

UBND TỈNH BÀ RỊA – VŨNG TÀU
CÔNG TY CP PHÁT TRIỂN NHÀ BR-VT
PEOPLE'S COMMITTEE OF BR-VT
BR-VT HOUSE DEVELOPMENT JSC



Số: 232 /CV-PTN
No: 232 /CV-PTN

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Vũng Tàu, ngày 27 tháng 05 năm 2025
Vung Tau, May 27, 2025

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG/
EXTRAORDINARY INFORMATION DISCLOSURE**

Kính gửi: - Ủy ban chứng khoán nhà nước/ *The State Securities Commission*
- Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh/ *Ho Chi Minh Stock Exchange*

1. Tên tổ chức/ *Name of organization*: Công ty CP Phát triển nhà Bà Rịa – Vũng Tàu/ *Ba Ria – Vung Tau House Development JSC*

- Mã chứng khoán/ *Stock code*: HDC

- Địa chỉ/ *Address*: Tầng 03 HODECO Plaza, 36 Nguyễn Thái Học, P.7, TP. VT/ *3rd floor, Hodeco plaza, 36 Nguyen Thai Hoc St, W.7, Vung Tau city*

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2. Nội dung thông tin công bố/ *Content of disclosure*: Điều lệ Công ty năm 2025./ *Charter of Company of 2025*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 27/05/2025 theo đường dẫn: www.hodeco.vn ⇨ Quan hệ cổ đông ⇨ Điều lệ Công ty

This information was disclosure on company's portal on date 27/05/2025 available at: www.hodeco.vn ⇨ Shareholders ⇨ Company rules

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Nơi nhận:

- Như trên/ *As above*;
- Lưu/Save.



Đoàn Hữu Thuận

BA RIA – VUNG TAU HOUSE DEVELOPMENT JSC

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**CHARTER OF BA RIA- VUNG
TAU HOUSE DEVELOPMENT JSC
2025**

Vung Tau, May, 2025

CHARTER
OF BA RIA – VUNG TAU HOUSE DEVELOPMENT JOINT STOCK
COMPANY

The Charters was approved by shareholders' Ba Ria – Vung Tau House Development Joint Stock Company in accordance with the valid resolutions of the General Shareholders' Meeting which was officially held on April 13, 2008 at FITA Cao Su Hotel Vung Tau, 108 Vo Thi Sau Street, Thang Tam Ward, Vung Tau City, Ba Ria – Vung Tau Province.

Amended, supplemented for the first time in accordance with the resolutions of the General Shareholders' Meeting, which was officially held on March 29, 2011, and amended, supplement for the fourteenth time in accordance with the Resolutions of the General Shareholders' Meeting on May 26th, 2025 at the Hall of Ba Ria – Vung Tau House Development Joint Stock Company, Floor 3 HODECO plaza, 36 Nguyen Thai Hoc Street, Ward 7, Vung Tau City, Ba Ria – Vung Tau province.

I. TERM DEFINITION IN THE CHARTERS

Article 1: Definition

1. In this Charter, the following terms will be understood as follows:

- a. "Charter capital" refers to the capital contributed by all shareholders and prescribed in Article IV of this Charter.
- b. "Enterprise Laws" refers to the Law on Enterprises No.59/2020/QH14, passed by the National Assembly on June 17, 2020, and the amendments and supplements under the Law No.03/2022/QH15.
- c. "Established day" refers to the date on which the Company is granted the Business Registration Certificate.
- d. "Management staff" refers to the Directors or Chief Executive Officer, Deputy Directors or Deputy Chief Executive Officer, Chief Accountant, and other managerial positions approved by the General Shareholders' Meeting.
- d. "Related people" refers to individuals or organizations outlined in Clause 23, Article 4 of the Enterprise Law.
- e. "Active time" refers to the operational period of the Company as specified in

Article 2 of this Charter, along with any extension (if applicable) approved by the Company's General Shareholders' Meeting through a resolution.

f. "Vietnam" refers to the Socialist Republic of Vietnam

g. A non-executive Board Member refers to a member of the Board of Directors who is not the Director (Chief Executive Officer), Deputy of Directors (Deputy of Chief Executive Officer), Chief Accountant, and other management officers appointed by the Board of Directors.

h. The independent members of the Board of Directors, as specified in Point b, Clause 1, Article 137 of the Enterprise Law, must meet the following standards and conditions:

- Not work for the company, the parent company or a subsidiary of the company; Not used to work for the company, the parent company or a subsidiary of the company during three previous consecutive years

- Not currently being entitled to salaries and remuneration from the company, except the allowance entitled under the regulations of the Board members;

- Not having wife or husband, biological or adopted parents, biological or adopted children, or siblings who are major shareholders of the company; or the managers of the company or its subsidiaries.

- Not directly or indirectly own at least 1% of the total shares that are eligible to vote in the company;

- Not used to be a member of the Board of Directors, the Supervisory Board of the company during at least five previous consecutive years, except appointed for 2 consecutive terms.

2. In this Charter, references to one or some provisions or other documents shall consist of any amendments or replacement to them.

3. The titles (chapters, articles of the Charter) are used for convenience in understanding of the meaning and do not affect the content of this Charter;

4. The words and terms defined in the Enterprise Law (if they are not in conflict with the subject or context) will refer to the same meaning in this Charter.

II. NAME, TYPE, HEADQUARTER, BRANCH, REPRESENTATIVE OFFICE AND OPERATIONAL TIME OF THE COMPANY

Article 2: Name, type, headquarter, branch, representative office, and operational time of the Company.

1. Name of Company:

- Vietnamese Name: CÔNG TY CỔ PHẦN PHÁT TRIỂN NHÀ BÀ RỊA-VŨNG TÀU

- English Name: BA RIA-VUNG TAU HOUSE DEVELOPMENT JOINT STOCK COMPANY

- Abbreviation: HODECO

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

3. Headquarter of the Company:

- Address: 3rd floor, HODECO Plaza building, 36 Nguyen Thai Hoc Street, Ward 07, Vung Tau City, Ba Ria – Vung Tau Province

- Phone: 0254 - 3856274

- Fax: 0254 - 3856205

- E-mail: Info@hodeco.vn

- Website: www.hodeco.vn

4. The Chairman of the Board of Directors is the at-law representative of the Company.

5. The Company is permitted to establish the branches and representative offices at business locations to implement the Company's operational objectives in accordance with the resolution of the Board of Directors and the permissive sphere legislation.

6. Except for the termination of the operation before the expiry date under Article 48 of this Charter, the operational time of the Company will start from the established day and is for an indefinite period of time.

III. OBJECTIVES, SCOPE OF BUSINESS, OPERATION OF THE COMPANY

Article 3: The Company's operating objectives

1. The scope of business of the company is:

- The real estate business, land usage rights of owners, owners or rental use. Details: house business, construction investment, port business. Except for the business of investing in the construction of infrastructure for cemeteries and burial sites to transfer land use rights associated with infrastructure (Industry code: 6810).

- Management and administration of real estate transaction; real estate brokerage, real estate valuation. Details: agents for buying, selling and consigning products. Not distributing products that foreign investors, foreign-invested enterprises are not entitled to distribution under the provisions of the law (Industry code: 4610)

- The construction materials trade, informal catering services; the business of various types of pastries, alcoholic drinks (wine, beer)

- Construction of other civil engineering works. Details: construction and development of houses in urban areas and industrial zones; Construction of civil, industrial, and transportation works (excluding the construction and operation of multi-purpose hydropower plants and nuclear power plants that are of special economic and social significance) (Industry code: 4299).

- Mining of sand, gravel, and soil; (the company can only operate after obtaining an

operating license for this profession from the Department of Natural Resources and Environment).

- Other telecommunication activities. Details: the postal agency service (Except for the management, maintenance, and operation of the public postal network; public postal services) (Industry code: 6190);
- Parking service.
- Transporting tourist passengers.
- The production of bricks, tiles, concrete, and other products made from cement and mortar.
- Elevator maintenance services.
- Consulting, brokerage, real estate auctions, and land use rights auctions. Details: Management and operation of apartment buildings; management and operation of real estate exchanges; real estate brokerage, excluding real estate auctions (Industry code: 6820).
- Aquaculture for domestic production. (Industry code: 0322)
- Plant tree and take care of the tree (Industry code: 0210)
- Cultivation of other annual crops. Details: growing maize, planting grass and planning, caring for natural grasslands; raising pigs with aquatic plants; planting green manure crops (such as lead tree); etc. (Industry code: 0119).
- Short-term accommodation services. Details: hotels, villas or Apartments for short-term accommodation services. (Industry code: 5510)
- Beverage services. Details: wine and beer shop, bar (Industry code: 5630)
- Restaurants and and catering services for mobile service. Details: Casual dining services, restaurants, eateries, dining establishments (excluding services that provide in-flight meals). (Industry code: 5610)
- Provision of catering services under non-recurring contracts with customers (such as catering for parties, meetings, weddings, etc.) (excluding services that provide in-flight meals). (Industry code: 5621)
- Other construction instalmenmts. Details: elevator instalment, escalators, types of automatic doors...(Industry code: 4329)
- Architecture activities and related technical consultancy. Details: verifying and managing construction investment costs, construction consultancy, management of construction investment projects: civil, technical infrastructure (except for the construction of solid waste treatment). Designing architecture of civil and industrial constructions. Designing construction planning. Designing electromechanical constructions. Designing and construction of civil and industrial works. Design and construction of urban infrastructure works. Design of structural works for civil and industrial buildings. Design of water supply and drainage systems for works; design of ventilation and heat supply and drainage systems; design of information and communication networks in construction works; architectural design verification for civil and industrial buildings. Verification of construction planning design; verification of electromechanical design for works; verification of design for civil and industrial construction works; verification of design for urban technical infrastructure works; verification of structural design for civil and industrial construction works; verification of

water supply and drainage design; verification of ventilation and heat supply and drainage design; verification of information and communication network design in construction works; supervision of construction works for civil buildings; supervision of construction works for transportation infrastructure (roads, bridges), irrigation; supervision of construction works for technical infrastructure (excluding solid waste treatment facilities); supervision of installation of construction equipment; supervision of installation of technological equipment (Industry code: 7110).

- The service of sauna, massage and other similar health care services. (Except for sport activities – Industry code: 9610)

- Payment and credit support services. Details: Foreign exchange agency (Industry code: 8291).

2. The operational objectives of the Company is:

- Promote the development of production and business, enhance the position and brand of the Company during the period of international economic integration.

- Meet the needs and satisfactions of customers purchasing and using the Company's products.

- Enhance the quality, effectiveness of production and business, apply the new technological advances to create the best products to serve customers.

- Ensure operationg orientations and moniter in an effective manner for shareholders' benefit.

- Ensure an effective governance structure; treat shareholders fairly; ensure the role of stakeholders in the Company; maintain transparency in all activities with the Board of Directors and the CEO leading effectively.

Article 4: Scope of business and operation

1. The Company is permitted to plan and carry out all business activities in accordance with the industries registered on the national business registration portal and this Charter.

2. The Company is allowed to carry out business activities in other sectors permitted by the law and approved by the General Shareholders Meeting.

IV. CHARTER CAPITALS, SHARES, FOUNDING SHAREHOLDERS

Article 5: Charter capital, shares, founding shareholders

1. The charter capital of Ba Ria – Vung Tau House Development JSC is VND **1,783,549,660,000** (*by words: one thousand seven hundred eighty-three billion, five hundred forty-nine million, sixty hundred sixty-six thousand dong*). The total charter capital of the Company is divided into **178.354.966** shares with a par value of VND 10,000 (*ten thousand dong*). In which the maximum foreign ownership ratio is 49%.

2. The Company may increase its charter capital upon approval by the General Shareholders' Meeting and in accordance with the provisions of the law.

3. The shares of the Company on the date of approval of this Charter are ordinary shares, with rights and obligations as specified in Articles 6 and 8 of this Charter.

4. The Company may issue other types of preferred shares after obtaining approval from the General Shareholders' Meeting and in accordance with the provisions of the law.

5. The name, address, number of shares, and other details of the founding shareholders as required by the Enterprise Law will be stated in Appendix 1 attached. (This appendix is an integral part of this Charter).

6. The ordinary shares must be priority to offer for existing shareholders in proportion to their ownership of ordinary shares in the Company, otherwise specified by the General Shareholders' Meeting. The Company must announce the share offering, specify the number of shares being offered in the announcement, and the appropriate registration period for purchase (no later than 20 days before the registration deadline for purchasing shares) in order for shareholders to purchase. The number of shares that shareholders do not register to purchase will be determined by the Board of Directors of the Company. The Board of Directors may allocate those shares to individuals or entities under the conditions and methods that the Board of Directors deems it appropriate, but may not to sell those shares under the more favourable conditions to the conditions offered to existing shareholders, except with other approvals of General Shareholders' Meeting or through a sale via Stock Exchange / Securities Trading Center.

7. The Company may purchase shares it has previously issued in accordance with the methods specified in this Charter and applicable laws. The ordinary shares repurchased by the Company shall be treasury shares, and the Board of Directors may offer them for sale in ways that comply with the provisions of this Charter, the Securities Law, and relevant guiding documents.

8. The Company may issue other types of securities upon written approval by the General Shareholders' Meeting and in accordance with the provisions of the law on securities and the securities market.

Article 6: Share Certificate

1. Shareholders of Ba Ria – Vung Tau House Development Joint Stock Company shall be issued share certificates corresponding to the number of shares and the type of shares they own, except in the case specified in Clause 6 of Article 6.

2. The share certificate must have the stamp of the company and signature of the legal representative of the Company in accordance with the provision at Enterprises Law. Share certificate must clearly specify the number and type of shares held by the shareholder, the full name of the holder (if the shares are registered), and other information as required by the Enterprise Law. Each registered share certificate represents only one type of share.

3. Within 30 days from the date of submission of a complete application for the transfer of share ownership in accordance with the Company's regulations and from the date of full payment for the shares as specified in the Company's share issuance plan, the shareholder will be issued a share certificate. The shareholder is not required to pay the Company any fees for printing the share certificate or any other fees.

4. In case of transferring some registration shares in a certificate, the former certificate will be canceled and a new certificate reflecting the number of remaining shares will be issued for free.

5. In case a registration share certificate is damaged, erased, lost, stolen, or destroyed, the shareholder may request a new share certificate, provided that they present evidence of share ownership and pay all related costs to the Company.

6. The holder of a bearer share certificate is responsible for safeguarding the certificate, and the Company will not be held liable in cases where the certificate is stolen or used for fraudulent purposes.

7. The Company may issue registered shares without the form of certificates. The Board of Directors may issue a document that allows registered shares (whether in certificate form or not) to be transferred without requiring a written transfer document. The Board of Directors may establish regulations on share certificates and transfers in accordance with the provisions of the Enterprise Law, the Securities Law, the securities market law, and this Charter.

Article 7: Other securities certificates

Bond certificates or other securities certificates of the Company (except for offering letter, temporary certificates and corresponding documents), will be issued with the stamp and signature of the legal representative of the Company, except in cases where the terms and conditions of the issuance specify otherwise.

Article 8: Share transfer

1. All shares may be freely transferred unless otherwise specified by this Charter and the law. Shares listed on the Stock Exchange/Securities Trading Center will be transferred in accordance with the regulations of the securities law and the securities market of the Stock Exchange/Securities Trading Center.

2. Shares that have not been fully paid cannot be transferred and will not entitle any related rights such as the right to receive dividends, the right to receive shares issued to increase the charter capital from owners' equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 9: Share revocation

1. In case shareholders have not fully, timely paid the amount for purchase shares. the

Board of Directors shall notify and be entitled to require shareholders to pay the remaining amount with interest on the outstanding balance and any other arising costs due to non-payment caused to the Company under the law.

2. The payment notice must specify the new payment deadline (at least seven days from the date the notice is sent), the payment location, and must clearly state that in case of failure to make payment as required, the unpaid shares will be revoked.

3. In the event that the requirements in the above notice are not met, and before the full payment of all amounts due, including interest and related costs, the Board of Directors has the right to revoke those shares. The Board of Directors may accept the surrender of the revoked shares in accordance with the provisions of Clauses 4, 5, and 6, as well as other cases specified in this Charter.

4. The revoked shares shall be the Company's assets. The Board of Directors may directly or authorize the sale, redistribution, or resolution for the individual to retain the revoked shares, or for other parties, under the conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding the revoked shares must abandoned as a shareholder with those shares, but are still required to pay all related amounts, along with interest at a rate (not exceeding 10% per annum) from the time of the revocation as determined by the Board of Directors, from the date of revocation until the date of payment. The Board of Directors has full discretion to decide on the enforcement of full payment of the share value at the time of revocation or may reduce or waive part or all of the amount due.

6. The revoking notice will be sent to the shareholder of revoked shares before the revoked time. The revocation will still be effective even in the case of errors or negligence in sending the notice.

V. ORGANIZATION STRUCTURE, MANAGEMENT AND CONTROL

Article 10: Organizational and management structure

The organizational and management structure of the company includes:

- a. General Shareholders' Meeting
- b. The Board of Directors
- c. The Executive General Manager
- d. The Board of Supervisory

VI. SHAREHOLDERS AND GENERAL SHAREHOLDERS' MEETING

Article 11: Shareholders' right

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number of shares they own. Shareholders are only liable for the

Company's debts and other property obligations up to the amount of capital they have contributed to the Company.

2. The holders of common shares have the following rights:

a. Attend the General Meeting of shareholders and exercise the voting rights directly or through an authorized representative;

b. Receive the dividends;

c. Freely transfer the shares fully paid in accordance with the provision of the Charter and the current law.

d. Have the priority to purchase newly issued shares in proportion to the number of common shares they own;

e. Check the information related to shareholders in the list of eligible shareholders for participation in the General Shareholders' Meeting and request corrections of any inaccurate information;

f. Review, inspect, extract or proof the Company's Charter, the minutes of the General Shareholders' Meeting and regulations of the General Shareholders' Meeting.

g. In case the Company's dissolution, shareholders are entitled to receive a portion of the remaining assets corresponding to the number of shares they have contributed to the Company, after the Company has paid its creditors and other types of shareholders in accordance with the law.

h. Request the Company to purchase their shares under the cases as stipulated in Article 132 of the Enterprises Law.

i. Other rights under the provisions of this Charter and the Law. (the rights with other types of shares)

3. Shareholders or groups of shareholders holding more than 5% of the total common shares for a continuous period of six months or more have the following rights:

a. Review, inspect, and extract the minutes and resolutions or decisions of the Board of Directors, the interim and annual financial statements, reports from the Supervisory Board, contracts, transactions that must be approved by the Board of Directors, and other documents, excluding documents related to the company's trade secrets and business confidential information.

b. Request to Request to convene a General Shareholders' Meeting in the cases specified in Clause 3, Article 115 of the Enterprise Law.

c. Request the Supervisory Board to review every specific issue related to the management, governance of the Company's operations when necessary. The request must be in writing; it should include the full name, permanent address, nationality, identification number, passport number, or other legal personal identification for individual shareholders; the name, permanent address, nationality, decision number of establishment or business registration number for organizational shareholders; the number

of shares and the registration date of shares for each shareholder, the total number of shares held by the shareholder group, and the ownership percentage of the company's total shares; the issue to be inspected, and the purpose of the inspection."

d. The other rights are specified in this Charter.

Article 12: Shareholders' obligations

Shareholders have the following obligations:

1. Comply with the Company's Charter and regulations; execute the decisions of the General Shareholders' Meeting, the Board of Directors;
2. Pay money for purchasing shares registered under the rules;
3. Provide an accurate address when registering to purchase shares;
4. Fulfill other obligations under the provisions of the current law;
5. Personally responsible when acting on behalf of the company in any form to carry out one of the following actions:

- a. Violating the law.
- b. Engaging in business or other transactions for personal gain or for the benefit of other organization, or individuals
- c. Paying debts that are not due yet, in the face of potential financial risks to the company.

Article 13: The general shareholders' meeting

1. The General Shareholders' Meeting is the highest governing authority of the Company. The Annual General Shareholders' Meeting annually held. The general shareholders' meeting must be held an annual meeting within four months from the end of the fiscal year.

2. The Board of Directors held to convene the annual meeting of shareholders and appropriate site selection. The Annual General Meeting of Shareholders decides on the issues under the provisions of the law and the Company's Charter, particularly approving the annual financial statement and the financial budget for the upcoming year. Independent auditors are invited to attend the meeting to provide consultation for approving the annual financial statements.

3. The Board of Directors must convene the extraordinary meeting of shareholders in the following cases:

- a. The board of directors deems it necessary due to the Company's benefits;
- b. The balance of annual accounting, semi-annual or quarterly reports or audit reports of the financial year reflecting the capital has lost half;
- c. When the number of Board members is less than the number of members required by law or less than half of the number of members specified in the Charter.
- d. Shareholders or a group of shareholders specified at clause 3 article 11 of this

Charter may require convening a meeting of shareholders by written request. The convened written request must specify the reasons and purposes of the meeting, be signed by related shareholders' (The written request may be in multiple documents to collect enough signatures of related shareholders)

e. The Supervisory Board requests to convene the meeting if the Supervisory Board has reasons to believe that the Board members or Senior managing officer has seriously violated their obligations under Article 165 of Enterprises Law or the Board of Directors acts or intends to act beyond their scope of rights.

f. Other cases under the provisions of the law and the Company's charter.

4. Call a meeting of the Extraordinary General Assembly of Shareholders.

a. The Board of Directors must convene the General Meeting within sixty (60) days from the date the number of the remaining Board members under the provisions in Clause 3 Article 13 or receive the requests as stipulated in Point d and Point e Article 13 of this Charter.

b. In case the Board of Directors has not convened the General Meeting as stipulated in Point a Clause 4 Article 13, within the next sixty (60) days, the Supervisory Board must replace the Board of Directors in convening the General Shareholders' Meeting in accordance with Clause 3 Article 140 of the Enterprises Law.

c. In the event that the Supervisory Board has not convened a meeting of the General Meeting of Shareholders as required under point b, Clause 4, Article 13, then within the next thirty days, the shareholders or group of shareholders who have the request specified in point d, Clause 3, Article 13 have the right to replace the Board of Directors and the Supervisory Board in convening the meeting of the General Assembly of Shareholders as stipulated in Clause 4, Article 140 of the Enterprise Law.

In this case, the shareholder or group of shareholders convening the meeting of the General Meeting of Shareholders may request the business registration authority to supervise the convening and conducting of the meeting if deemed necessary.

d. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including expenses for accommodation and travel.

Article 14: Rights and obligations of the General Shareholders' Meeting

1. The annual general meeting of shareholders is entitled to discuss and approve:

- a. The annual audit financial statement;
- b. The report of the Supervisory Board;
- c. The report of the Board of Directors;
- d. The short-term and long-term development plan of the Company.

2. The annual and extraordinary general meetings of shareholders approve the written decision regarding the following issues:

- a. Approve the annual financial reports;
 - b. The annual dividend payment rate for each type of share shall be in accordance with the Enterprises Law and the rights attached to such shares. This dividend rate shall not exceed the rate proposed by the Board of Directors after asking the voting opinions of the shareholders at the General Meeting of Shareholders.
 - c. The number of members of the Board of Directors
 - d. Selection of the auditing firm.
 - e. Elect, dismiss, and replace members of the Board of Directors and the Supervisory Board, and approve the Board of Directors' appointment of the Chief Executive Officer.
 - f. The total amount of remuneration for the members of the Board of Directors and the Supervisory Board, as well as the report on the remuneration of the Board of Directors and the Supervisory Board.
 - g. Supplement and amend the Company's Charter.
 - h. Type of shares and amount of new shares shall be issued for each type of shares, and the transfer of shares by the founding members within first three years from the date of establishment.
 - i. The division, separation, consolidation, merger, or conversion of the company.
 - j. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - k. Inspect and address violations by the Board of Directors or the Supervisory Board that cause damage to the company and its shareholders.
 - l. Decision on transactions involving the selling of the Company's assets or branches or transactions involving purchases valued at 35% or more of the total assets value of the Company and branches as outlined in the most recent audited financial statements.
 - m. The company repurchases more than 10% of a type of issued shares;
 - n. Approve the Internal regulation on corporate governance, the Regulations on the operation of the Board of Directors and the Supervisory Board;
 - o. Approve the transaction as stipulated in Clause 4 Article 293 of Resolution No.155/2020/NĐ-CP on December 31, 2020, of the Government detailed the implementation of some articles of the Law on Securities;
 - p. Other matters as prescribed by law and the company's Charter.
3. Shareholders are not allowed to participate in voting in the following cases:
- a. Contracts specified in Clause 4, Article 31 of this Charter, when the shareholder or a related person of the shareholder is a party to the contract.
 - b. The purchasing of shares of those shareholders or related persons of the

shareholders

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

Article 15: Authorized Representatives

1. Shareholders entitled to attend the General Meeting under the law may directly attend or authorize their representative to attend. Shareholders who is an organization owning at least 10% of total common shares may authorize up to three (3) representatives, while an individual shareholder may authorize one (01) representative. In cases where more than one proxy representative is appointed, the specific number of shares authorized to each representative must be determined. If the shareholder does not specify the number of shares for each proxy representative, the shares will be equally distributed among all the proxy representatives.

2. The authorization for the representative to attend the General Meeting must be made in the written form of the company and must be signed by the following provisions:

a. If the shareholders are individuals who are authorized to be signed by that shareholder and the person authorized to attend the meeting.

b. If the authorized representative of shareholders who is an organization, the authorization must include the signature of the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting.

c. In other cases, it must have the signature of the legal representative of the shareholder and the person authorized to attend the meeting.

The person authorized to attend the General Meeting must submit the authorization document before attending the meeting.

3. In the case where a lawyer signs the letter of appointment on behalf of the grantor, the appointment of the representative in this case will only be considered valid if the letter of appointment is presented together with the power of attorney for the lawyer or a valid copy of that power of attorney (if it has not been previously registered with the Company).

4. Except for the case specified in Clause 3, Article 15, the voting paper of the person authorized to attend the meeting within the scope of the authorization remains valid in the following cases:

a. The authorizer dies, is restricted in their civil capacity, or loses their civil capacity;

b. The authorizer terminates the appointment of authorization.

c. The authorization has been revoked the competent implementation of the mandate.

This provision shall not apply if the Company does not receive notification of any of

the above events 48 hours before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16: The convocation of the General Meeting of Shareholders, Meeting Agenda, and the notification of the General Meeting of Shareholders

1. The Board of Directors convenes the General Shareholders' Meeting, or the General Shareholders' Meeting is convened in accordance with the provisions in Clause 2 Article 13 or Clause 3 Article 13 of this Charter.

2. The person who convenes the General Shareholders' Meeting must fulfill the following duties:

a. Prepare the list of shareholders eligible to participate and vote at the General Meeting. The list of shareholders entitled to participate in the General Meeting must be compiled within 10 days before the date sending the invitation of the General Shareholders' Meeting.

b. Determine the time and location of the General Meeting.

c. Notify and send the notice of the General Shareholders' Meeting to all shareholders entitled to attend the meeting.

3. The notice of the General Shareholders' Meeting must consist of the meeting agenda, documents using in the meeting, draft resolution on each issue on the agenda, the voting sheet, the form to appoint authorized representative to attend the meeting (However, for companies that have an electronic information portal, the sending of meeting documents as per the invitation notice can be replaced by posting them on the company's electronic information portal). For shareholders who have deposited their shares, the notice of the General Shareholders' Meeting can be sent to the depository organization, and simultaneously published on the information channels of the Stock Exchange/Securities Trading Center and the company's website. For shareholders who have not deposited their shares, the notice of the General Shareholders' Meeting can be sent to the shareholder either in person or via postal mail using a guaranteed method to the registered address of the shareholder, or to the address provided by the shareholder for receiving information. If the shareholder notifies the company in writing of a fax number or email address, the notice of the General Shareholders' Meeting can be sent to that fax number or email address. If the shareholder is an employee of the company, the notice may be placed in a sealed envelope and delivered directly to them at their workplace. The notice of the General Shareholders' Meeting must be sent at least twenty-one days before the meeting date (calculated from the date the notice is sent or dispatched in a valid manner, with postage paid or placed in the mailbox). In the case that the company has a website, the notice of the General Shareholders' Meeting must also be published on the company's website at the same time as the notice is sent to the shareholders.

4. Shareholders or shareholder groups mentioned in Clause 3, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Shareholders' Meeting. The proposal must be made in writing and submitted to the Company at least **seven (7)** working days before the opening of the General Shareholders' Meeting. The proposal must include the shareholder's full name, the number and type of shares they hold, and the content of the proposal to be included in the meeting agenda.

5. The person convening the General Shareholders' Meeting has the right to reject proposals related to Clause 4 of this Charter in the following cases:

- a. The proposals are not sent on time or not enough, no appropriate matters;
- b. At the time of the proposal, the shareholder of a group of shareholders has not held at least 5% of common shares for a continuous period of at least six months.
- c. The proposal matter is not within the scope of jurisdiction of the General Shareholders' Meeting to discuss and adopt.
- d. Other cases under the provisions of the laws and the Company's Charter.

6. The Board of Directors must prepare the draft resolutions for each issue on the meeting agenda.

7. In case all shareholders representing 100% of number of the voting shares directly attended or are represented by authorized representative at the General Shareholders' Meeting, the decisions made by unanimous consent at the General Shareholders' Meeting shall be considered valid, even if the convocation of the General Shareholders' Meeting was not carried out in accordance with the proper procedures or if the voting content was not included in the agenda.

Article 17: The condition to conduct the General Shareholders' Meeting

1. The General Shareholders' Meeting is conducted when shareholders represent more than 50% of the voting shares.

2. In case of not meeting the conditions to conduct the first meeting as stipulated in Clause 1 of this Article, the second notice must be sent within 30 days from the intended date of the first meeting. The General Shareholders' Meeting is conducted for the second time, when the number of attending shareholders represent at least or more 33% of the shares with voting right, the detailed rate stipulated by the Company's Charter.

3. In case of not meeting the conditions to conduct the second meeting as stipulated in Clause 2 of this Charter, the second notice must be sent within 20 days from the intended date of the second meeting. The third General Shareholders Meeting shall be held anyway, regardless of the number of attending members' votes.

4. According to the proposition of the Chairperson of the General Shareholders' Meeting is entitled to change the meeting agenda attached to the invitation under the

provision of Clause 3 Article 13 of this Charter.

Article 18: The procedures for conducting the meeting and voting at the General Shareholders' Meeting

1. On the day of the General Shareholders' Meeting, the Company must perform the procedures of the registration of shareholders and shall until the registration of shareholders entitled to attend all meeting available for registration.

2. When conducting the register of shareholders, the Company will issue a voting card to each shareholder or authorized representative with the voting right, on which a registration number, name of the shareholder, the full name authorized representative, and the number of votes of each shareholder. When conducting voting of the General Shareholders' Meeting, the card supporting the resolution were included, the cards against the resolutions were the following, and the final count of votes for or against to decide. The total number of votes in favour, opposed each issue or abstained will be announced after conducting the voting issue. The congress will choose among the delegates who shall supervise or inspect the counting of votes, and if the congress does not choose, the Chairperson will choose those people. The number of voting committee members shall not exceed three.

3. A shareholder who attends the meeting of shareholders has the right to sign up late and then have the right to participate and vote at the general meeting. The Chairperson shall not have to stop meeting for the shareholders to late effectiveness of registration and voting drives conducted before shareholders late entries will not be affected.

4. The Chairman of the Board of Directors presides over the meeting or authorizes another member of the Board of Directors to preside over the General Shareholders' Meeting convened by the Board of Directors. In the event of the absence of the President or his temporary loss of ability to work, the remaining board members may elect one of them to preside over the meeting under the principle of majority. In case no one is elected to preside over the meeting, the Head of the Supervisory Board shall facilitate the General Shareholders' Meeting to elect a chairperson from among those attending the meeting, with the person receiving the highest number of votes being appointed as the chairperson of the meeting.

5. The decision of the Chairperon about the order, procedure or arising event out of the agenda of the General Shareholders' Meeting will be the most decisive.

6. The Chairperson of the General Shareholders' Meeting is able to postpone the general meeting, even if the required number of representatives has been reached, to a later time and at a location determined by the chairperson without seeking the approval of the meeting if they believe that:

a. The attending members cannot be seated comfortably at the location of the

general meeting.

b. The behavior of attendees that disrupts or has the potential to disrupt the order of the meeting.

c. The adjournment is necessary for the proper conduct of the meeting. In addition, the chairperson of the meeting may adjourn the General Shareholders' Meeting upon agreement or request from the General Shareholders' Meeting, provided that the required number of representatives is present. The maximum adjournment time shall not exceed three days from the scheduled opening date of the meeting. The reconvened meeting will only address the matters that should have been legally resolved at the previously adjourned meeting.

7. In the case where the chairperson adjourns or suspends the General Shareholders' Meeting in violation of the provisions in Clause 6, Article 18, the General Shareholders' Meeting shall elect another person from among the attendees to replace the chairperson and preside over the meeting until its conclusion. The validity of the votes at that meeting will not be affected.

8. The chairman or secretary of the general meeting shall conduct the necessary activities to control the General Shareholders' Meeting in the appropriate and orderly manner or shall reflect the desire of the majority of attendees

9. The Board of Directors may require shareholders or their authorized representatives attending the General Shareholders' Meeting to undergo security checks or other security measures deemed appropriate by the Board. In the event that a shareholder or their authorized representative refuses to comply with the aforementioned security checks or measures, the Board of Directors, after careful consideration, may refuse or expel the shareholder or representative from attending the meeting.

The Board of Directors, after careful consideration, may implement measures deemed appropriate by the Board to:

- a. Adjust the number of attendees at the main location of the General Shareholders' Meeting;
- b. Ensure the safety of attending people at the location;
- c. Provide favourable conditions for shareholders to attend the General Meeting (or continue to attend)

The Board of Directors has full authority to change the above measures and to apply all measures if deemed necessary. The measures applied may include issuing the entrance passes or other selected methods

10. If the General Shareholders' Meeting may apply the above measures, the Board of Directors determining the meeting location may:

- a. Notify that the General Meeting will be conducted at the venue outlined in the notification and the Chairperson of the Meeting will be present there ("the main venue of

the General Meeting”);

b. Arrange, organize for shareholders or authorized representatives who cannot attend the meeting under this Article or those people who wish to attend at a venue other than the main venue of the General Meeting, can simultaneously attend the meeting;

Do not need to specify the methods of organizing the General Meeting in the notice under this Article.

11. In this Charter (unless the circumstances require otherwise), all shareholders shall be considered as attending the General Meeting at the main venue.

Yearly, the Company must hold the General Meeting of Shareholders at least 1 time. The Annual General Meeting of Shareholders has not been held in the way of collecting written opinions.

Article 19: The adoption of decisions by the General Shareholders' Meeting

1. The Resolution about the following matters shall be adopted if approved by the shareholders representing 65% or more of the total voting shares of all shareholders present and voting at the General Meeting, except in the cases specified in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law (as per Clause 3 of this Article); the specific percentage is stipulated by the company's Charter:

- a. Type of shares and total number of each share;
- b. Change the business sector, career or fields of business;
- c. Change the structure of management and organization of the company;
- d. Investment projects or the sale of assets valued at 35% or more of the total assets of the company and its branches as stated in the company's most recent financial statements;
- e. Reorganize or dissolve the company;
- f. Amend, supplement the company's charter
- g. Peer regulations approved by the General Shareholders' Meeting

2. Resolutions shall be adopted if approved by shareholders owning more than 50% of the total voting shares of all shareholders present and voting at the meeting, except in the cases specified in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law (as per Clause 3 of this Article); the specific percentage is stipulated by the company's Charter.

3. The voting for the election of the member of the Board of Directors and the Supervisory Board must

The voting for the election of the member of the Board or Directors and the Supervisory Board shall be conducted using the cumulative voting method, each shareholders has a total number of votes corresponding to their total shares multiplied by the number of elected members of the Board of Directors or the Supervisory Board and shareholders is entitled to cumulate all or a part of their total vote for one or some

candidates. The elected member of the Board of Directors or the Supervisory Board are determined under the number of votes on the scale from high to low, beginning with the candidate who got the highest number of votes, until the required number of members is reached as stipulated in the Company's Charter. In the event that two or more candidates receive the same number of votes for the last position on the Board of Directors or Supervisory Board, a re-election will be held among those candidates with the equal number of votes, or a selection will be made based on the election regulations or as decided by the Chairperson.

Article 20: The authority and procedure for obtaining shareholder opinions in writing to approve the resolutions of the General Shareholders' Meeting

The authority and procedure for obtaining shareholder opinions in writing to approve the resolutions of the General Shareholders' Meeting are conducted in accordance with the following decision:

1. The Board of Directors has the authority to obtain shareholders' opinions in writing to approve the resolutions of the General Shareholders' Meeting with all matters if deemed necessary because of the Company's benefits, including cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion ballot templates, draft decisions of the General Shareholders' Meeting and other documents for the explanation of the draft decisions. The opinion ballot templates, along with the draft decisions and explanatory documents, must be sent via the guaranteed methods to the permanent address of each shareholder at least 10 days before the deadline for submitting the opinion ballot templates. The preparation of the shareholder list for sending the opinion ballots shall be carried out in accordance with the provisions of point a, Clause 2, Article 16. The requirements and procedures for sending the opinion ballots and accompanying documents shall be implemented in accordance with the provisions of Article 143 of the Law on Enterprises.

3. The opinion ballot templates must include the following main contents:

a. Name, address of the headquarters, number and issued date of the business registration certificates, the business registration address of the company.

b. The purpose of obtaining shareholders' opinions.

c. Full name, permanent address, nationality, ID card number, passport, or other valid personal identification of individual shareholders; Name, permanent address, nationality, decision number of establishment or business registration number of shareholders or authorized representatives of shareholder organizations; The number of shares of each type and the number of voting ballots of the shareholder.

d. The issues to be voted on for approval of the decision;

- e. Voting options, including approval, disapproval, and no opinion.
- f. The deadline for submitting the completed opinion ballot to the company;
- g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the company;

4. Shareholders may send the completed opinion ballot template to Ba Ria – Vung Tau House Development JSC via mail, fax or email under the following rules:

- In the case of sending by mail, the completed opinion ballot must have the signature of the individual shareholder, the authorized representative, or the legal representative of the shareholder organization. The opinion ballot sent to the company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting;

- In the case of sending by fax or email, the opinion ballot templates sending to the company must remain confidential until the vote counting;

- Through the electronic vote or other electronic methods under the Charter of organizing the online General Shareholders' Meeting and electronic vote or other electronic methods issued together with the internal Regulation on Corporate Governance of Ba Ria – Vung Tau House Development JSC;

- Opinion ballots sent to the company after the deadline specified in the ballot or those that have been opened are considered invalid.

5. The Board of Directors shall count the votes and prepare a vote-counting report in the presence of the Supervisory Board or shareholders who do not hold a management position in the company. The vote-counting report must include the following main contents:

- a. Name, address of the headquarters, business registration certificate number, issuance date, and business registration location;

- b. The purpose and the issues to be voted on for the approval of decisions;

- c. The number of shareholders and the total number of voting ballots that participated in the vote, distinguishing between valid and invalid votes, along with an annex listing the shareholders who participated in the vote.

- d. The total number of votes in favor, against, and abstentions for each issue.

- e. The issues that have been approved and the corresponding approval percentage;

- f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the company, and the vote-counting supervisor.

The members of the Board of Directors and the vote-counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote-counting report; they shall also be jointly liable for any damages arising from decisions approved based on dishonest or inaccurate vote counting.

6. The vote-counting report must be sent to the shareholders within fifteen days from

the date the vote counting is completed or published on the company's website.

7. The completed opinion ballots, the vote-counting report, the full text of the resolution that was approved, and any related documents sent with the opinion ballot must be kept at the company's headquarters.

8. A decision approved through the form of obtaining shareholder opinions in writing shall have the same validity as a decision made at a General Shareholders' Meeting.

Article 21: The Minutes of the General Shareholders' Meeting

Resolution, Minutes of the General Shareholders' Meeting

1. The Minutes of the General Shareholders' Meeting must be recorded, and it may be audio-recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese, and may also be prepared in a foreign language. The minutes should include the following main contents:

- a) Name, headquarter's address, business code;
- b) Time and location of the General Shareholders' Meeting;
- c) The agenda and the content of the Meeting;
- d) Full name of the Chairman and secretary of the Meeting;
- d) A summary of the proceedings of the meeting and the opinions expressed by shareholders on each issue in the agenda;
- e) The number of shareholders and the total number of voting ballots of the shareholders present at the meeting, an annex with the list of registered shareholders including the shareholders' representatives, along with the number of shares and the corresponding number of voting ballots for each shareholder.
- g) The total number of votes for each voting issues, specifying the voting method used, the total number of valid and invalid votes, the votes in favor, against, and abstentions; the corresponding percentage of each category based on the total number of votes cast by the shareholders present at the meeting.
- h) The issues that have been approved and the corresponding approval percentage of the votes.
- i) Full name and signature of the Chairman and the Secretary. In the event that the Chairman or the Secretary refuses to sign the meeting minutes, the minutes will still be valid if signed by all other members of the Board of Directors who attended the meeting and contain all the required details as specified in this section. The meeting minutes must clearly state the refusal of the Chairman or the Secretary to sign the minutes.

2. The minutes of the General Shareholders' Meeting must be prepared and approved

before the meeting concludes. The Chairman, the Secretary of the meeting, or any other individuals who sign the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The minutes shall be prepared in both Vietnamese and a foreign language, and both versions shall have the same legal validity. In case of any discrepancies between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall prevail.

4. The resolutions, minutes of the General Shareholders' Meeting, annex containing the list of shareholders registered to attend the meeting with shareholder signatures, proxy forms for attending the meeting, all documents attached to the minutes (if any), and any related documents accompanying the meeting invitation must be disclosed in accordance with the legal regulations on information disclosure in the securities market and must be kept at the company's headquarters.

Article 22: Request for the Cancellation of the Shareholders' General Meeting Decision

Within ninety days, from the date of receiving the minutes of the Shareholders' General Meeting or the minutes of the voting results of the Shareholders' General Meeting, shareholders, members of the Board of Directors, the Executive General Manager, and the Supervisory Board have the right to request the Court or Arbitration to review and annul the decision of the Shareholders' General Meeting in the following cases:

1. The order, procedure for convening the General Shareholders' Meeting are not in accordance with the provisions of these Rules and Charter of the Company;
2. The order, procedure for making decisions and the content of decisions violate the law or the Company's Charter.

Article 23: The composition and term of members of the Board of Directors

1. The number of members of the Board of Directors of Ba Ria – Vung Tau House Development JSC consists of at least seven (7) persons (the number of members of the BOD will increase due to the approval of the General Shareholders' Meeting). The term of the Board of Directors is five (5) years. The term of the Board members is not exceeded five (5) years; the member of the BOD shall be re-elected with the unlimited number of terms. The structure of the Board must ensure that at least one-third (1/3) of the total members of the Board are non-executive members. The total number of independent members of the Board of Directors must comply with the following regulations:

- a) There must be at least one (1) independent member in case the company has between 03 and 05 members on the Board of Directors;

- b) There must be at least two (2) independent members in case the company has between 06 and 08 members on the Board of Directors;
- c) There must be at least three (3) independent members in case the company has between 09 and 11 members on the Board of Directors.
2. Shareholders or a group of shareholders owning at least 10% of the total common shares have the right to nominate candidates for the Board of Directors. The nomination to the Board of Directors shall be carried out in accordance with the provisions of Clause 5, Article 115 of the Law on Enterprises;
3. The members of the Board of Directors must meet the standards and conditions under the provisions of Clause 1, Clause 2 Article 155 of the Law on Enterprises:
- a. Having full civil act capacity and not being among those prohibited from managing a business as stipulated in Clause 2, Article 17 of the Law on Enterprises;
 - b. Possessing professional qualifications and experience in the business administration of the company and not necessarily being a shareholder of the company.
 - c. A member of the Board of Directors cannot simultaneously be a member of the Board of Directors of more than 5 companies.
4. In the event that the number of candidates for the Board of Directors through nominations and self-nominations is still insufficient, the current Board of Directors may nominate additional candidates or organize nominations according to a mechanism established by the company. The nomination mechanism or the process by which the current Board of Directors nominates candidates for the Board must be clearly disclosed and approved by the General Shareholders' Meeting before the nomination process takes place
5. A member of the Board of Directors shall cease to be a member of the Board in the following cases:
- a. The member does not meet the qualifications to be a member of the Board of Directors according to the provisions of the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;
 - b. The member submits a written resignation letter to the Company's headquarters;
 - c. The member suffers from a mental disorder, and other members of the Board of Directors provide professional evidence proving that the individual no longer has legal capacity;
 - d. The member has been continuously absent from Board meetings for six months, and during this period, the Board of Directors did not approve the member's absence and has decided that the position is vacant;
 - e. The member is dismissed from the Board of Directors by the decision of the General Shareholders' Meeting.
6. The Board of Directors may appoint the new member of the Board of Directors to

replace the arising vacancies and the new member must be approved at the next General Shareholders' Meeting. After approved by the General Shareholders' Meeting, the appointment of the new member will become effective on the date the Board of Directors appoints.

7. The appointment of members of the Board of Directors must be notified under the provisions of the law on securities and the securities market.

8. The members of the Board of Directors are not required to hold shares in the Company.

Article 24: Authority and Responsibilities of the Board of Directors

1. The business activities and other tasks of the Company must be managed and directed of the Board of Directors. The Board of Directors is the authority with full powers to exercise all rights on behalf of the Company, except for those powers vested in the General Shareholders' Meeting.

2. The Board of Directors is responsible for supervising the General Executive Managers and other executive officers.

3. The rights and obligations of the Board of Directors are defined by the law, the Company's Charter, and the General Shareholders' Meeting. In particular, the Board of Directors has the following rights and obligations:

- a. Decide the strategies, mid-term development plan, and the annual business plan of the Company;
- b. Request the type of shares and total number of shares offered for each type;
- c. Decide to sell any unsold shares within the scope of the shares authorized for offering for each type; decide to raise additional capital through other methods;
- d. Decide on the price of shares and bond issuance of the Company;
- d. Decide on repurchasing shares under the provisions of Clause 1 and Clause 2 Article 11 of the Law on Enterprises;
- e. Decide on investment plans and investment projects within the competence and limits prescribed by law;
- g. Decide on solution to develop market, marketing strategies and technology;
- h. Through the contract on the sale, purchase, loan, leasing and others transaction with a value exceeding 35% of total asset value as outlined in the recent financial statement of the company, except for the contracts, transactions within the deciding competence of the General Shareholders' Meeting under the provisions at Point d, Clause 2 Article 138, Clause 1 and clause 3 of Article 167 of the Law on Enterprises;
- i. Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the CEO (General Director) and other key management personnel as prescribed by the Company's Charter; decide on the salary,

remuneration, bonuses, and other benefits of these managers; appoint representatives to attend the Board of Members or the General Shareholders' Meeting at other companies, and decide on the remuneration and other benefits of those representatives.

k. Supervise and direct the CEO (General Director) and other managers in the daily operations of the Company;

l. Decide on the organizational structure, internal management regulations of the Company, establish subsidiaries, branches, and representative offices; and make investments or purchase shares in other businesses.

m. Approve the programme, the content of documents for the General Shareholders Meeting, convene the General Shareholders Meeting or obtain the opinions to the General Shareholders Meeting to approve the resolutions;

n. Submit the audited annual financial statements to the General Shareholders' Meeting;

o. Propose the dividend rate to be paid, decide on the time and procedure to pay dividends or handle losses arising during business operations;

p. Propose to restructure, dissolution, or petition for the bankruptcy of the company;

q. Decide to issue the Board of Directors' operational regulations, the internal regulations on corporate governance after being approved by the General Shareholders Meeting; decide to issue the operational regulations of the Audit Committee under the Board of Directors and the company's information disclosure regulations;

s. Other rights and obligations under the provisions of the Law on Enterprises, Law on Securities, other regulations of the law and Company's Charter.

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

a. Establish the branches or headquarter office of the Company;

b. Establish the subsidiaries of the company;

c. In the scope of specified in Clause 2 Article 115 of the Law on Enterprises and except for the cases stipulated in clause 3 Article 167 of the Law on Enterprises, which must be approved by the General Shareholders Meeting, the Board of Directors shall decide, at each specific time, on the execution, modification, and cancellation of the Company's major contracts (including contracts for purchase, sale, mergers, acquisitions, and joint ventures);

d. Appoint and dismiss individuals authorized by the Company as its commercial representatives and legal advisors.

e. The Company's borrowing activities and the execution of mortgages, guarantees, indemnities, and securities;

f. Investments that are not included in the business plan and budget, exceeding VND 50 billion, or investments exceeding 10% of the value of the annual business plan and budget;

g. The purchase or sale of shares of other companies established in Vietnam or abroad.

h. The valuation of assets contributed to the Company that are not in cash, related to the issuance of the Company's shares or bonds, including gold, land use rights, intellectual property rights, technology, and trade secrets

i. The purchase or revocation of no more than 10% of each type of shares

j. The business issues or transactions approved by the Board must have the approval within the scope of its rights and responsibilities

k. Decide on the purchase price of the repurchase of the company's shares.

5. The Board of Directors must report to the General Shareholders Meeting on its operations, particularly supervising the General Executive Manager and other management officers in the fiscal year. In case the Board of Directors fails to submit the report to the General Shareholders' Meeting, the annual financial statements of the Company will be considered invalid, and not yet approved by the Board of Directors.

6. Unless otherwise stipulated by law and the Articles of Association, the Board of Directors may delegate authority to subordinate staff and management officers to act on behalf of the Company

7. Members of the Board of Directors (excluding the authorized representative acting as substitutes) are entitled to receive the remuneration for their work as a members of the Board of Directors. The total amount of remuneration for the Board of Directors will be determined by the General Shareholders Meeting. This remuneration will be distributed among the Board members as agreed upon within the Board, or equally if no agreement can be reached.

8. The total amount of remuneration of the members of the Board of Directors (and the remuneration of each member) must be specified in the annual report of the Company.

9. The members of the Board of Directors holding the executive positions (include the President of Vice-president) or the Board members working on the subcommittees of the Board of Directors, or performing other works beyond the normal duties of the Board members as per the Board of Directors' opinion, shall receive an additional remuneration as an amount of wage of each time, salaries, bonuses, percentage of interest or other methods under the Board of Directors' decisions.

10. Members of the Board of Directors are entitled to reimbursement for all travel, meal, accommodation, and other reasonable expenses incurred while fulfilling their responsibilities as Board members, including costs incurred in attending Board meetings, subcommittee meetings, or the General Shareholders Meeting

Article 25: The Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the

Board of Directors from among its members. The Chairman of the Board of Directors cannot concurrently hold the position of General Executive Manager.

2. The Chairman of the Board of Directors has the following rights and obligations:

- a. Create the program, operational plan of the Board of Directors;
- b. Organize, assign the duties to members for implementation, the authority of the Board of Directors under the provisions of the company's charter and the Law on Enterprises.
- c. Prepare the program, content, and materials for the meeting; convene and preside over the Board of Directors' meeting.
- d. Organize the approval of the Board of Directors' resolutions.
- e. Supervise the process of organizing, implementing of the Board of Directors' Resolutions
- f. Preside over the General Shareholders' Meeting
- g. On behalf of the Board of Directors, sign documents and handle all matters within the rights and responsibilities of the Board of Directors
- h. On behalf of the Board of Directors, sign and submit the reports of the Board of Directors to the General Shareholders' Meeting
- i. On behalf of the Board of Directors, sign the decision on appointment, dismissal, and removal of the following titles: the Executive General Manager, Deputy Executive General Manager, Chief Accountant, and other executive positions (if any)
- k. Implement other rights and duties as assigned by the Board of Directors in accordance with the provisions of the law and the Company's Charter.
- m. In case the Chairman of the BOD is absent or unable to fulfil their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized representative or if the Chairman of the Board of Directors dies, goes missing, is detained, imprisoned, undergoing administrative sanctions at a compulsory rehabilitation center, a compulsory educational facility, is fleeing from residence, is restricted or loses civil capacity, experiences difficulties in awareness or controlling actions, is prohibited by the Court from holding office, practicing a profession, or performing certain tasks, the remaining members shall elect a new Chairman from among themselves based on the majority approval of the remaining members, until a new decision is made by the Board of Directors

3. The Chairman of the Board of Directors must be responsible for ensuring the Board of Directors submits the annual financial report, the company's activity report, the audit report, and the Board of Directors' inspection report to the shareholders at the General Shareholders Meeting.

4. In case there is a resignation or dismissal, removal letter of Chairman of the Board of Directors, the new Chairman must be elected within [10 days] from the date of receiving the the resigned or dismissal, removal letter.

Article 26: Meetings of the Board of Directors

1. In the event of the Board of Directors elects the Chairman, the first meeting of the Board of Directors' term for electing the Chairman and making other decisions under the jurisdiction must be conducted within seven working days, from the date of conclusion of the election of the Board of Directors for that term. This meeting is convened by the members with the highest number of votes. In case there is more than one member having the highest number of votes and an equal number of votes, the members, having voted by majority, shall appoint one of them to convene a meeting of the Board of Directors.

2. Regular meetings: The Chairman of the Board of Directors must convene the Board meetings, prepare the agenda, and set the time and place of the meeting at least seven days before the scheduled meeting date. The Chairman may convene a meeting whenever deemed necessary, but at least one meeting must be held each quarter. In the event that there is an insufficient number of members to attend the meeting as required, a second meeting must be convened within seven (07) days from the date of the first scheduled meeting. The second meeting will proceed if more than half (1/2) of the Board members attend.

3. Extraordinary meetings: The Chairman must convene the Board meetings without delay unless there is a valid reason, if any of the following parties requests in writing to present the purpose of the meeting and the issues to be discussed:

- a. The Chief Executive Officer or at least five management officers.
- b. Two members of the Board of Directors.
- c. The Chairman of the Board of Directors.
- d. The majority of the Supervisory Board members.

4. The Board meetings specified in Clause 3 of this Article must be held within fifteen days after the meeting request is made. In the event that the Chairman of the Board of Directors refuses to convene the meeting as requested, the Chairman shall be held responsible for any damages caused to the company. The parties requesting the meeting mentioned in Clause 3 of this Article may, on their own, convene a Board of Directors meeting

5. In the event of a request from the independent auditor, the Chairman of the Board of Directors must convene a Board meeting to discuss the audit report and the company's situation.

6. Meeting location. The Board meetings shall be held at the registration address of the Company or other addresses in Vietnam or abroad under the decisions of the Chairman of

the Board of Directors and with the approval of the Board of Directors.

7. Notification and meeting agenda. The notice of the Board meeting must be sent to Board members at least five days before the meeting is held, the Board members may reject the meeting notice in writing and this rejection may have retroactive effect. The notice of the Board meeting must be made in writing in Vietnamese and must include the complete agenda, time, and location of the meeting, along with the necessary documents regarding the issues to be discussed and voted on at the meeting, as well as the voting ballots for members of the Board who are unable to attend

The meeting notice must be sent by mail, fax, email, or other means, but it must ensure delivery to the registered address of each Board member at the company

8. The minimum number of members required to attend. The Board meetings can only be conducted and approved the decisions when at least three-fourths of the attending members are present.

9. Vote

a. Except for the provision in point b of this clause, each member of the Board of Directors shall have one vote;

b. The Board members are not entitled to vote on the contracts, transactions or proposals in which the member or their related parties have an interest that conflicts or may conflict with the interests of the Company. A member of the Board shall not be counted to the minimum required number of delegates present to hold the Board meeting for the decisions on matters in which the member is not entitled to vote;

c. Under the provision in Clause b this Article, when matters arise during the Board meeting related to the interests rates of the Board members or related to the voting right of a member without voluntarily waiving the voting right of the Board member, these arising matters shall be transferred to the Chairman of the meeting and the ruling of the Chairman regarding all other Board members shall be considered the final decision, except in cases where the nature or scope of the Board member's related interest has not been properly disclosed

d. A Board member who benefits from a contract specified in point a, Clause 4, Article 32 and point b, Clause 4, Article 32 of this Charter shall be considered to have a significant interest in that contract.

10. Disclosure of interests. A Board member who directly or indirectly benefits from a contract or transaction that has been signed or is being considered for signing with the Company, and is aware of their interest in it, must disclose the nature and content of that interest at the meeting where the Board first considers the signing of the contract or transaction. Alternatively, the member may disclose this at the first Board meeting held after the member becomes aware of their interest or potential interest in the related transaction or contract.

11. Majority voting: The Board of Directors approves resolutions and makes decisions based on the approval of the majority of the members present (more than 50%). In the event that the votes for and against are equal, the Chairman's vote shall be the deciding vote.

12. Meeting on the phone or other forms. The Board of Directors meeting can be held in the form of an agenda among the Board members when all or some of the members are at different locations, provided that each member participating in the meeting can:

- a. Listen to each Board member taking turns to speak during the meeting;
- b. If they wish, the person can speak to all other participating members simultaneously.

The communication among members shall be conducted directly via phone call or other communication methods (including using these methods at the time of approval of the Charter or later) or by combining all these forms. Under this Charter, the Board members participating in this type of meeting shall be considered as "present" at the meeting. The location of the meeting organized under this regulation is the location where the largest group of Board members gathers, or if no such group exists, it is the location where the Chairperson of the meeting is present.

The decisions approved in the phone meeting, held and conducted legitimately, shall be effective once the meeting concludes, provided that the signatures of the Board members participating in this meeting are determined.

13. Written resolutions. The written resolution must have the signatures of all the following Board members:

- a. The voting members on the resolutions the Board of Directors meeting;
- b. The number of attending members is not lower than the minimum required number of members as stipulated to conduct the Board of Directors meeting.

This resolution becomes effective and valid as the resolution is approved by the Board of Directors in the meeting convened and held according to custom. The resolution shall be approved by using multiple duplicates of the same document if each duplicate contains at least one signature of a member.

14. Minutes of the Board of Directors meeting. The Chairman of the Board of Directors is responsible for distributing the minutes of the meeting to the members, and these minutes will be considered valid evidence of the proceedings during the meetings unless there is an objection to the content of the minutes within ten days from the date of distribution. The minutes of the Board of Directors meeting are written in Vietnamese and must be signed by all the Board members who attended the meeting.

15. Subcommittees of the Board of Directors. The Board of Directors shall establish and authorize actions for the subcommittees. The members of the subcommittees may

consist of one or multiple members of the Board of Directors and one or multiple external members under the decisions of the Board of Directors. In the process of exercising the delegated authority, the subcommittees must comply with the regulations set forth by the Board of Directors. These regulations may be adjusted and allowed for the inclusion of individuals who are not members of the Board of Directors into the aforementioned subcommittees and grant them voting rights as members of the subcommittee, but (a) the number of external members must be less than half of the total members of the subcommittee, and (b) the resolutions of the subcommittees will only be valid if a majority of the members attending and voting at the subcommittee meeting are members of the Board of Directors.

16. Legal validity of actions. Actions taken to implement decisions of the Board of Directors, or its subcommittees, or by individuals with membership in the Board of Directors' subcommittees, shall be considered legally valid even in cases where the election or appointment of members to the subcommittee or the Board of Directors may contain errors.

VIII. CHIEF EXECUTIVE MANAGER, OTHER MANAGEMENT OFFICERS AND COMPANY SECRETARY

Article 27: Organizational structure of management

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and operates under the leadership of the Board of Directors. The company has one (01) Chief Executive Manager, Deputy CEOs, a Chief Accountant, and other positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be carried out through a legally approved resolution of the Board of Directors.

Article 28: Management officers

1. Upon the proposal of the General Executive Manager and with the approval of the Board of Directors, the company may employ the necessary number and types of management officers as deemed appropriate, in accordance with the company's structure and management practices set by the Board of Directors at any given time. Management officers must demonstrate the necessary diligence to ensure that the company's operations and organization achieve the established objectives.

2. The salary, remuneration, benefits, and other terms in the employment contract for the General Executive Manager shall be decided by the Board of Directors, while contracts with other management officers shall be determined by the Board of Directors after consulting with the General Executive Manager.

Article 29: Appointment, dismissal, duties, and powers of the General Executive Manager

1. Appointment: the Board of Directors shall appoint a Board member or more Board members as a General Executive Manager and sign the contract specifying the salary, remuneration, benefits and other terms related to the recruitment. The information regarding salary, allowance, and benefits of the General Executive Manager as decided by the BOD shall be included in the annual financial statement of the company.

2. Tenure: The General Executive Manager is not the Chairman of the Board of Directors. The tenure of the General Executive Manager is 5 years unless the Board of Directors stipulates otherwise and may be reappointed. The appointment may expire according to the provisions in the labor contract. The General Executive Manager is not allowed to hold this position if prohibited by law. That is, minors, individuals who lack of capacity for civil acts, individuals who have been convicted of a criminal offense, individuals currently serving a prison sentence, members of the armed forces, civil servants, and individuals who have been judged to have caused the company they previously managed to go bankrupt.

3. Rights and duties: The General Executive Manager has the following authority and responsibilities:

a. Implement the resolutions of the Board of Directors and the General Shareholders' Meeting, the production and business plans, and the investment plans of the company approved by the Board of Directors and the General Shareholders' Meeting.

b. Decide on all matters that do not require a resolution from the Board of Directors, including signing financial and commercial contracts on behalf of the company, organizing and managing the company's daily production and business activities in accordance with best management practices that benefit the company.

c. The recommendation regarding the number and the type of management officers that the company needs to hire so that the Board of Directors appoints or dismiss as necessary, in order to apply the activities and the effective management structures as proposed by the Board of Directors, and to advise the Board of Directors on the salary, remuneration, benefits and other term of the labor contract of management officer.

d. The General Executive Manager has the authority to appoint, dismiss other management titles, includes: The department directors; heads and deputy heads of the functional departments of the company and its subsidiaries.

e. Consult the Board of Directors to decide on the number of employees, salary, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts.

f. At the latest by November 30th of each year, the General Executive Manager must submit the Board of Directors to approve the detailed business plan for the next fiscal year based on meeting the requirements of the appropriate budget as well as the five-year

financial plan.

g. Implement the annual business plan of the General Shareholders' Meeting and the Board of Directors.

h. Propose measures on enhancing the operations and management of the Company.

i. Prepare the company's long-term, annual, and monthly budget estimate (hereinafter referred to as the budget) to support the company's long-term, annual, and monthly management activities according to the business plan. The annual budget estimate (which includes the balance sheet, report on production and business activities and the projected cash flow statement) for each fiscal year must be submitted for the approval of the Board of Directors and include the information as stipulated in the Company's charter.

j. Implement all activities under the provisions of this Charter and regulations of the Company, the resolutions of the Board of Directors, the employment contract of the CEO, and the law.

4. Report to the Board of Directors and shareholders. The General Executive Manager is responsible to the Board of Directors and the General Shareholders Meeting for the performance of the duties and rights assigned and must report to these departments when requested.

5. Dismissal: The Board of Directors may dismiss the General Executive Manager when at least two-thirds of the members of the Board of Directors vote in favor (in this case, the General Executive Manager's vote is not counted) and appoint a new General Executive Manager to replace the dismissed one. The dismissed General Executive Manager has the right to oppose this dismissal at the next General Meeting of Shareholders

Article 30: Corporate governance officer:

1. The Board of Directors shall appoint at least one (1) person as a corporate governance officer to support the effective conduct of corporate governance activities. The tenure of the corporate governance officer decided by the Board of Directors is a maximum of five (5) years.

2. The corporate governance officer must meet the following standards:

a. Knowledge of the law

b. Not simultaneously work for the independent auditing firm that is conducting the audit of the Company's financial statements;

c. Other standards as required by law, this Charter, and the decisions of the Board of Directors.

3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, but in accordance with applicable labor laws. The Board of Directors may

appoint an Assistant to the Corporate Governance Officer as needed.

4. The Corporate Governance Officer has the following rights and responsibilities:

a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the Company and its shareholders;

b. Prepare for the meeting of the Board of Directors, the Supervisory Board and the General Shareholders' Meeting according to the request of the the Board of Directors or the Supervisory Board;

c. Advise on the procedures of the meetings;

d. Attend the meetings;

e. Advise on the procedures for drafting the resolutions of the Board of Directors in accordance with legal regulations;

f. Provide financial information, copies of the Board of Directors meeting minutes, and other relevant information to the members of the Board of Directors and the Inspectors;

g. Monitor and report to the Board of Directors on the company's information disclosure activities.

h. Maintain confidentiality of information in accordance with legal regulations and the company's charter;

i. Other rights and responsibilities as prescribed by law and the company's charter.

IX. RESPONSIBILITIES OF THE BOARD OF DIRECTORS MEMBERS, THE GENERAL EXECUTIVE MANAGER, AND THE MANAGEMENT OFFICERS

Article 31: The duty of care of the Board of Directors members, the general executive manager, and the management officers

Authorized members of the Board of Directors, the general executive manager, and management officers are responsible for performing their duties, including those as members of the subcommittees of the Board of Directors, honestly and in a manner believed to be in the best interests of the Company, with the degree of care that a prudent person would normally exercise in a similar position and under similar circumstances.

Article 32: Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, the general executive manager and management officers are not allowed to use business opportunities that could benefit the Company for personal gain; nor are they allowed to use information obtained through their positions for personal advantage or to serve the interests of other organizations or individuals

2. Members of the Board of Directors, the Director or the general executive manager, and management officers are obligated to inform the Board of Directors of any interests

that may conflict with the interests of the Company, which they may benefit from through economic entities, transactions, or other individuals. These individuals may only use such opportunities when the members of the Board of Directors, who have no related interest, have decided not to pursue the matter.

3. The Company is not allowed to grant loans, guarantees, or credit to members of the Board of Directors, the general executive manager, management officers, their families, or legal entities in which these individuals have financial interests unless decided otherwise by the General Meeting of Shareholders.

4. The contracts or transactions between the Company and one or multiple members of the Board of Directors, the management officer, or the people related to them or the company, partners, associations, or organizations in which one or many members of the Board of Directors, the management officer or their associates are members, or have a financial interest, shall not be deactivated due to the aforementioned relationships, or the member of the Board of Directors or management officer is present or participates in the meeting related to, or in the Board of Directors or its subcommittee that approves the execution of the contract or transaction, or because their votes are also counted when voting on that matter, if:

a. For contracts valued at under 35% of total asset value in the most recent financial statements, the key factors of the contracts or transactions, as well as the relationships and the interests of the management officers or the Board of Directors members, have been reported to the Board of Directors or related subcommittees. At the same time, the Board of Directors or the subcommittee allows to the execution of the contracts or transactions in an honest manner by the majority vote in favor of the Board of Directors members who have not had the related interests; or

b. For contracts with a value greater than 35% of the total asset value as stated in the most recent financial statements, the key factors of the contract or transaction, as well as the relationships and interests of management officers or Board of Directors members, must be disclosed to shareholders who have no related interests and who have the right to vote on the matter. These shareholders must then vote in favor of the contract or transaction.

c. The contract or transaction advised by the independent organizations deems fair and reasonable in all aspects concerning the company's shareholders at the time of the execution, approval or endorsement of this contract or transaction authorized by the Board of Directors, a subcommittee of the Board of Directors, or the shareholders.

Members of the Board of Directors, the general executive manager, management officers, or their associates are not allowed to buy, sell, or engage in any other form of transaction involving the company's or its subsidiaries' shares at a time when they possess information that is likely to affect the price of those shares, and other shareholders are not

aware of this information.

Article 33: Liability for damages and indemnification

1. Liability for damages. Members of the Board of Directors, the general executive manager, and management officers who violate the obligations of honest actions, fail to fulfill their duties with due care, diligence, and professional competence shall be responsible for the damages caused by their own act of violations.

2. Indemnification.

The Company will indemnify those who have been, are, or may become a party involved in complaints, lawsuits, or prosecutions that have been, are being, or may be initiated, regardless of whether these are civil or administrative cases (except for lawsuits filed or initiated by the Company). If those used to be, or are the Board of Directors members, management officers, employees or the authorized representative of the Company (or subsidiary of the Company), or those used to do, or are doing under the request of the Company (or subsidiary of the Company) as a member of the Board of Directors, management officers, employees or the authorized representative of the Company, partners, joint ventures, trusts, or other legal entities. The reimbursed expenses include: costs incurred (including attorney fees), judgment costs, fines, and amounts payable arising in practice or considered reasonable when resolving these matters within the limits of the law, provided that the individual acted honestly, with care, diligence, and professional competence in a manner they believed to be in the best interests or not against the highest interests of the Company, in compliance with the law, and there is no finding or confirmation that the individual has violated their responsibilities. The Company has the right to purchase insurance for these individuals to cover the above-mentioned liabilities.

X. THE SUPERVISORY BOARD

Article 34: Members of the Supervisory Board

1. The number of members of the Supervisory Board of Ba Ria – Vung Tau House Developemnt JSC is (3) members. The Supervisors elect one of their members as the Head of the Supervisory Board by a majority vote. The rights and responsibilities of the Head of the Supervisory Board are stipulated by the company's charter. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the company's business activities. The Head of the Supervisory Board has the following rights and responsibilities:

- a. Convene meetings of the Supervisory Board and operate in the capacity of Head

of the Supervisory Board;

b. Request the Board of Directors, the Director (the General Executive Manager), and other management officers to provide relevant information to report to the members of the Supervisory Board.

c. Prepare and sign the report of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

2. Shareholders or a group of shareholders owning 10% or more of the total common shares have the right to nominate individuals to the Supervisory Board. Nominations to the Supervisory Board shall be made in accordance with the provisions of Clause 5, Article 115 of the Law on Enterprises;

3. Supervisors must meet the following standards and conditions:

a. Having full civil act capacity and not fall under the categories prohibited from establishing and managing a business according to the provisions of the Law on Enterprises;

b. Not be the spouse, biological or adoptive father, biological or adoptive mother, biological or adoptive child, or sibling of a member of the Board of Directors, the Director or the General Executive Manager, or other management officers;

c. Not hold any management positions within the company; is not required to be a shareholder or employee of the company, unless the company's charter stipulates otherwise.

d. Other standards and conditions as prescribed by relevant laws and the company's charter.

4. Members of the Supervisory Board are elected by the General Meeting of Shareholders, and the term of the Supervisory Board is no longer than five (05) years; members of the Supervisory Board may be re-elected for an unlimited number of terms

5. Members of the Supervisory Board lose their membership in the following cases:

a. The member is prohibited by law from being a member of the Supervisory Board and holding management positions.

b. The member resigns by submitting a written notice sent to the Company's headquarters.

c. The member suffers from a mental disorder, and other members of the Supervisory Board have professional evidence proving that the individual no longer has civil act capacity.

d. The member is continuously absent from the Supervisory Board meetings for a period of six consecutive months, and during this time, the Supervisory Board has not allowed the member's absence and has decided that the position is vacant.

e. The member is dismissed from the Supervisory Board by a decision of the General Meeting of Shareholders.

Article 35: The Supervisory Board

1. The company must have a Supervisory Board, and the Supervisory Board will have the powers and responsibilities as stipulated in Article 170 of the Law on Enterprises, the company's charter, and the regulations on the operation of the Supervisory Board, primarily including the following powers and responsibilities:

a. Propose the selection of an independent audit firm, the audit fee, and any issues related to the withdrawal or dismissal of the independent audit firm.

b. Discuss with the independent auditor the nature and scope of the audit before the audit begins.

c. Seek independent professional advice or legal counsel and ensure the involvement of external experts with appropriate experience and expertise for the company's tasks if deemed necessary.

d. Review the annual, semi-annual, and quarterly financial statements before submitting them to the Board of Directors

e. Discuss any difficulties and issues identified from the mid-term and final audit results, as well as any matters the independent auditor wishes to discuss in order to reach a conclusion.

f. Review the management letter from the independent auditor and the feedback from the company's management.

g. Review the company's report on internal control systems before the Board of Directors approves it and submits it for approval by the General Meeting of Shareholders.

h. Review the results of internal investigations and the feedback from the management team.

2. Members of the Board of Directors, the General Executive Manager, or other management officers must provide all information and documents related to the Company's activities under the Supervisory Board request. The secretary of the Company must ensure that all duplicates of the financial information, other information provided to the members of the Board of Directors and duplicates of the Board of Directors meeting minutes are provided to the Supervisory Board's members at the same time as they are provided to the Board of Directors.

3. After consulting with the Board of Directors, the Supervisory Board may issue regulations on the meetings and operations of the Supervisory Board. The Supervisory Board must meet at least twice a year, and the minimum number of members attending the meetings must be two (2).

4. The total remuneration for the members of the Supervisory Board will be approved by the Board of Directors based on the decision of the annual general shareholders' meeting. Members of the Supervisory Board will also be reimbursed for reasonable

travel, hotel, and other expenses incurred when they attend Supervisory Board meetings or participate in activities related to the Company's business.

XI. RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS

Article 36: Right to investigate the books and records

1. Shareholders or groups of shareholders mentioned in Clause 3, Article 11 of this Charter have the right, directly or through a lawyer or authorized representative, to submit a written request to inspect during working hours and at the company's main business location in shareholder list, the minutes of the General Meeting of Shareholders, and to obtain copies or extracts of those records. The inspection request made by the lawyer or other authorized representative of the shareholder must be accompanied by the shareholder's authorization letter or a notarized copy of this authorization letter.

2. Members of the Board of Directors, members of the Supervisory Board, the General Executive Manager, 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 roles, provided that this information is kept confidential.

3. The Company must keep this Charter and any amendments or supplements to the Charter, the business registration certificate, the regulations, documents proving ownership of assets, minutes of the General Meeting of Shareholders and Board of Directors meetings, reports from the Supervisory Board, annual financial statements, accounting books, and any other documents required by law at its headquarters or another location, provided that shareholders and the business registration authority are notified of the location where these documents are kept.

4. Shareholders have the right to receive a free copy of the Company's Charter. In case the company has its own website, the Charter must be published on that website.

XII. EMPLOYEES AND TRADE UNIONS

Article 37: Employees and trade union

The General Executive Manager must prepare the plan regarding the recruitment, labor, resignation by force, salary, social insurance, benefits, rewards or disciplinary action for of management officers and employees as well as the Company's relationships with recognized trade union organizations shall be governed by the standards, practices, and best management policies, as well as the practices and policies set forth in these Articles, the Company's regulations, and applicable laws and regulations.

XIII. PROFIT DISTRIBUTION

Article 38: Dividend

1. According to the decision of the General Meeting of Shareholders and in accordance

with the law, dividends will be declared and paid from the Company's retained earnings but shall not exceed the amount proposed by the Board of Directors after consulting the shareholders at the General Meeting of Shareholders.

2. According to the provisions of the Enterprise Law, the Board of Directors may decide to pay mid-term dividends if it deems that such payment is in line with the company's profitability.

3. The company does not pay interest on dividend payments or any payments related to a type of share

4. The Board of Directors may require the General Shareholders' Meeting to approve the full or partial dividend payment, through specific assets (as shares or bonds fully paid by the issuance organization) and the Board of Directors is the body responsible for implementing this resolution.

5. In case the dividend or other amounts related to a type of share paid by cash, the Company shall pay in Vietnam Dong and by check or payment orders will be sent via postal mail to the address registered by the beneficiary shareholder, and in case of any risks arising (from the address registered by the shareholder), the shareholder shall bear the responsibility. Additionally, dividend payments or other amounts paid in cash related to a type of share may be paid by bank transfer if the Company has detailed information about the shareholder's bank to allow the Company to make a direct transfer to the shareholder's bank account. If the Company has transferred the amount according to the bank details provided by the shareholder and the shareholder does not receive the money, the Company shall not be held responsible for the amount transferred to the beneficiary shareholder. Dividend payments for shares listed on the Stock Exchange/Stock Trading Center will be made through a securities company or the Central Securities Depository.

6. With the approval of the General Shareholders' Meeting, the Board of Directors may decide and announce that common shareholders will receive dividends in the form of additional common shares instead of cash dividends. The additional shares issued as dividends will be recorded as fully paid shares based on the value of the dividend shares, which must be equivalent to the amount of cash dividends.

7. Based on the Enterprise Law, the Board of Directors may approve the resolutions to set a specific day as the cut-off date for the Company's business activities. Based on that day, those who are registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, shares, notifications, or other documents. The cut-off date shall be the same date or time prior to the execution of the benefits. This shall not affect the rights of the parties involved in the transaction of share or related securities transfer.

Article 39: Other issues related to profit distribution

(Other issues related to profit distribution shall be carried out in accordance with the provisions of the law).

XIV. BANK ACCOUNTS, REVERSE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 40: Bank Accounts

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

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the legal regulations.

3. The Company will conduct all payments and accounting transactions through its Vietnamese dong or foreign currency accounts at the banks where the Company holds accounts.

Article 41: Supplementary Charter Capital Reserve Fund

Yearly, the Company shall deduct from its profit after-tax for the supplement charter capital reverse fund under provisions of the law. The amount of this deduction shall not exceed 5% of the after-tax profit of the Company and will continue until the reverse funds reach 10% of the charter capital of the Company.

Article 42: Fiscal year

The fiscal year of the Company begins on the first day of January each year and ends on December 31 of the same year. "The first fiscal year begins from the date of issuance of the Business Registration Certificate (or the Business License for industries with conditional business requirements) and ends on the 31st day of December following the issuance of the Business Registration Certificate (or Business License)

Article 43: Accounting system

1. The Company's accounting system used is the Vietnam Accounting System (VAS) or another accounting system approved by the Ministry of Finance.

2. The Company creates accounting records in Vietnamese. The Company will retain accounting documents according to the types of business activities as the Company engages in. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses the Vietnamese Dong as the currency unit for accounting purposes

XV. ANNUAL REPORT, DISCLOSURE RESPONSIBILITIES, PUBLIC ANNOUNCEMENTS

Article 44: The annual, semi-annual, and quarterly reports

1. The Company must make the annual financial statements under the provisions of the

law as well as the resolutions of State Securities Commission and the statements must be audited as stipulated in Article 45 of this Charter, and within 90 days from the ending date of the each fiscal year, submit the financial statement of that year approved by the General Shareholders' Meeting to competent tax authority, State Securities Commission, Stock Exchange/Stock Trading Center and the Business Registration Authority.

2. The annual financial statements must include the report on the production business result, which accurately and objectively reflects the company's profit and loss for the fiscal year, and the balance sheet, which accurately and objectively reflects the company's operations as of the report date, the cash flow statement, and the notes to the financial statements. In the case where the company is a parent company, in addition to the annual financial statements, it must include a consolidated balance sheet that reflects the financial position of the company and its subsidiaries at the end of each fiscal year.

3. The Company must make the semi-annual and quarterly reports under the provisions of State Securities Commission and submit to State Securities Commission, Stock Exchange/Stock Trading Center.

4. A summary of the audited annual financial statements must be sent to all shareholders and published in the local daily newspaper and a central economic newspaper for three consecutive issues. In the case that the company has its own website, the audited financial reports, quarterly reports, and semi-annual reports must be published on the company's website.

5. Organizations and individuals concerned have the right to inspect or make copies of the audited annual financial statements, semi-annual, and quarterly reports during the working hours of the Company, at the Company's headquarters, and must pay a reasonable fee for copying.

Article 45: Disclosure of information and public announcements

The annual financial reports and other supporting documents must be publicly disclosed in accordance with the regulations of the State Securities Commission and submitted to the relevant tax authorities and business registration authorities in accordance with the provisions of the Enterprise Law.

XVI. AUDIT OF THE COMPANY

Article 46: Audit

1. At the Annual General Shareholders Meeting, the appointment of an independent audited firm that operates lawfully in Vietnam and is approved by State Securities Commission audit for listed companies approved by State Securities Commission to conduct the audited activities for listed companies for the upcoming fiscal year based on the terms and conditions discussed with the Board of Directors. approved by the State Securities Commission. (For the first fiscal year, the Board of Directors shall appoint an

audited firm to conduct the auditing activities of the company after the issuance of the Business registration certificates)

2. The Company must prepare and submit the annual financial statement to the independent audited firm after the fiscal year ends.

3. The independent audited firm inspects, verifies, and reports on the annual financial statements, detailing the Company's income and expenses, prepares the audit report, and presents it to the Board of Directors within two months from the end of the fiscal year. The auditors of the independent audit firm performing the audit for the Company must be approved by the State Securities Commission.

4. A copy of the audit report must be submitted along with each of the Company's annual financial statements.

5. The Auditors auditing the Company shall be allowed to attend the General Shareholders' Meeting and to receive the notice and other information related to the General Shareholders' Meeting that the shareholders are entitled to receive and provide the opinions on the audited matters during the General Meeting.

XVII. COMPANY SEAL

Article 47: Seal

1. The Board of Directors will decide on the official seal of the Company, and the seal will be engraved in accordance with the provisions of the law.

2. The Board of Directors and the General Executive Manager shall use and manage the seal in accordance with the current legal regulations.

XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 48: Termination of operations

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

a. The court declares the Company bankrupt in accordance with the current legal regulations.

b. The Company is dissolved ahead of schedule by the decision of the General Shareholders' Meeting.

c. Other cases under the law.

d. The dissolution of the Company ahead of schedule is decided by the General Shareholders' Meeting and carried out by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations

Article 49: In case of a deadlock between the members of the Board of Directors and the shareholders

Unless this Charter has otherwise regulations, shareholders hold half of the outstanding

shares and are entitled to vote in the election of the Board of Directors members, to file a petition with the court requesting dissolution based on one or more of the following rules:

1. The members of the Board of Directors fail to reach an agreement in managing the Company's affairs, resulting in the inability to obtain the required number of votes for the Board of Directors to function.

2. The shareholders fail to reach an agreement, thus being unable to obtain the required number of votes to elect members of the Board of Directors.

3. There is internal disagreement and division between two or more factions of shareholders, making dissolution the most beneficial option for all shareholders.

Article 50: Liquidation

1. After the dissolution decision of the Company, the Board of Directors must establish a Liquidation Committee consisting of (3) members. Two members will be appointed by the General Shareholders' Meeting, and one member will be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee will prepare its operating regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related expenses will be prioritized for payment by the Company before any other debts.

2. The Liquidation Committee is responsible for reporting to the business registration authority regarding the establishment date and the commencement of its activities. From that point onward, the Liquidation Committee will represent the Company in all matters related to the liquidation of the Company before the Court and administrative authorities.

3. The proceeds from the liquidation will be paid in the following order:

- a. Liquidation costs;
- b. Salaries and insurance expenses for employees;
- c. Taxes and other tax-related payments the Company owes to the State;
- d. Loans (if any);
- e. Other debts of the Company.
- f. The remaining balance after all debts from items (a) to (e) above have been settled will be distributed to the shareholders. Preference shares will be paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 51: The internal dispute resolution

1. In the event of any dispute or complaint related to the Company's activities or the rights of shareholders arising from this Charter or any rights or obligations under the Law on Enterprises or other laws, or administrative regulations, between the Company and its partners:

- a. Shareholders with the Company or the Company with its partners.
- b. Shareholders with the Board of Directors, the Supervisory Board, the Chief

Executive Officer, or senior management.

The related parties shall attempt to resolve the dispute through negotiations and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present practical elements related to the dispute within 30 working days from the disputes arising. In case the disputes involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Directors to appoint an independent expert to act as an arbiter for resolving the disputes.

2. In the event that a conciliatory decision is not reached within six (6) weeks from the start of the conciliation process, or if the decision of the mediator is not accepted by the parties, either party may refer the dispute to Economic Arbitration or the Economic Court.

3. Each party shall bear its costs related to the negotiation and conciliation procedures. Court costs will be determined by the Court, which will decide which party is responsible for them.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 52: Amendment and supplementation of the Charter

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

2. In the event that there are legal provisions related to the Company's activities that are not addressed in the Charter, or if there are new legal provisions that differ from the terms in the Charter, such legal provisions shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 53: Effective Date

1. This Charter consists of 21 chapters and 53 articles, approved by the General Shareholders' Meeting of Ba Ria-Vung Tau House Development Joint Stock Company on April 13, 2008, at the Du Lich Hall, and the full text of this Charter was agreed. It was amended for the fifteenth time according to the resolution of the General Shareholders' Meeting of the Company on May 26th, 2025, at the hall of Ba Ria-Vung Tau House Development Joint Stock Company, 36 Nguyen Thai Hoc, Ward 7, Vung Tau City, Ba Ria-Vung Tau Province.

2. The Charter is made in five copies, all of which are equally valid, of which:



- a. 01 copy registered with the business registration authority (Department of Planning and Investment) of Ba Ria-Vung Tau Province.
 - b. 04 copies stored at the Company's office
3. This Charter is the sole and official document of Ba Ria-Vung Tau House Development Joint Stock Company.
4. Any copies or extracts of the Company's Charter must be signed by the Chairman of the Board of Directors or at least half of the total number of Board members to be valid.

Signature of the legal representative of the Company 

CHAIRMAN OF THE BOARD OF DIRECTORS



Doan Huu Thuan