the status of a board member. In case a board member ends his/her term but is re-appointed or deemed re-appointed at the same general meeting of shareholders where he/she retired by rotation, any appointment of an alternate member made by him/her immediately prior to the expiration of the term shall continue to be effective after the member is re-appointed.

4. The appointment or removal of an alternate member must be made in writing by the appointing board member and signed and sent to the company, or made in another form approved by the board of directors.

5. Apart from other provisions stated in this charter, an alternate member shall be considered a board member in all respects and shall be personally liable for his/her acts and errors, and shall not be deemed an agent acting under the authorization of the board member who appointed him/her.

Article 32. Meetings of the board of directors

1. In the event the board of directors elects a chairperson, the first meeting of the board's term to elect the chairperson and issue other decisions within its authority must be conducted within seven working days from the date the election of the board for that term is concluded. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest vote percentage. If more than one member received the same highest number of votes, the members shall elect one among them on a majority principle to convene the meeting.

2. Regular meetings: The chairperson of the board of directors must convene board meetings, preparing the agenda, time, and venue at least seven days before the scheduled meeting date. The chairperson may convene a meeting whenever necessary, but the board must meet at least once every quarter.

3. Extraordinary meetings: The chairperson must convene a board meeting without unjustifiable delay when one of the following parties makes a written request stating the purpose of the meeting and the issues to be discussed and decided within the board's authority:

- a. The general director or at least five other management officers;
- b. At least two members of the board of directors;
- c. The chairperson of the board of directors;
- d. The supervisory board;
- e. An independent member of the board of directors.

4. The chairperson must convene the board meeting within 07 working days from the date of receiving the request specified in clause 3 of this article. If the chairperson does not accept to convene the meeting as requested, the chairperson shall be liable for any damages occurring to the company, and the parties requesting the meeting mentioned in clause 3 have the right to replace the chairperson in convening the board meeting.

5. Upon the request of the accredited auditing firm auditing the company's financial statements, the chairperson must convene a board meeting to discuss the audit report and the company's situation.

6. Venue: Board meetings shall be conducted at the registered address of the company or at other locations in Vietnam or abroad as decided by the chairperson and agreed upon by the board of directors.

7. Notice and agenda: Notice of a board meeting must be sent to board members at least five days before the meeting date. Board members may refuse a meeting notice in writing, and such refusal may have retroactive effect. The notice must be in Vietnamese and provide full details of the agenda, time, and venue, accompanied by necessary documents on issues to be discussed and voted upon, along with voting ballots for members who cannot attend. The meeting notice shall be sent via post, fax, email, or other means, but must ensure delivery to the address of each board member as registered with the company.

8. The chairperson or the convener shall send the meeting notice and attached documents to the supervisors in the same manner as to the board members.

9. Quorum: Board meetings shall only be conducted and resolutions passed when at least three-quarters of the board members are present in person or through an alternate representative if approved by a majority of the board members. If the quorum is not met, the meeting must be reconvened within 07 (seven) days from the intended date of the first meeting. The reconvened meeting shall be conducted if more than half (1/2) of the board members attend.

10. Voting:

a. Except as provided in point b of this clause, each board member or authorized person present in person at the meeting shall have one vote;

b. A board member shall not vote on contracts, transactions, or proposals in which such member or their related person has an interest that conflicts or may conflict with the interests of the company. Such member shall not be counted toward the quorum required to hold a board meeting regarding decisions on which the member has no right to vote;

c. In accordance with point d of this clause, any issue arising at a board meeting concerning the level of interest or the voting rights of a member that is not resolved by that member voluntarily waiving their right to vote shall be referred to the chairperson of the meeting. The chairperson's ruling in relation to all other board members shall be final, except where the nature or scope of the relevant member's interest has not been fully disclosed;

d. A board member who benefits from a contract as specified in point a and point b, clause 5, article 38 of this charter shall be deemed to have a material interest in that contract;

e. Supervisors have the right to attend board meetings and participate in discussions but do not have the right to vote.

11. A board member is considered to have attended and voted at a meeting in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote if approved by a majority of the board members;
- c. Attending and voting via online conference, electronic voting, or other similar forms;
- d. Sending voting ballots to the meeting via mail, fax, or email. In case of sending ballots by mail, the ballot must be in a sealed envelope and delivered to the chairperson at least one (01) hour before the opening of the meeting. The ballots shall only be opened in the presence of all attendees.

12. Disclosure of interests: A board member who directly or indirectly benefits from a contract or transaction already entered into or proposed to be entered into with the company, and knows they have an interest therein, must disclose the nature of that interest at the first board meeting considering the execution of such contract or transaction. If the member was unaware of their own or a related person's interest at the time the contract or transaction was signed, they must disclose the relevant interests at the first board meeting held after they become aware of such interest.

13. Majority vote: The board of directors shall pass resolutions and issue decisions by following the affirmative vote of the majority of board members present and entitled to vote (over 50%), except for the case specified in clause 5, article 35 of this charter. In the event of a tie, the vote of the chairperson or the meeting chair shall be the deciding vote.

14. Telephone meetings or other forms: A board meeting may be held in the form of a conference between board members where all or some members are in different locations, provided that each participating member is able to:

- a. Hear every other participating board member speak during the meeting;
- b. If they wish, address all other participating members simultaneously. Communication between members may be conducted directly via telephone or other communication means or a combination thereof. Under this charter, a board member participating in such a meeting is considered "present". The venue of the meeting held under this provision shall be where the largest group of board members is gathered, or if no such group exists, where the chairperson of the meeting is present.

15. Written resolutions: A written resolution must bear the signatures of all board members who:

- a. Have the right to vote on the resolution at a board meeting;
- b. Constitute a number not less than the minimum quorum required to conduct a board meeting. Such a resolution is as valid and effective as a resolution passed by board members at a meeting convened and organized in the usual manner. The resolution may be passed using multiple copies of the same document if each copy has at least one signature of a member.

16. Minutes of board meetings: The chairperson or the meeting chair is responsible for preparing the minutes of the board meeting in accordance with article 158 of the law on enterprises and sending them to the members. Such minutes shall be considered authentic

evidence of the work conducted in the meetings unless an objection to the content of the minutes is raised within ten days from the date of delivery. Minutes must be in Vietnamese and signed at least by the chairperson and the person recording the minutes. If the chairperson or the recorder refuses to sign, the minutes shall be valid if signed by all other attending board members and containing all required contents as per clause 2, article 158 of the law on enterprises.

17. Legal validity of actions: Actions taken to implement decisions of the board of directors shall be considered legally valid even if there may have been an error in the election or appointment of a member of a sub-committee or the board of directors.

CHAPTER VIII: GENERAL DIRECTOR, OTHER MANAGEMENT OFFICERS AND COMPANY SECRETARY

Article 33. Organization of management apparatus

The company shall promulgate a management system under which the management apparatus shall be responsible to the board of directors. The company shall have one general director, a number of deputy general directors, and a chief accountant appointed by the board of directors. The general director and deputy general directors may concurrently be members of the board of directors and shall be appointed or dismissed by the board of directors through a duly approved resolution.

Article 34. Management officers

1. Upon the recommendation of the general director and with the approval of the board of directors, the company may employ management officers in such quantity and with such qualifications as are necessary or appropriate for the company's management structure and practices proposed by the board of directors from time to time. Management officers must exercise the necessary diligence to ensure that the company's organized activities achieve the set objectives.

2. Salaries, remuneration, benefits, and other terms in the labor contracts for directors shall be decided by the board of directors; and contracts for other management officers shall be decided by the board of directors after consulting with the general director.

Article 35. Appointment, dismissal, duties, and powers of the general director

1. Appointment: The board of directors shall appoint a member of the board or another person as the general director and shall sign a contract specifying the salary, remuneration, benefits, and other terms related to employment. Information regarding the salary, allowances, and benefits of the general director must be reported at the annual general meeting of shareholders, presented as a separate item in the annual financial statements, and stated in the company's annual report.

2. Term of Office: The term of the general director is five (05) years and may be re-appointed for an unlimited number of terms. The appointment may terminate based on the provisions of the labor contract. The general director must satisfy the standards and conditions prescribed by law and must not be a person prohibited by law from holding this position (i.e.,

minors, persons lacking legal capacity, persons sentenced to prison, persons currently serving a prison sentence, personnel of the armed forces, state officials/civil servants, and persons adjudicated to have caused the bankruptcy of a company they previously led).

3. Powers and Duties: The general director has the following powers and responsibilities:

a. To implement resolutions of the board of directors and the general meeting of shareholders, as well as the company's business and investment plans approved by the board and the general meeting;

b. To decide on all matters that do not require a resolution of the board of directors, including signing financial and commercial contracts on behalf of the company, and organizing and directing the day-to-day production and business activities of the company in accordance with best management practices;

c. To recommend the number and types of management officers the company needs to hire for appointment or dismissal by the board of directors when necessary to implement good management activities and structures proposed by the board; and to advise the board on deciding salaries, remuneration, benefits, and other terms of labor contracts for management officers. The general director has the power to appoint positions from department heads (or equivalent) downward and report in writing to the board of directors;

d. To report to the board of directors before deciding on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to labor contracts of employees in the company, except for positions within the authority of the board of directors;

e. By December 31 each year, the general director must submit a detailed business plan for the next financial year to the board of directors for approval based on meeting appropriate budget requirements and the annual financial plan;

f. To execute the annual business plan approved by the general meeting of shareholders and the board of directors;

g. To propose measures to improve the company's operations and management;

h. To prepare long-term, annual, and monthly budget estimates of the company (hereinafter referred to as "estimates") for long-term, annual, and monthly management activities in accordance with the business plan. The annual estimates (including the projected balance sheet, income statement, and cash flow statement) for each financial year must be submitted to the board of directors for approval and must include the information required by the company's regulations;

i. To perform all other activities as prescribed by this charter, the company's regulations, board resolutions, the general director's labor contract, and the law;

j. To recommend to the board of directors the organizational structure and internal management regulations of the company;

k. To recommend plans for dividend distribution or treatment of business losses.

4. Reporting to the Board of Directors and Shareholders: The general director is responsible 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 upon request.

5. Dismissal: The board of directors may dismiss the general director when at least two-thirds (2/3) of the board members vote in favor (in this case, the vote of the general director is not counted) and appoint a new general director as a replacement. The dismissed general director has the right to object to this dismissal at the nearest general meeting of shareholders.

Article 36. Person in charge of corporate governance and company secretary

1. The board of directors shall appoint at least one (01) person as the person in charge of corporate governance concurrently acting as the company secretary to support effective corporate governance. The term of office shall be decided by the board of directors, up to a maximum of five (05) years. This person must meet the criteria prescribed in clause 2, article 281 of decree 155/2020/nd-cp and exercise the rights and obligations under clause 3, article 281 of decree 155/2020/nd-cp.

2. When deemed necessary, the board of directors may appoint a person as the company secretary with a term and conditions decided by the board. The board may dismiss the company secretary when necessary, provided it does not violate current labor laws. The roles and duties of the company secretary include:

a. Assisting in organizing meetings of the board of directors, the supervisory board, and the general meeting of shareholders as ordered by the chairperson of the board or the supervisory board;

b. Recording minutes of meetings;

c. Advising on meeting procedures;

d. Providing financial information, copies of board meeting minutes, and other information to members of the board of directors and the supervisory board;

e. Assisting board members in performing their assigned rights and obligations;

f. Assisting the board of directors in applying and implementing corporate governance principles;

g. Assisting the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with obligations for information provision, disclosure, and administrative procedures.

The company secretary is responsible for information confidentiality in accordance with the law and this charter.

3. The person in charge of corporate governance may concurrently serve as the company secretary.

**CHAPTER IX: DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS,
MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR AND
MANAGEMENT OFFICERS**

Article 37. Duty of care of members of the board of directors, members of the supervisory board, the general director and management officers

Members of the board of directors, members of the supervisory board, the general director, and authorized management officers are responsible for performing their duties honestly and in a manner that they believe to be in the best interests of the company, and with the degree of care that a prudent person would exercise in a similar position and under similar circumstances.

Article 38. Duty of loyalty and avoidance of conflicts of interest

1. Members of the board of directors, members of the supervisory board, the general director, and other management officers must disclose their related interests in accordance with article 164 of the law on enterprises and other legal provisions.

2. Members of the board of directors, members of the supervisory board, the general director, and management officers are not permitted to use business opportunities that may bring benefits to the company for personal purposes; simultaneously, they must not use information obtained by virtue of their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the board of directors, members of the supervisory board, the general director, and management officers have the obligation to notify the board of directors of all interests that may conflict with the interests of the company which they may enjoy through economic legal entities, transactions, or other individuals. The aforementioned subjects may only use such opportunities when the members of the board of directors who do not have related interests have decided not to pursue the matter.

4. The company is not permitted to grant loans, guarantees, or credit to members of the board of directors, members of the supervisory board, the general director, management officers, and their related persons, or legal entities in which these persons have financial interests, unless otherwise decided by the general meeting of shareholders.

5. A contract or transaction between the company and one or more members of the board of directors, members of the supervisory board, the general director, management officers, or their related persons, or a company, partner, association, or organization in which one or more members of the board of directors, management officers, or their related persons are members or have related financial interests, shall not be voided due to such relationships, or because such board member or management officer is present or participates in the relevant meeting or in the board or sub-committee that authorized the contract or transaction, or because their votes are also counted for that purpose, if:

a. For contracts with a value of 20% or less, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of less than 20% of the total asset value recorded in the most recent financial statement (except for transactions specified in point b, clause 3, article 167 of the law on enterprises which must be approved by the general meeting of shareholders), the material contents of the contract or transaction as well as the relationships and interests of the management officer or board member, supervisory board member, or general director have been reported to the board of directors. At the same time, the board of directors has authorized the performance of such contract or transaction honestly by a majority vote of the board members who do not have related interests;

b. For contracts or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of more than 20% of the total asset value

recorded in the most recent financial statement, or transactions specified in point b, clause 3, article 167 of the law on enterprises, the material contents of this contract or transaction as well as the relationship and interests of the management officer or board member, supervisory board member, or general director have been disclosed to the shareholders and approved by the general meeting of shareholders by the votes of shareholders who do not have related interests;

c. Such contract or transaction is deemed fair and reasonable in all respects concerning the company's shareholders by an independent consulting organization at the time the transaction or contract is authorized, passed, or ratified by the board of directors or the shareholders;

d. Board members are not allowed to vote on transactions that bring benefits to themselves or their related persons as prescribed by the law on enterprises and this charter;

e. Members of the board of directors, members of the supervisory board, the general director, management officers, or their related persons are not permitted to buy, sell, or trade in any form the shares of the company or its subsidiaries at the time they possess information that will certainly affect the price of those shares while other shareholders are unaware of such information.

6. Members of the board of directors, members of the supervisory board, the general director, and other managers have the obligation to notify the board of directors and the supervisory board in writing of transactions between the company, its subsidiaries, or companies in which the company holds control of over fifty percent (50%) of the charter capital, and the members themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the general meeting of shareholders or the board of directors, the public company must disclose information regarding these resolutions in accordance with the securities laws on information disclosure.

Article 39. Liability for damages and compensation

1. Liability for damages: Members of the board of directors, members of the supervisory board, the general director, and management officers who violate the obligations of honesty and care, or fail to fulfill their duties with due care, diligence, and professional competence, shall be liable for the damages caused by their violations.

2. Compensation: The company shall compensate those who were, are, or may become a related party in claims, lawsuits, or prosecutions that have been, are, or may be conducted, whether civil or administrative (not being a lawsuit initiated by or under the right of the company), if that person was or is a member of the board of directors, a member of the supervisory board, the general director, a management officer, an employee, or an authorized representative of the company (or its subsidiary), or if that person was or is acting at the request of the company (or its subsidiary) as a board member, management officer, employee, or authorized representative of another company, partner, joint venture, trust, or legal entity. Compensated costs include: arising expenses (including legal fees), judgment costs, fines, and payments arising in reality or deemed reasonable when resolving these cases within the framework permitted by law, provided that the person acted honestly, carefully, diligently, and with professional competence in a manner that the person believed to be in the interest of, or not against the best interests of, the company, based on compliance with the law and without any discovery or confirmation that the person violated their responsibilities. The company has

the right to purchase insurance for such persons to avoid the aforementioned compensation liabilities.

CHAPTER X: THE SUPERVISORY BOARD

Article 40. Candidacy and nomination of members of the supervisory board

1. The candidacy and nomination of members of the supervisory board shall be conducted similarly to the provisions in clause 1 and clause 2, article 27 of this charter.

2. Shareholders or groups of shareholders holding at least 5% of the total voting shares for a continuous period of at least six months have the right to aggregate their voting rights to nominate candidates for the supervisory board. A shareholder or group of shareholders holding less than 10% of the voting shares for a continuous period of at least six months may nominate one member; from 10% to less than 30% may nominate two members; from 30% to less than 50% may nominate three members; from 50% to less than 65% may nominate four members; and from 65% or more may nominate up to the full required number of members.

3. In the event the number of candidates for the supervisory board through nomination and candidacy is insufficient, the incumbent supervisory board may nominate additional candidates or organize nominations in accordance with the internal regulations on corporate governance and the operating regulations of the supervisory board. The introduction of additional candidates by the incumbent supervisory board must be clearly disclosed before the general meeting of shareholders votes to elect the supervisory board members in accordance with the law.

Article 41. Composition of the supervisory board

1. The supervisory board consists of three (03) members. At least one member of the supervisory board must be an expert in finance or accounting. Members of the supervisory board must satisfy the standards and conditions prescribed in article 169 of the law on enterprises; must not be employees in the accounting or finance departments of the company; and must not be members or employees of the independent auditing firm that performed audits of the company's financial statements in the three (03) preceding years. Furthermore, they must not be the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, or biological sibling of any member of the board of directors, the general director, or other management officers.

2. Members of the supervisory board shall elect one (01) person among them to be the head of the supervisory board based on a majority principle. More than half of the supervisory board members must reside in Vietnam. The head of the supervisory board must possess a university degree or higher in one of the following majors: finance, banking, accounting, auditing, or a major related to the company's business activities.

3. Members of the supervisory board are appointed by the general meeting of shareholders. The term of office of a supervisor shall not exceed five (05) years; supervisors may be re-elected for an unlimited number of terms.

4. The head of the supervisory board has the following rights and responsibilities:

a. To convene meetings of the supervisory board and act as the head of the supervisory board;

b. To request the board of directors, the general director, and other managers to provide relevant information to report to the members of the supervisory board;

c. To prepare and sign reports of the supervisory board after consulting the board of directors for submission to the general meeting of shareholders.

5. A member of the supervisory board shall be dismissed in the following cases:

a. No longer satisfying the standards and conditions to be a supervisor as prescribed in article 169 of the law on enterprises;

b. Resigning by way of a written notice sent to the company's head office and being approved;

c. Other cases as prescribed by law and this charter;

d. Other rights and responsibilities as prescribed by law and this charter.

6. A member of the supervisory board shall be removed in the following cases:

a. Failing to complete assigned duties and tasks;

b. Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;

c. Committing serious or repeated violations of a supervisor's obligations as prescribed by the law on enterprises and this charter.

Article 42. Rights and obligations of the supervisory board

1. The company must have a supervisory board. The supervisory board shall have the powers and responsibilities prescribed in article 170 of the law on enterprises and this charter, as well as the following powers and obligations:

a. To propose and recommend to the general meeting of shareholders for approval a list of accredited auditing firms, audit fees, and all matters related to the withdrawal or dismissal of an accredited auditing firm; and to decide on an accredited auditing firm to conduct inspections of the company's activities when deemed necessary;

b. To discuss the nature and scope of the audit with the independent auditor before the audit commences;

c. To seek independent professional or legal advice and ensure the participation of external experts with appropriate expertise and experience in the company's affairs if deemed necessary;

d. To examine the annual, semi-annual, and quarterly financial statements before submission to the board of directors;

e. To discuss difficulties and issues identified from interim or year-end audit results, as well as any matters that the independent auditor wishes to discuss;

f. To review the management letter from the independent auditor and the responses from the company's management;

g. To review the company's reports on internal control systems before approval by the board of directors;

h. To review internal investigation results and management's responses;

i. To report to the general meeting of shareholders as prescribed by the law on enterprises;

j. To be responsible to the shareholders for its supervisory activities;

k. To supervise the company's financial situation, the legality of the activities of board members, the general director, and other managers, and the coordination between the supervisory board and the board of directors, the general director, and shareholders;

l. Upon discovering violations of the law or the charter by a board member, the general director, or other managers, to notify the board of directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions for remedial action;

m. To issue the operating regulations of the supervisory board after approval by the general meeting of shareholders.

2. Members of the board of directors, the general director, and management officers must provide full, accurate, and timely information and documents related to the management, administration, and operations of the company upon request by the supervisory board. The company secretary must ensure that all copies of financial information, other information provided to board members and shareholders, and copies of meeting minutes and resolutions of the general meeting of shareholders and the board of directors are provided to the supervisory board members at the same time and in the same manner as they are provided to the board of directors and shareholders.

3. After consulting the board of directors, the supervisory board may issue regulations on its meetings and methods of operation. The supervisory board must meet at least twice a year, and a meeting shall be conducted when at least two-thirds (2/3) of the supervisors are present. Minutes of the supervisory board meetings must be prepared in a detailed and clear manner. The recorder and the attending supervisory board members must sign the minutes. These minutes must be archived to determine the responsibility of each supervisory board member. The supervisory board has the right to request board members, the general director, and representatives of the accredited auditing firm to attend and answer matters requiring clarification.

4. Remuneration, salaries, and other benefits of supervisory board members shall be decided by the general meeting of shareholders. Members shall also be reimbursed for reasonable travel, hotel, and other expenses incurred while attending supervisory board meetings or in connection with the company's business activities.

CHAPTER XI: RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 43. Right to inspect books and records

1. Ordinary shareholders have the right, directly or through an authorized representative, to send a written request to inspect the company's books and records during working hours at the company's head office, specifically as follows:

a. Ordinary shareholders have the right to review, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request correction of their own inaccurate information; and review, look up, extract, or photocopy the company's charter, minutes of the general meeting of shareholders, and resolutions of the general meeting of shareholders.

b. Shareholders or groups of shareholders mentioned in clause 3, article 27 and clause 2, article 40 of this charter have the right to review, look up, and extract the minutes book and resolutions/decisions of the board of directors, semi-annual and annual financial statements, reports of the supervisory board, contracts and transactions required to be approved by the board of directors, and other documents, except for documents related to the company's trade secrets or business secrets.

c. A request for inspection made by a representing lawyer or other authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder being represented or a notarized copy of such power of attorney.

2. Members of the board of directors, members of the supervisory board, the general director, and management officers have the right to inspect the company's shareholder register, the list of shareholders, and other books and records of the company for purposes related to their positions, provided that this information is kept confidential.

3. The company must archive this charter and any amendments or supplements thereto, the enterprise registration certificate, regulations, documents proving ownership of assets, minutes of the general meeting of shareholders and board of directors meetings, reports of the board of directors and the supervisory board, annual financial statements, accounting books, and any other documents as prescribed by law at the company's head office.

4. Shareholders have the right to receive a copy of the company's charter free of charge. If the company has its own website, this charter must be published on that website.

CHAPTER XII: EMPLOYEES AND TRADE UNION

Article 44. Employees and trade union

1. The general director must prepare plans for approval by the board of directors regarding matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline for management officers and employees.

2. The general director must prepare plans for approval by the board of directors regarding the company's relationship with trade unions in accordance with the best management standards, practices, and policies, as well as the practices and policies prescribed in this charter, the company's regulations, and current legal provisions.

CHAPTER XIII: PROFIT DISTRIBUTION

Article 45. Profit distribution

1. Subject to the decision of the general meeting of shareholders and in accordance with the law, dividends shall be declared and paid from the company's retained earnings but shall not exceed the rate proposed by the board of directors after consulting with shareholders at the general meeting of shareholders.

2. In accordance with the law on enterprises, the board of directors may decide to pay interim dividends if such payment is deemed 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 to approve the payment of all or part of dividends in the form of shares, and the board of directors is the body responsible for implementing such resolution.

5. Dividend Payments In the event that dividends or other sums relating to a share are paid in cash, the Company shall make such payments in Vietnamese Dong. Payments may be made by cheque or money order sent by post to the registered address of the shareholder entitled to the payment; any risks arising therefrom (associated with the shareholder's registered address) shall be borne by said shareholder.

Furthermore, dividends or other cash payments relating to a share may be settled via bank transfer, provided the Company has been supplied with the shareholder's bank details to enable a direct credit to their account. In the event the Company has executed the transfer in accordance with the bank details provided by the shareholder but the shareholder fails to receive the funds, the Company shall not be held liable for the amount transferred.

For shares listed or registered at the Stock Exchange, dividend payments may be processed through securities companies or the Vietnam Securities Depository and Clearing Corporation (VSDC).

6. With the approval of the general meeting of shareholders, the board of directors may decide and announce that ordinary shareholders are to receive dividends in ordinary shares instead of cash. These additional shares for dividend payment shall be recorded as fully paid-up shares based on the value of the dividend shares being equivalent to the cash dividend amount.

7. Pursuant to the law on enterprises and the law on securities, the board of directors may pass a resolution specifying a particular date as the record date. Based on that date, persons registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, shares, notices, or other documents. This record date may be the same day as or a time prior to the date such rights are exercised. This does not affect the rights of both parties in a transaction involving the transfer of relevant shares or securities.

8. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

CHAPTER XIV: USE OF VIGLACERA BRAND AND LOGO

Article 46. Use of brand and logo

The company uses the brand and logo of Viglacera Corporation - JSC in accordance with the contract.

CHAPTER XV: BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 47. Bank accounts

1. The company shall open accounts at Vietnamese banks or foreign banks authorized to operate in Vietnam.

2. With the prior approval of the competent authority, the company may open bank accounts abroad in necessary cases in accordance with legal regulations.

3. The company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the company opens its accounts.

Article 48. Financial year

The company's financial year begins on the first day of January each year and ends on the 31st day of December of the same year. The first financial year begins on the date of issuance of the enterprise registration certificate (or business license for conditional business lines) and ends on the 31st day of December of that year.

Article 49. Accounting system

1. The accounting system used by the company is the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.

2. The company maintains accounting books in Vietnamese. The company shall archive accounting records according to the types of business activities in which it participates, as prescribed by accounting laws and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the company's transactions.

3. The company uses Vietnamese Dong as the currency unit for accounting. In the event that the company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as the accounting unit, taking legal responsibility for such choice and notifying the direct tax management authority.

CHAPTER XVI: ANNUAL REPORTS, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

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

1. The company must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission, which must be audited as prescribed in article 52 of this charter. The company discloses audited annual financial statements in accordance with the law on information disclosure in the securities market and submits them to the competent state authorities.

2. The audited annual financial statements must include a business result report reflecting truly and objectively the company's profit and loss situation in the financial year, a balance sheet reflecting truly and objectively the company's operational status at the time of reporting, a cash flow statement, and notes to the financial statements. In the event the company is a parent company, in addition to the annual financial statements, it must also include a consolidated balance sheet on the operational status of the company and its subsidiaries at the end of each financial year.

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

4. A summary of the audited annual financial statements must be sent to all shareholders. Audited financial statements, quarterly, and semi-annual reports of the company must be published on the company's website.

5. Interested shareholders are entitled to inspect or photocopy the audited annual, semi-annual, and quarterly financial statements during the company's working hours at the company's head office and must pay a reasonable fee for photocopying.

Article 51. Annual report

The company must prepare and disclose an annual report in accordance with the laws on securities and the securities market.

CHAPTER XVII: AUDITING OF THE COMPANY

Article 52. Audit

1. At the annual general meeting of shareholders, an independent auditing firm shall be appointed, or a list of independent auditing firms shall be approved, and the board of directors shall be authorized to select one of these units to conduct the audit of the company's financial statements for the next financial year based on terms and conditions agreed upon with the board of directors.

2. The company must prepare and send the annual financial statements to the independent auditing firm after the end of the financial year.

3. The audit report must be attached to the company's annual financial statements.

4. The independent auditor performing the audit of the company's financial statements shall be permitted to attend all general meetings of shareholders, receive notices and other information related to the meetings, and express opinions at the meeting regarding matters related to the audit of the company's financial statements.

CHAPTER XVIII: SEAL

Article 53. Seal

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

2. The board of directors shall decide on the type, quantity, form, and content of the seal of the company, its branches, and representative offices (if any), and the seal shall be engraved in accordance with legal regulations.

3. The board of directors and the general director shall use and manage the seal in accordance with current legal provisions.

CHAPTER XIX: TERMINATION OF OPERATIONS AND LIQUIDATION

Article 54. Termination of operations

1. The company may be dissolved or terminate its operations in the following cases:

- a. The court declares the company bankrupt in accordance with current law;
- b. Dissolution before the expiration of the term as decided by the general meeting of shareholders;
- c. Revocation of the enterprise registration certificate, unless otherwise provided by the law on tax administration;
- d. Other cases as prescribed by law.

2. The dissolution of the company before the expiration of its term shall be decided by the general meeting of shareholders and implemented by the board of directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as prescribed.

Article 55. Deadlock between board members and shareholders

Unless otherwise provided in this charter, shareholders holding half of the outstanding shares entitled to vote in the election of board members have the right to file a complaint to the court to request dissolution based on one or more of the following grounds:

1. The members of the board of directors are not in agreement in managing the company's affairs, leading to a situation where the required number of votes for the board to operate cannot be achieved.

2. The shareholders are not in agreement, making it impossible to achieve the required number of votes to elect board members.

3. There is internal disagreement and the shareholders are divided into two or more factions such that dissolution would be the most beneficial option for all shareholders.

Article 56. Liquidation

1. At least six (06) months after a decision to dissolve the company, the board of directors must establish a liquidation committee consisting of three (03) members. Two (02) members are appointed by the general meeting of shareholders and one (01) member is appointed by the board of directors from an independent auditing firm. The liquidation committee shall prepare its own operating regulations. Members of the liquidation committee may be selected from

among company employees or independent experts. All costs related to the liquidation shall be prioritized for payment by the company before other debts.

2. The liquidation committee is responsible for reporting to the business registration authority the date of establishment and the date of commencement of operations. From that moment, the liquidation committee shall represent the company in all matters related to the liquidation before the court and administrative agencies.

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

- a. Liquidation costs;
- b. Wages, severance pay, social insurance, and other benefits of employees according to collective labor agreements and signed labor contracts;
- c. Taxes and other tax-like payments that the company must pay to the state;
- d. Loans (if any);
- e. Other debts of the company.

The remaining balance after paying all debts from items (a) to (e) above shall be distributed to the shareholders. Preferred shares shall be prioritized for payment first.

CHAPTER XX: INTERNAL DISPUTE RESOLUTION

Article 57. Internal dispute resolution

1. In the event of a dispute or claim arising in connection with the company's operations or concerning the rights and obligations of shareholders arising from this charter, or from any rights or obligations prescribed by the law on enterprises or other laws, administrative regulations, or agreements between:

- a. A shareholder and the company;
- b. A shareholder and the board of directors, the supervisory board, the general director, or senior management officers.

2. The relevant parties shall attempt to resolve the dispute through negotiation and conciliation. Except for disputes involving the board of directors or the chairperson of the board, the chairperson shall preside over the dispute resolution and request each party to present the factual elements related to the dispute within 10 working days from the date the dispute arises. If the dispute involves the board of directors or the chairperson, any party may request a third party or appoint an independent expert to act as an arbitrator for the dispute resolution process.

3. In the event that a conciliation decision is not reached within six weeks from the commencement of the conciliation process, or if the decision of the mediator is not accepted by the parties, any party may refer the dispute to economic arbitration or an economic court.

4. Each party shall bear its own costs related to negotiation and conciliation procedures. Court fees shall be implemented in accordance with the court's judgment.

CHAPTER XXI: SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 58. Supplements and amendments to the charter

1. Any supplement or amendment to this charter must be considered and decided upon by the general meeting of shareholders.
2. In the event that legal regulations related to the company's operations are not yet mentioned in this charter, or in the event that new legal regulations differ from the provisions in this charter, such legal regulations shall automatically apply and govern the company's operations.

CHAPTER XXII: IMPLEMENTATION PROVISIONS

Article 59. Effectiveness

1. This charter consists of 22 chapters and 59 articles, approved by the general meeting of shareholders of the company pursuant to resolution no. 06 /VIT-DHDCD dated May 20, 2026.
2. This charter is the sole and official charter of the company.



LEGAL REPRESENTATIVE

GIÁM ĐỐC CÔNG TY
Lê Tiến Dũng