

PROPOSAL
Regarding the amendment of the Company Charter

To: General Meeting of Shareholders of Vnsteel - Thu Duc Steel JSC;

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Decree No. 245/2025/NĐ - CP dated September 11, 2025, of the Government detailing the implementation of several articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding several articles on corporate governance applied to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;
- Pursuant to the Charter of Vnsteel - Thu Duc Steel Joint Stock Company.

The Board of Directors of Vnsteel - Thu Duc Steel Joint Stock Company submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the following matters:

1. To consider and approve the amendment and supplementation of the Charter on Organization and Operation of Vnsteel - Thu Duc Steel Joint Stock Company to ensure compliance with current legal regulations (attached documents). This Charter is amended for the purpose of aligning with the newly stipulated contents of the Law on Enterprises, the Law on Securities, and other related documents; and simultaneously to standardize the regulations within the Company's internal documentation system;

2. To authorize the Legal Representative to implement the procedures and sign related documents to finalize the amendment, supplementation, and promulgation of the Charter on Organization and Operation of Vnsteel - Thu Duc Steel Joint Stock Company in accordance with regulations.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval ./

Recipients:

- As above;
- Archived: Office, BOD.

ON BEHALF OF THE BOARD OF DIRECTORS



Duong Minh Chinh

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness



CHARTER

VNSTEEL - Thu Duc Steel Joint Stock Company
(VNSTEEL - THU DUC STEEL JSC)

Ho Chi Minh City, Date 10 Month 04 Year 2026

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INTRODUCTION

This Charter was adopted in accordance with the Resolution of the General Meeting of Shareholders No. ... dated ... month ... Year 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

- a) *Charter capital* is the total par value of shares sold or subscribed upon the establishment of the joint stock company and as stipulated in Article 6 of this Charter;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters falling under the decision-making authority of the General Meeting of Shareholders;
- c) *The Law on Enterprises* refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements;
- d) *The Law on Securities* refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments and supplements;
- e) *Vietnam* is the Socialist Republic of Vietnam;
- f) *Establishment date* is the date the Company was issued the Enterprise Registration Certificate (Certificate of Business Registration and other equivalent valid documents) for the first time;
- g) *Enterprise executive* is the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors;
- h) *Enterprise manager* is the manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, and individuals holding other management positions appointed by the General Meeting of Shareholders or the Board of Directors;
- i) *Affiliated persons* are individuals or organizations as prescribed in Clause 46, Article 4 of the Law on Securities;
- j) *Shareholder* is an individual or organization owning at least one share of a joint stock company;
- k) *Founding shareholder* is a shareholder owning at least one ordinary share and having signed the list of founding shareholders of the joint stock company;
- l) *Major shareholders* are shareholders as prescribed in Clause 18, Article 4 of the Law on Securities;
- m) *Member of the Board of Supervisors* is a Supervisor;
- n) *Operating duration* is the duration of the Company's operation as stipulated in Article 2 of this Charter;

- o) *The Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries;
- p) *VSDC* is the Vietnam Securities Depository and Clearing Corporation;
- q) *Contact address* is the registered head office address for organizations; the permanent residential address or workplace or another address of an individual that that person registers with the enterprise to serve as a contact address;
- r) *Trade secret* refers to information regarding stock quantities, cost prices and profits, finance, and technological and business engineering solutions;
- s) *Business secret* refers to information obtained from financial and intellectual investment activities, which has not yet been disclosed and has the potential for use in business.

2. In this Charter, references to one or more regulations or other documents include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the Content and do not affect the content of this Charter.

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

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

1. Name of company

- Name of company in Vietnamese: CÔNG TY CỔ PHẦN THÉP THỦ ĐỨC - VNSTEEL

- Name of company in foreign language: VNSTEEL - THU DUC STEEL JOINT STOCK COMPANY

- Abbreviated name of company: THÉP THỦ ĐỨC - VNSTEEL

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

3. Address of head office of the Company:

- Address of head office: Km 9 Vo Nguyen Giap Road, Thu Duc Ward, Ho Chi Minh City

- Telephone: +84 (0)28 3896 9612 – +84 (0)28 3731 2466

- Fax: +84 (0)28 3731 0154

- E-mail: thepthuducvkc@vnn.vn

- Website: www.thepthuduc.com.vn

4. The Company may establish branches and representative offices within the business territory to implement the Company's operational objectives in accordance with the Decision of the Board of Directors and within the scope permitted by law.

5. Except for cases of Dissolution as stipulated in this Charter, the operating duration of the Company shall be indefinite from the date of establishment.

Article 3. Legal representative of the Company

1. The Company has one (01) legal representative who is the General Director.

2. The legal representative of the Company is an individual who represents the company in exercising rights and fulfilling obligations arising from the company's transactions, and represents the company in the capacity of plaintiff, defendant, or person with related interests and obligations before Arbitration or a Court. The responsibilities of the legal representative are carried out in accordance with Article 13 of the Law on Enterprises and other rights and obligations under the provisions of current laws.

3. The legal representative of the Company must reside in Vietnam; and must authorize another person in writing to exercise the rights and fulfill the obligations of the legal representative at the Company when leaving Vietnam.

4. In case the authorization expires and the legal representative of the Company has not returned to Vietnam and no further authorization has been provided, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative of the Company within the authorized scope until the legal representative of the Company returns to work, or until the Board of Directors decides to appoint another person as the legal representative of the Company.

5. In case of absence from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the duties of the legal representative of the Company, the Board of Directors shall appoint another person as the legal representative of the Company.

III. OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY

Article 4. Operational objectives of the Company

1. The principal business lines of the Company are:

Business line code	Business line name
2410 - Primary	Manufacture of iron, steel, and cast iron

	<i>Details: Manufacture of steel and steel products; raw materials, fuels, and metallic scraps for steel production; types of supplies, equipment, and spare parts for steel production, construction, transport, mechanics, and industry.</i>
4662	Wholesale of metals and metal ores <i>Details: Trading, importing, and exporting steel and steel products; raw materials, fuels, and metallic scraps for steel production; types of supplies, equipment, and spare parts for steel production, construction, transport, mechanics, and industry.</i>
2392	Manufacture of building materials from clay <i>Details: Manufacture of building materials (not operating at the headquarters).</i>
4663	Wholesale of other materials and installation equipment in construction <i>Details: Trading of construction materials.</i>
2011	Manufacture of basic chemicals <i>Details: Manufacture of oxygen, argon in gaseous and liquid forms.</i>
2012	Manufacture of fertilizers and nitrogen compounds <i>Details: Manufacture of nitrogen.</i>
4669	Other specialized wholesale not elsewhere classified <i>Details: Business of oxygen, nitrogen, and argon in gaseous and liquid forms;</i>
4659	Wholesale of other machinery, equipment, and spare parts <i>Details: Trading of equipment for gas production and usage.</i>
3320	Installation of industrial machinery and equipment <i>Details: Installation of systems for gas production and usage equipment.</i>
5229	Other support service activities related to transportation <i>Details: Logistics services and cargo transportation.</i>
6810	Real estate activities, land lease right belonging to the owner, user, or lessee <i>Details: Business of buildings, offices, and housing.</i>

5210	Warehousing and cargo storage. Details: Services for leasing warehouses and workshops.
4290	Construction of other civil engineering projects <i>Details: Construction of buildings, offices, and housing.</i>
5222	Support service activities directly related to waterway transport <i>Details: Business and operation of ports</i>

2. Operational objectives of the Company: The Company is established to carry out production and business activities with the aim of maximizing profits for the shareholders, creating stable employment for employees, contributing to the State Budget, and developing the Company on the basis of self-accumulation and reinvestment to make the Company increasingly robust. Through its operations, the Company contributes to providing high economic efficiency to society, improving working conditions, and enhancing the income and quality of life for the employees in the Company.

Article 5. Business scope and operations of the Company

The Company is permitted to conduct business activities according to the registered business lines stipulated in this Charter, to notify the Business Registration Authority of changes in registration information, and to publicly announce them on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Charter capital of the Company is 122,253,930,000 VND (One hundred and twenty-two billion, two hundred and fifty-three million, nine hundred and thirty thousand Vietnamese dong).

The total Charter capital of the Company is divided into 12,225,393 shares with a par value of 10,000 VND per share.

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

3. Shares of the Company on the date this Charter is approved are Ordinary shares. The rights and obligations of shareholders holding each type of share are stipulated in Article 12 and Article 13 of this Charter.

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

5. The Company officially operates in the form of a joint stock company under the Enterprise Registration Certificate No. 0305409326 issued by the Ho Chi Minh City Department of Finance for the first time on 29 December 2007. Pursuant to the provisions of the Law on Enterprises, as of now, the transfer restriction period for Ordinary shares of founding shareholders has expired. The Company currently has no founding shareholders.

6. Offering of shares

Offering of shares is the process of the company increasing the number of authorized shares and selling those shares during its operation to increase the Charter capital.

Share offering may be implemented in one of the following forms:

- a) Offering to existing shareholders.
- b) Public offering.
- c) Private placement of shares.
- d) Other forms as decided by the General Meeting of Shareholders.

Ordinary shares must be prioritized for offering to existing shareholders in proportion to their Percentage of ordinary share ownership in the Company, except where the General Meeting of Shareholders decides otherwise. The number of shares that shareholders do not register to purchase will be determined by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or provided otherwise by the law on securities.

7. The Company may purchase its own issued shares in the manners prescribed in this Charter and current laws.

8. The Company may issue other types of securities as prescribed by law.

Article 7. Share certificates

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

2. A share is a type of security certifying the legal rights and interests of the owner to a portion of the share capital of the issuing organization. Share certificates must contain full details as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Shareholders shall be issued share certificates within seven (07) days from the date VSDC notifies the receipt of a complete application for share ownership transfer as prescribed by law, or within two (02) months from the date of full payment for the share purchase according to the Company's share issuance plan (or another time limit as prescribed in the issuance terms). Shareholders are not required to pay the Company for the costs of printing share certificates.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon such shareholder's request. The shareholder's request must include the following details:

- a) Information about the share certificate that was lost, damaged, or destroyed in other forms;
- b) Commitment to take responsibility for any disputes arising from the re-issuance of new share certificates.

5. In case the Company cancels the registration of securities at VSDC, the Company shall re-issue share certificates to shareholders within thirty (30) days from the effective date of the cancellation of securities registration as notified by VSDC.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

Article 9. Share transfer

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

2. Shares that have not been fully paid for may not be transferred or entitled to related benefits such as the right to receive dividends, the right to receive bonus shares issued to increase share capital from equity, the right to subscribe for newly offered shares, and other rights as prescribed by law.

Article 10. Forfeiture of shares

1. In case a shareholder fails to pay in full and on time the amount required to purchase shares, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining amount and bear responsibility corresponding to the total par value of the subscribed shares for the Company's financial obligations arising from the failure to make full payment.

2. The aforementioned payment notice must specify the new payment deadline (at least seven (07) days from the date the notice is sent), the place of payment, and the notice must clearly state that if payment is not made as requested, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that are not paid for in full and on time in the event that the requests in the aforementioned notice are not complied with.

4. Forfeited shares are considered authorized shares as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of these shares under such conditions and in such manners as the Board of Directors deems appropriate.

5. A Shareholder holding forfeited shares must relinquish their status as a shareholder regarding those shares but shall remain liable corresponding to the total par value of the subscribed shares for the Company's financial obligations arising at the time of forfeiture, as per the Decision of the Board of Directors, from the date of forfeiture until the payment date. The Board of Directors has the full authority to decide on the compulsory payment of the total share value at the time of forfeiture.

6. The forfeiture notice shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains effective even in the event of errors or carelessness in the dispatch of the notice.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organizational, governance, and control structure

The organizational, governance, and control structure of the Company includes:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:
 - a) Attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the Company Charter and the law. Each ordinary share carries one vote;
 - b) Receive dividends at a rate decided by the General Meeting of Shareholders;
 - c) Priority in purchasing new shares corresponding to the Percentage of ownership of ordinary shares of each shareholder in the Company;
 - d) Freely transfer their shares to other persons, except for cases specified in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises and other relevant provisions of the law;
 - e) Review, search, and extract information on names and contact addresses in the list of shareholders with voting rights; request the correction of incorrect information about themselves. The provision of information shall follow the process specified in detail in the Regulations on Corporate Governance;

- f) Review, search, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders. The provision of information shall follow the process specified in detail in the Regulations on Corporate Governance;
- g) Upon dissolution or bankruptcy of the Company, be entitled to receive a portion of the remaining assets corresponding to the Percentage of share ownership in the Company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same type provides shareholders with equal rights, obligations, and benefits. In cases where the Company has various types of preference shares, the rights and obligations attached to those preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) Access full periodic and ad-hoc information disclosed by the Company as prescribed by law;
- k) Have their legitimate rights and interests protected; request the suspension or cancellation of Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- l) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning from 05% or more of total ordinary shares have the following rights:

- a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3 Article 115 and Article 140 of the Law on Enterprises;
- b) Review, search, and extract the minutes and Resolutions and Decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, excluding documents related to trade secrets and business secrets of the Company. The provision of information shall follow the process specified in detail in the Regulations on Corporate Governance;
- c) Request the Board of Supervisors to inspect specific issues related to the management and administration of the Company's activities when deemed necessary. The request must be in writing and must include the following content: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, Address of head office for institutional shareholders; the number of shares and time of share registration for each shareholder, total number of shares of the shareholder

group, and the Percentage of ownership in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

- d) Propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least five (05) working days before the opening date. The proposal must clearly state the shareholder's name, the quantity of each type of share held by the shareholder, and the matter proposed for inclusion in the agenda;
- e) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning from 10% or more of total ordinary shares or having the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting before the General Meeting of Shareholders commences;

b) Based on the number of Members of the Board of Directors and Members of the Board of Supervisors, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or several people, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors in accordance with the provisions of Article 25 and Article 37 of this Charter. In cases where the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders in accordance with the provisions of Article 25 and Article 37 of this Charter.

c) Other rights as prescribed by law.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. Pay for the subscribed shares in full and on time.
2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except in cases where shares are repurchased by the Company or another person. If a shareholder withdraws a part or all of their contributed share capital in contravention of the provisions in this Clause, that shareholder and the related interested parties within the Company must be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and damages incurred.

3. Comply with the Company Charter and the Regulations on Corporate Governance approved by the General Meeting of Shareholders.
4. Abide by the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep information provided by the Company confidential in accordance with the Company Charter and the law; only use the provided information to exercise and protect their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
 - a) Attend and vote/elect directly at the meeting;
 - b) Authorize other individuals or organizations to attend and vote/elect at the meeting;
 - c) Attend and vote/elect via online conference, electronic voting, or other electronic forms;
 - d) Send voting/election ballots to the meeting via mail, fax, or email.
7. Be personally liable when acting on behalf of the Company in any form to commit any of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for self-interest or the interest of other organizations or individuals;
 - c) Paying undue debts prior to financial risks to the Company.
8. Complete other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders holds its annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not later than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the chairperson attends and must be located within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of the law and the Company Charter, and

approve the audited annual financial statements. In cases where the audit report of the Company's annual financial statements contains material reservations, adverse opinions, or disclaimers, the Company must invite a representative of the approved audit organization that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representative of the approved audit organization has the responsibility to attend the Company's annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The remaining number of Members of the Board of Directors or Members of the Board of Supervisors is less than the minimum number of members as prescribed by law.
- c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and objectives of the meeting, with sufficient signatures of the related shareholders, or the written request may be prepared in several copies and consolidated with sufficient signatures of the related shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as provided for by the law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must determine the opening date of the General Meeting of Shareholders within sixty (60) days from the date on which the number of members of the Board of Directors or Members of the Supervisory Board remains as stipulated in Point b, Clause 3 of this Article, or from the date of receiving the request stipulated in Point c and Point d, Clause 3 of this Article.

The Board of Directors must notify the cases where independent members of the Board of Directors no longer satisfy the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within six (06) months from the date of receiving the notification from the related independent member of the Board of Directors;

- b) In case the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, then within the next thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening the General

Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises;

- c) In case the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in Point b, Clause 4 of this Article, the shareholder or group of shareholders stipulated in Point c, Clause 3 of this Article shall have the right to request the representative of the Company to convene the General Meeting of Shareholders as stipulated in the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening and conducting the meeting and the decision-making of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the expenses incurred by shareholders when attending the General Meeting of Shareholders, including travel and accommodation expenses.

- d) Procedures for organizing the General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) Approve the development orientation of the Company;
- b) Decide on the classes of shares and the total number of shares of each class offered for sale; decide on the annual dividend rate for each class of shares;
- c) Elect, release, and dismiss Members of the Board of Directors and Members of the Supervisory Board;
- d) Decide on investment or the sale of assets with a value of 35% or more of the total asset value as recorded in the latest financial statements of the Company;
- e) Decide on amendments and supplements to the Charter of the Company;
- f) Approve annual financial statements;
- g) Decide on the repurchase of more than 10% of the total shares of each class sold;
- h) Review and handle violations of members of the Board of Directors or Members of the Supervisory Board that cause damage to the Company and the Company's shareholders;
- i) Decide on the reorganization or dissolution of the Company and appoint a liquidator;
- j) Decide on the budget or the total Remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approve, amend, supplement, and adjust the Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors; and the Regulations on Operation of the Supervisory Board;

- l) Approve the list of accredited audit firms; decide on the accredited audit firm to perform inspections of the Company's operations, and dismiss the accredited auditor when deemed necessary;
 - m) Other rights and obligations as provided for by law.
2. The General Meeting of Shareholders shall discuss and pass the following matters:
- a) The annual business plan of the Company;
 - b) Audited annual financial statements;
 - c) Reports of the Board of Directors on the corporate governance and operational results of the Board of Directors and each member of the Board of Directors;
 - d) Reports of the Supervisory Board on the business results of the Company and the operational results of the Board of Directors or the General Director;
 - e) Reports on the self-assessment of the operational results of the Supervisory Board and supervisors;
 - f) Dividend rates for each share of each class;
 - g) Number of members of the Board of Directors and the Supervisory Board;
 - h) Elect, release, and dismiss members of the Board of Directors and supervisors;
 - i) Decide on the budget or total Remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j) Approve the list of accredited audit firms; decide on the accredited audit firm to perform inspections of the company's activities when deemed necessary;
 - k) Amendments and supplements to the Charter of the Company;
 - l) The class of shares and quantity of newly issued shares of each class and the transfer of shares by founding members within the first three (03) years from the date of establishment;
 - m) Split, spin-off, consolidate, merge, or convert the Company;
 - n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
 - o) Decide on investment or the sale of assets with a value of 35% or more of the total asset value as recorded in the latest financial statements of the Company;
 - p) Decide on the repurchase of more than 10% of the total shares of each class sold;
 - q) The Company enters into contracts or transactions with the subjects stipulated in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company as recorded in the latest financial statements;
 - r) Approve transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and amended by Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government;

- s) Approve, amend, supplement, and adjust the Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors; and the Regulations on Operation of the Supervisory Board;
- t) Other matters as provided for by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of corporate shareholders may attend the meeting in person or authorize one or several other individuals or organizations to attend, or attend the meeting via one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises, according to the following specific regulations:

- a) Shareholders being individuals may only authorize one (01) other individual or organization to attend the meeting;
- b) For shareholders being organizations holding less than 10% of total voting shares, a maximum of three (03) other individuals or organizations may be authorized; organizations holding 10% or more of total voting shares may authorize a maximum of five (05) other individuals or organizations to attend the meeting.

In case there is more than one authorized representative, the specific number of shares and votes authorized for each representative must be determined. In case the specific number of shares and votes corresponding to each authorized representative is not specified, the shares and votes shall be divided equally among the authorized representatives, and the odd shares (if any) shall be prioritized in alphabetical order by the name of the authorized representative.

2. Authorization for individuals or organizations to attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The letter of authorization shall be prepared according to civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the duration of the authorization, the signature (handwritten), and the seal (if an organization) of the authorizer and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the letter of authorization when registering to attend the meeting.

The authorized person may re-authorize someone else if there is written consent from the initial authorizing shareholder. This document must be presented by the re-authorized person when attending the meeting, along with the original letter of authorization from

the shareholder or the authorized representative of the corporate shareholder (if not previously registered with the Company).

The re-authorized person may not authorize another person.

3. Voting ballots/Ballots of the authorized attendee remain valid within the scope of authorization in the following cases:

a) The authorizer is deceased, has restricted civil act capacity, or has lost civil act capacity;

b) The authorizer has cancelled the authorization;

c) The authorizer has revoked the authority of the person performing the authorization.

This clause does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Changing the rights

1. Any change or cancellation of special rights attached to a class of preference shares shall become effective only when it is passed by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A Resolution of the General Meeting of Shareholders regarding the change that unfavorably affects the rights and obligations of shareholders owning preference shares shall only be passed if approved by preference shareholders of the same class attending the meeting holding 75% or more of the total preference shares of such class, or approved by preference shareholders of the same class holding 75% or more of the total preference shares of such class in the case of a Resolution passed via written ballot.

2. The organization of a meeting of shareholders holding a class of preference shares to pass the aforementioned change of rights shall be valid only when at least two (02) shareholders (or their authorized representatives) are present and holding at least one-third (1/3) of the par value of the issued shares of that class. In case there is not enough number of attendees as stipulated above, the meeting shall be re-organized within the next thirty (30) days and those holders of shares of that class (regardless of the number of people and the number of shares) present in person or via authorized representative shall be deemed as a sufficient number of attendees required. At the meetings of preference shareholders mentioned above, those present in person or via representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be performed similarly to the provisions of Articles 19, 20, and 21 of this Charter.

4. Unless the terms of share issuance specify otherwise, the special rights attached to classes of shares having preferential rights regarding some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders shall perform the following tasks:

- a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the day of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the registration closing date;
- b) Prepare the agenda and contents of the meeting;
- c) Prepare documents for the meeting;
- d) Draft a Resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- e) Determine the time and venue for the meeting;
- f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholders' contact addresses, and at the same time, announced on the website of the Company and The State Securities Commission, and The Stock Exchange where the Company's shares are registered for trading. The convener of the General Meeting of Shareholders shall send the meeting notice to all shareholders in the list of shareholders entitled to attend no later than twenty-one (21) days before the opening date of the meeting (calculated from the day the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to matters to be voted upon at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent along with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to the full set of meeting documents so that shareholders can access them, including:

- a) Agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors and members of the Board of Supervisors;
- c) Voting/election ballots;
- d) Draft resolutions for each matter on the agenda.

4. A shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than five (05) working days before the opening date of the meeting. The proposal must specify the name of the shareholder, the quantity of each class of shares held by the shareholder, contact address, nationality, number of the Citizen Identity Card, People's Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise identification number or number of the establishment decision, and address of the head office for corporate shareholders; the quantity and class of shares held by such shareholder, and the matters proposed for inclusion in the agenda.

5. The convener of the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent incorrectly as stipulated in Clause 4 of this Article;
- b) At the time of proposal, the shareholder or group of shareholders does not hold at least 05% of ordinary shares as stipulated in Clause 2, Article 12 of this Charter;
- c) The proposed matter does not fall within the deciding authority of the General Meeting of Shareholders;
- d) Other cases as stipulated by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the expected agenda and content of the meeting, except for the cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

- 1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents over 50% of the total voting shares.
- 2. In case the first meeting is not sufficiently qualified to be conducted as stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within thirty (30)

days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total voting shares.

3. In case the second meeting is not sufficiently qualified to be conducted as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

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

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must continue the registration until all shareholders entitled to attend have registered according to the following sequence:

a) Upon shareholder registration, the Company shall provide each shareholder or authorized representative with the right to vote a voting card/ballot/election ballot, on which are recorded the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted as affirmative, negative, or no opinion. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the meeting closes. The meeting shall elect persons responsible for vote counting or supervising vote counting upon the Chairperson's recommendation. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the recommendation of the meeting Chairperson;

b) Shareholders, authorized representatives of corporate shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to attend and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting for late shareholders to register, and the validity of matters already voted/elected upon previously shall not change.

2. The election of the Chairperson, secretary, Committee for Verification of Shareholder Eligibility/Representatives, and Vote Counting Committee is stipulated as follows:

a) The Chairman of the Board of Directors shall act as Chairperson or authorize another member of the Board of Directors to act as Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect

one of them to chair the meeting by majority rule. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside for the General Meeting of Shareholders to elect a chairperson from among those present, and the person with the highest number of votes shall serve as the chairperson of the meeting;

b) Except for the case stipulated in point a of this Clause, the person who signed to convene the General Meeting of Shareholders shall preside for the General Meeting of Shareholders to elect a chairperson of the meeting, and the person with the highest number of votes shall serve as the chairperson of the meeting;

c) The Chairperson shall appoint one or several secretaries for the meeting; the convener of the General Meeting of Shareholders shall appoint one or several persons to act as the Committee for Verification of Shareholder Eligibility/Representatives to serve the meeting;

d) The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee upon the recommendation of the meeting Chairperson.

3. The agenda and content of the meeting must be passed by the General Meeting of Shareholders during the opening session. The agenda must specify clearly and in detail the time for each matter in the meeting agenda.

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

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

b) Ensure the safety of everyone present at the meeting venues;

c) Create favorable conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the above-mentioned measures and apply all necessary measures. Applied measures may include issuing entry cards or using other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each item in the agenda. Voting shall be conducted by casting votes for, against, and abstaining. The results of the vote count shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

6. Shareholders or authorized representatives who arrive after the meeting has commenced shall still be registered and have the right to participate and vote immediately after registration; in this case, the validity of items previously voted upon shall remain unchanged.

7. The convener or the chairperson of the General Meeting of Shareholders has the following rights:

- a) Request all attendees to undergo checks or other lawful and reasonable security measures;
- b) Request the competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the Chairperson's authority, intentionally cause a disturbance, hinder the normal progress of the meeting, or fail to comply with security check requirements.

8. The Chairperson has the right to adjourn a General Meeting of Shareholders that has reached the quorum for no more than three (03) working days from the intended opening date and may only adjourn the meeting or change the venue in the following cases:

- a) The meeting venue does not have sufficient convenient seating for all attendees;
- b) Communication facilities at the venue do not ensure the participation, discussion, and voting of the attending shareholders;
- c) Attendees obstruct or cause a disturbance, risking the meeting not being conducted in a fair and lawful manner.

9. In the event that the Chairperson adjourns or pauses the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to preside over the meeting until its conclusion; all resolutions passed at that meeting shall be valid and enforceable.

10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via an online meeting, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. A resolution on the following matters shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except in the cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Types of shares and total number of each type;
- b) Changes in industries, trades, and business lines;

- c) Changes in the Company's organizational management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value as recorded in the Company's latest financial statement;
- e) Reorganization or dissolution of the Company;
- f) Extension of the Company's operation.

2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

In the case of electing members of the Board of Directors and the Supervisory Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Supervisory Board to be elected, the election may be conducted by the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (for, against, abstention). The Voting rate for approval by the voting method shall be performed according to Clause 2, Article 21 of this Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and valid even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders shall be performed in accordance with the following provisions:

- 1. The Board of Directors has the right to collect shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders on the following issues:
 - a) Amending and supplementing the contents of the Company Charter;
 - b) Approving, supplementing, or adjusting the Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors, and the Regulations on Operation of the Supervisory Board;
 - c) Company development orientation;
 - d) Types of shares and total number of each type;
 - e) Electing, releasing, or dismissing members of the Board of Directors and the Supervisory Board;
 - f) Investment projects or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's latest financial statement;

- g) Approving the annual financial statement;
- h) Reorganizing or dissolving the Company.;
- i) Changes in industries, trades, and business lines;
- j) Changes in the Company's organizational management structure;
- k) Other matters when the Board of Directors deems necessary for the interest of the Company.

2. The Board of Directors shall prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the opinion collection form. Requirements and methods for sending opinion forms and accompanying documents shall be performed according to the provisions of Clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following primary information:

- a) Name, Address of head office, and enterprise identification number;
- b) Purpose of the opinion collection;
- c) Full name, contact address, nationality, and number of legal documents of the individual for shareholders who are individuals; name, enterprise identification number, or legal document number of the organization, and Address of head office for shareholders who are organizations; or full name, contact address, nationality, and legal document number of the individual representative for the organization shareholder; number of shares of each type and number of voting/election rights of the shareholder;
- d) Issue requiring an opinion for decision making;
- e) Voting options, including for, against, and abstention, for each issue requiring an opinion;
- f) Election plan (if any);
- g) Deadline for returning the completed opinion collection form to the Company;
- h) Full name and signature of the CHAIRMAN OF THE BOARD OF DIRECTORS.

4. Shareholders may send their completed opinion collection forms to the Company via mail, fax, or email in accordance with information registered at the Vietnam Securities Depository and Clearing Corporation, as prescribed below:

- a) In the case of sending by mail, the completed opinion collection form must bear the signature of the individual shareholder, the authorized representative, or the Legal representative of the institutional shareholder. The opinion form sent to the Company must be enclosed in a sealed envelope, and no one has the right to open it before the vote count;

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

c) Opinion collection forms received by the Company after the deadline specified in the opinion form or those already opened in the case of mail, or disclosed in the case of fax or email, shall be invalid. Opinion forms not returned shall be considered as not participating in the vote.

5. The Board of Directors shall conduct the vote count and prepare the vote counting minutes under the supervision of the Supervisory Board or shareholders not holding a management Position in the Company. The vote counting minutes must include the following primary contents:

a) Name, Address of head office, and enterprise identification number;

b) Purpose and issues requiring opinion for resolution adoption;

c) Number of shareholders with the total number of voting/election rights who participated in the vote, distinguishing valid from invalid voting/election counts, and the method of sending the vote, accompanied by an appendix listing shareholders who participated in the vote;

d) Total number of votes for, against, and abstention for each issue, total number of election votes for each candidate (if any);

e) Items adopted and the corresponding Voting rate for approval;

f) Full names and signatures of the CHAIRMAN OF THE BOARD OF DIRECTORS, the vote counters, and the vote counting supervisors.

The Members of the Board of Directors, the vote counters, and the vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

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

7. Answered ballots, vote counting minutes, passed resolutions, and related documents sent along with the ballots must be kept at the head office of the Company.

8. A resolution is passed by way of soliciting shareholder opinions in writing if it is approved by a number of shareholders owning more than 50% of the total voting shares of all shareholders with voting rights, and it shall have the same validity as a resolution passed at the General Meeting of Shareholders.

Article 23. Resolution, Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must have its minutes recorded and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following key contents:

- a) Name, address of head office, and enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting proceedings and comments made at the General Meeting of Shareholders regarding each matter on the agenda;
- f) Number of shareholders and total voting shares of shareholders attending the meeting; appendices detailing the list of registered shareholders and shareholder representatives attending, along with their corresponding share numbers and voting rights;
- g) Total number of votes for each voting matter, clearly stating the voting method, total valid votes, invalid votes, votes for, votes against, and abstentions; and the corresponding percentage of the total voting shares of shareholders attending the meeting;
- h) Aggregated number of votes for each candidate (if any);
- i) Issues passed and the corresponding voting percentage for such issues;
- j) Full names and signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, the minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and containing full contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting ends. The chairperson, the meeting secretary, or any other person signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the minutes' content.

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

4. The Resolution, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, proxies for attendance, all documents attached to the Minutes (if any), and related documents accompanying the meeting invitation notice must be stored at the Company's head office.

The Resolution, Minutes of the General Meeting of Shareholders, and any documents attached to the minutes and resolutions must be disclosed in accordance with the laws on information disclosure in the securities market.

Article 24. Request to cancel the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution, the minutes of the General Meeting of Shareholders, or the minutes of the vote counting results of the General Meeting of Shareholders, a shareholder or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to review and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening and making decisions of the General Meeting of Shareholders violate the regulations of the Law on Enterprises and the Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

In cases where a shareholder or a group of shareholders requests the Court or Arbitration to cancel a resolution of the General Meeting of Shareholders according to Article 151 of the Law on Enterprises, that resolution shall remain in effect until the decision of the Court or Arbitration to cancel such resolution takes effect, unless an urgent temporary measure is applied according to the decision of the competent authority.

VII. BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a Member of the Board of Directors. Information related to candidates for the Board of Directors that is disclosed includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;

f) Other information as required by law (if any);

The Company is responsible for disclosing information about the companies where the candidate is currently serving as a member of the Board of Directors, other management positions, and any interests related to the company of the Board of Directors candidate (if any).

2. A shareholder or group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors according to the Law on Enterprises and the Charter. Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 65% may nominate a maximum of five (05) candidates; and from 65% or more may nominate a maximum of seven (07) candidates.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient for the number required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Directors as prescribed by law.

4. In the event that the number of candidates nominated by the incumbent Board of Directors under Clause 3 of this Article is still insufficient, the Board of Directors shall announce information that the number of candidates for the Board of Directors is insufficient no later than five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate candidates in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization by the incumbent Board of Directors for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Directors as prescribed by law.

5. A Member of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and this Charter.

Article 26. Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors is five (05) persons.
2. The term of a Member of the Board of Directors is not more than five (05) years and may be re-elected for an unlimited number of terms. If all members of the Board of Directors end their term at the same time, those members shall continue to serve as members of the Board of Directors until new members are elected as replacements and assume the work.

3. The composition of the Board of Directors is as follows:

The total number of members of the Board of Directors who are non-executive members must be at least one (01) member. The Company shall restrict to the maximum extent members of the Board of Directors concurrently holding executive positions of the Company to ensure the independence of the Board of Directors.

4. A Member of the Board of Directors ceases to hold the status of a member of the Board of Directors in the event of being removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

A Member of the Board of Directors shall continue to exercise full rights and obligations until the removal of the Member of the Board of Directors is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration as a member of the Board of Directors, which are suspended immediately upon the Company receiving notice of the following cases:

- A Member of the Board of Directors has restricted civil act capacity, lost civil act capacity, or has difficulties in perceiving or controlling their behavior.

- A Member of the Board of Directors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing a certain profession, or performing certain work.

- The Board of Directors shall have a decision to approve the acceptance of the resignation of a Member of the Board of Directors in accordance with Article 9 of the Regulations on Operation of the Board of Directors.

5. The appointment of a Member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. A Member of the Board of Directors is not required to be a shareholder of the Company.

7. A Member of the Board of Directors must meet the following standards and conditions:

- a) Not fall into the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b) A Member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or the Member Council at no more than 05 other companies.

Article 27. Powers and obligations of the Board of Directors

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

2. The rights and obligations of the Board of Directors are prescribed by law, the Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) To decide on the strategy, medium-term development plans, and annual business plans of the Company;
- b) To recommend the types of shares and the total number of shares of each class authorized for offering;
- c) To decide on the sale of unsold shares within the scope of the number of authorized shares for each class; to decide on raising additional capital in other forms;
- d) To decide on the selling price of the Company's shares and bonds;
- e) To decide on the buyback of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f) To decide on investment plans and projects within its authority and limits as prescribed by law;
- g) To decide on market development, marketing, and technology solutions;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statement of the Company, unless such contracts and transactions fall within the authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts, and terminate contracts with the General Director and other important managers as stipulated by the Charter; to decide on the salary, remuneration, bonus, and other benefits of such managers; to appoint an authorized representative to participate in the Member Council or the General Meeting of

Shareholders in other companies, and to decide on the remuneration and other benefits of such persons;

- j) To supervise and direct the General Director and other managers in the operation of the daily business of the Company;
- k) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of the Company's subsidiaries, branches, and representative offices; and the capital contribution or purchase of shares in other enterprises;
- l) To approve the program, content, and documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to solicit opinions for the General Meeting of Shareholders to pass a resolution;
- m) To submit annual audited financial statements to the General Meeting of Shareholders;
- n) To propose the dividend rate to be paid; to decide on the time limit and procedures for dividend payment or the handling of losses incurred in business operations;
- o) To propose the reorganization or dissolution of the Company, or request for the bankruptcy of the Company;
- p) To decide on the issuance of the Regulations on Operation of the Board of Directors and the Regulations on Corporate Governance after their approval by the General Meeting of Shareholders; and the Regulations on Information Disclosure of the Company;
- q) To request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.
- r) Requested managers must provide information and documents promptly, fully, and accurately in accordance with the request of the Member of the Board of Directors. The order and procedures for requesting and providing information shall be specified in the Regulations on Corporate Governance.
- s) To organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer, and other managers of the Company.
- t) To implement the payment of dividends to shareholders in accordance with the law after it has been approved by the annual General Meeting of Shareholders.
- u) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders the results of its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31

December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

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

2. A Member of the Board of Directors shall be entitled to receive remuneration for their work and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the duties of the Member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each Member of the Board of Directors shall be recorded in the business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statement, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A Member of the Board of Directors holding an executive position or working on sub-committees of the Board of Directors, or performing tasks outside the scope of the normal duties of a member, may be paid additional remuneration in the form of a lump sum per occasion, salary, commission, profit percentage, or in another form as decided by the Board of Directors.

5. A Member of the Board of Directors is entitled to reimbursement of all travel, accommodation, and other reasonable expenses that they have incurred when fulfilling their responsibilities as a member, including costs arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after receiving the approval of the General Meeting of Shareholders. This insurance does not cover responsibilities related to violations of the law and the Charter.

Article 29. Chairman of the Board of Directors

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

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

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

- a) To formulate the program and operational plan of the Board of Directors;
- b) To prepare the program, content, and documents for meetings; and to convene, chair, and act as moderator of the meetings of the Board of Directors;
- c) To organize the passing of resolutions and decisions of the Board of Directors;
- d) To supervise the organization and implementation of resolutions and decisions of the Board of Directors;
- e) To preside over the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors submits their resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the decision on dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member of the Board of Directors to exercise the rights and obligations of the Chairman in accordance with the principles prescribed in the Charter. In the event that there is no authorized person, or if the Chairman of the Board of Directors is deceased, missing, held in custody, serving a prison sentence, serving administrative handling measures at a mandatory rehabilitation center or compulsory education facility, absconding from their residence, restricted or deprived of civil act capacity, has difficulty in perception or controlling their behavior, or is banned by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one of the members to serve as Chairman of the Board of Directors based on the principle that the majority of the remaining members approve, until a new decision is issued by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with the same highest number of votes or percentage of votes, the members shall elect one (01) person among them to convene the meeting of the Board of Directors by majority vote.

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

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

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

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and the decision falling under the authority of the Board of Directors.

5. The CHAIRMAN OF THE BOARD OF DIRECTORS must send a notice of the meeting to the Members of the Board of Directors within seven (07) working days from the date of receiving the request specified in Clause 3 of this Article and no later than three (03) working days prior to the meeting date. The meeting of the Board of Directors must be organized within twelve (12) working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened upon request, the CHAIRMAN OF THE BOARD OF DIRECTORS must be responsible for any damages incurred by the Company; the requester has the right to replace the CHAIRMAN OF THE BOARD OF DIRECTORS in convening the meeting of the Board of Directors; the convening procedure shall be similar to that of the CHAIRMAN OF THE BOARD OF DIRECTORS in accordance with the request.

6. The CHAIRMAN OF THE BOARD OF DIRECTORS or the person convening the meeting of the Board of Directors must send a notice of the meeting at least three (03) working days before the meeting date. The notice of the meeting must specify the time and location of the meeting, the form of the meeting, the agenda, and the matters to be discussed and decided. The notice of the meeting must be accompanied by the documents used at the meeting and the voting slips of the members.

The notice of the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or any other method provided by the Company Charter and must ensure that it reaches the contact address of each Member of the Board of Directors registered at the Company.

7. The CHAIRMAN OF THE BOARD OF DIRECTORS or the convener sends the meeting notice and accompanying documents to the members of the Supervisory Board in the same manner as for the members of the Board of Directors.

The members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors is conducted when three-quarters (3/4) of the total number of members or more attend. If the meeting is convened in accordance with this Article and there is an insufficient number of members attending, the CHAIRMAN OF THE BOARD OF DIRECTORS must send a second meeting notice to the members of the Board of Directors within seven (07) days from the intended date of the first meeting and no later than three (03) working days before the meeting date. The meeting of the Board of Directors must be organized within twelve (12) working days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend.

9. The Board of Directors passes a Resolution or Decision by voting at a meeting, obtaining written opinions, or other forms provided for by the Company Charter. Each Member of the Board of Directors has one vote. A Member of the Board of Directors is considered to be attending and voting at the meeting in the following cases:

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

10. In case of sending a voting slip to the meeting via mail, the voting slip must be kept in a sealed envelope and must be delivered to the CHAIRMAN OF THE BOARD OF DIRECTORS no later than one (01) hour before the opening. The voting slip shall only be opened in the presence of all attendees.

11. Voting

- a) Except as provided in Point b, Clause 11 of this Article, each Member of the Board of Directors or a person authorized in accordance with Clause 9 of this Article directly present in person at the meeting of the Board of Directors has one (01) vote;
- b) A Member of the Board of Directors may not vote on contracts, transactions, or proposals in which that member or their related persons have an interest that conflicts or may conflict with the interests of the Company. A Member of the Board of Directors shall not be counted towards the minimum number of members present to organize a meeting of the Board of Directors regarding decisions on which that member does not have the right to vote;
- c) According to the provision in Point d, Clause 11 of this Article, when a problem arises at a meeting related to the interest or voting right of a Member of the Board of Directors and that member does not voluntarily relinquish the voting right, the ruling

of the chair is final, unless the nature or scope of the relevant interest of the Member of the Board of Directors has not been fully disclosed;

- d) A Member of the Board of Directors who benefits from a contract as provided in Point a and Point b, Clause 6, Article 43 of this Charter is considered to have a significant interest in that contract;
- e) The members of the Supervisory Board have the right to attend the meeting of the Board of Directors, have the right to discuss but not to vote.

12. A Member of the Board of Directors who is directly or indirectly benefiting from a contract or transaction that has been signed or is expected to be signed with the Company and is aware that they have an interest therein has the responsibility to disclose this interest at the first meeting of the Board of Directors discussing the signing of this contract or transaction. In case a Member of the Board of Directors does not know that they or their related person has an interest at the time the contract or transaction is signed with the Company, this Member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after this member becomes aware that they have or will have an interest in the aforementioned transaction or contract.

13. Members must attend all meetings of the Board of Directors in full. Members may authorize another Member of the Board of Directors or another person (who is not a Member of the Board of Directors if approved by the majority of the Board of Directors) to attend the meeting and vote.

14. A Resolution or Decision of the Board of Directors is passed if it is approved by the majority of the members present at the meeting; in case of a tie in votes, the final decision belongs to the side with the opinion of the CHAIRMAN OF THE BOARD OF DIRECTORS.

15. The Board of Directors has the right to obtain opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when approving issues within the competence of the Board of Directors under Clause 2, Article 27 of this Charter.

A Resolution or Decision of the Board of Directors in the form of written consultation is passed on the basis of the approval of the majority of the members of the Board of Directors having the right to vote. This Resolution has the same effect and validity as a resolution passed at a meeting.

16. A meeting of the Board of Directors can be organized in the form of an online conference between members of the Board of Directors when all or some of the members are in different locations, provided that each participating member is able to:

a) Hear each other Member of the Board of Directors participating and speaking in the meeting;

b) Speak with all other attendees simultaneously. The discussion between members can be conducted directly by telephone or other means of communication or a combination of these methods. A Member of the Board of Directors participating in such a meeting is considered to be “present” at that meeting. The location of the meeting organized according to these provisions is the location where the largest number of members of the Board of Directors are present, or the location where the meeting Chair is present.

A Resolution or Decision of the Board of Directors in the form of an online conference is passed in accordance with the provisions in Clause 14 of this Article.

17. The CHAIRMAN OF THE BOARD OF DIRECTORS is responsible for sending the minutes of the meeting of the Board of Directors to the members, and those minutes are authentic evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending.

18. The minutes of the meeting of the Board of Directors are prepared in Vietnamese and may be prepared in English. In case there is a difference in content between the minutes in Vietnamese and in English, the content in the Vietnamese minutes shall apply. The minutes must contain the full name and signature of the chair and the minutes taker, except for the case provided in Clause 2, Article 158 of the Law on Enterprises 2020.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees directly under it to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee is decided by the Board of Directors and must have at least two (02) people, including members of the Board of Directors and external members. Non-executive Members of the Board of Directors should account for the majority of the subcommittee, and one of these members is appointed as the Head of the Subcommittee by the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. A resolution of a subcommittee is only effective when it is approved by the majority of members attending and voting at the subcommittee meeting.

2. The implementation of a decision of the Board of Directors or a subcommittee under the Board of Directors must be in accordance with the current legal provisions and the provisions of the Company Charter and the Regulations on Corporate Governance.

Article 32. Corporate Governance Officer

1. The Board of Directors of the Company must appoint at least one (01) Corporate Governance Officer to support the corporate governance work at the enterprise. The

Corporate Governance Officer may simultaneously act as the Company Secretary as provided in Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer may not simultaneously work for an accredited auditing organization that is currently auditing the financial statements of the Company.

3. The Corporate Governance Officer has the following rights and obligations:

- a) Provide advice to the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations, and other related matters between the Company and shareholders;
- b) Prepare for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders upon request by the Board of Directors or the Board of Supervisors;
- c) Provide advice on meeting procedures;
- d) Attend meetings;
- e) Provide advice on procedures for establishing resolutions of the Board of Directors in compliance with legal regulations;
- f) Provide financial information, copies of minutes of the Board of Directors' meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Serve as the point of contact for stakeholders;
- i) Ensure confidentiality of information in accordance with legal regulations and the Company Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER MANAGERS

Article 33. Organizational structure of management

The Company's management system shall ensure that the management apparatus is accountable to the Board of Directors and is under the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolution or decision of the Board of Directors.

Article 34. Business managers

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may employ other business managers with numbers and

standards suitable for the Company's organizational and management regulations as defined by the Board of Directors. Business managers shall be responsible for assisting the Company in achieving its stated operational and organizational goals.

2. The General Director shall receive a salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

3. Salaries of business managers shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, rights, and obligations of the General Director

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

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

3. The General Director shall not be an affiliated person of the business manager, member of the Board of Supervisors of the Company and its Parent Company, the representative of state capital, or the representative of enterprise capital in the Company and its Parent Company, in accordance with the provisions of Point d, Clause 46, Article 4 of the Law on Securities.

4. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and this Charter.

5. The General Director has the following rights and obligations:

- a) Decide on issues related to the daily business operations of the Company that are not under the authority of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the Company's business plan and investment proposals;
- d) Propose the organizational structure and internal management regulations of the Company;
- e) Recruit, transfer, dismiss, reward, and discipline employees, except for positions falling under the authority of the Board of Directors;
- f) Decide on salaries and other benefits for employees in the Company, except for positions falling under the appointment authority of the Board of Directors; tiền thưởng
- g) Propose plans for dividends or handling of business losses;

- h) The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers, and must report to these bodies when requested.
 - i) Other rights and obligations as prescribed by law, the Company Charter, the Regulations on Corporate Governance, and pursuant to Resolutions and Decisions of the Board of Directors, Decisions of the Chairman of the Board of Directors, and the labor contract signed with the Company.
6. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting vote in favor and appoint a new General Director as a replacement.

Article 36. Company Secretary

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary for a term determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal does not conflict with prevailing labor laws. The Company Secretary has the following rights and obligations:

- a) Support the convening of meetings of the General Meeting of Shareholders and the Board of Directors; record minutes of meetings;
- b) Support members of the Board of Directors in the exercise of assigned rights and obligations;
- c) Support the Board of Directors in the application and implementation of corporate governance principles;
- d) Support the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in complying with the obligations of providing information, disclosing information, and administrative procedures;
- e) Other rights and obligations as prescribed in the Company Charter and the Internal Regulations of the Company.

IX. BOARD OF SUPERVISORS

Article 37. Candidacy and nomination of members of the Board of Supervisors

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter. Shareholders holding voting shares shall have the right to pool their voting rights to nominate members of the Board of Supervisors. A shareholder or group of shareholders holding from 10% to less than 30% of voting shares shall be entitled to nominate one (01) candidate; from 30% to less than 40% to nominate a maximum of two (02) candidates; from 40% to less than 50% to nominate a maximum of three (03) candidates; from 50% to less than 60%

to nominate a maximum of four (04) candidates; and from 60% or more to nominate five (05) candidates. The nomination and candidacy of members of the Board of Supervisors are detailed in Clause 1, Article 76 of the Regulations on Corporate Governance.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy under Clause 5, Article 115 of the Law on Enterprises is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Supervisors under Clause 2 of this Article is still insufficient, the Board of Supervisors shall disclose information that the number of candidates for the Board of Supervisors is insufficient at least five (05) days prior to the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize the nomination for other shareholders in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization of further nominations by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 38. Composition of the Board of Supervisors

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

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

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of an independent auditing firm auditing the financial statements of the Company in the three (03) immediately preceding years.

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

a) No longer meeting the standards and conditions to serve as a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) Submitting a resignation letter and having it accepted;

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

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

a) Failure to fulfill assigned duties and tasks;

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

c) Repeated violations or serious violation of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;

d) Other cases pursuant to a resolution of the General Meeting of Shareholders.

5. A member of the Board of Supervisors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of the member, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration of a member of the Board of Supervisors immediately upon the Company's receipt of notification of the following cases:

- The member of the Board of Supervisors is restricted in civil act capacity, lacks civil act capacity, or has difficulty in cognition or control of their behavior.
- A member of the Supervisory Board who is being prosecuted for criminal liability, is under temporary detention, is serving a prison sentence, is undergoing administrative handling measures at a mandatory drug rehabilitation or education facility, or is prohibited by the Court from holding certain positions or practicing certain occupations or professions.
- The Supervisory Board shall have the authority to decide on the receipt of the resignation letter of a member of the Supervisory Board, in accordance with procedures similar to those prescribed in Article 9 of the Regulations on Operation of the Board of Directors.

Article 39. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be conducted based on the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or other disciplines related to the Company's business operations.

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

a) To convene meetings of the Supervisory Board;

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

Article 40. Rights and obligations of the Supervisory Board

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

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit firms to audit the Company's Financial Statements; to decide on the approved audit firm to inspect the Company's operations and to dismiss an approved auditor when deemed necessary.
2. To be responsible to shareholders for its supervisory activities.
3. To supervise the financial position of the Company, and the compliance with the law by members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In case of detecting any violation of law or the Company's Charter by a member of the Board of Directors, the General Director, or other managers of the Company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requiring the violating person to cease the violation and implement measures to remedy the consequences.
6. To formulate the Regulations on Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Law on Securities.
8. To have the right to access files and documents of the Company kept at the head office, branches, and other locations related to the execution of assigned duties by a member of the Supervisory Board if approved by the Supervisory Board, provided that such information does not fall under the Company's trade secrets. Persons provided with information have the responsibility to maintain the confidentiality of the information provided and to use it for the intended purposes for assigned work; to have the right to access the workplaces of managers and employees of the Company during working hours. Information provision shall follow the procedures specified in detail in the Regulations on Corporate Governance.

9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide sufficient, accurate, and timely information and documents regarding the management, operation, and business activities of the Company. The sequence and procedures for requesting and providing information are specified in the Regulations on Corporate Governance and the Regulations on Operation of the Supervisory Board.

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

Article 41. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice per year, and the number of members attending the meeting must be at least 2/3 of the members of the Supervisory Board. The minutes of the Supervisory Board meeting must be prepared in detail and clearly. The minutes clerk and the attending members of the Supervisory Board must sign the minutes of the meeting. The minutes of the Supervisory Board meetings must be stored in order to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit firm to attend and answer issues that need clarification.

Article 42. Salaries, remuneration, bonuses, and other benefits of Members of the Supervisory Board

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

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonus, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board are reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and expenses must not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. Salaries and operating expenses of the Supervisory Board shall be calculated into the Company's business expenses in accordance with the laws on corporate income tax, other relevant laws, and must be recorded as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers have the responsibility to perform their duties, including duties performed in their capacity as members of committees of the Board of Directors, honestly and prudently in the best interests of the Company.

Article 43. Duty of honesty and avoidance of conflicts of interest

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

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and the affiliated persons of these members shall only use information obtained by virtue of their positions for the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of any transactions between the Company, its Company's subsidiaries, or other companies in which the Company owns 50% or more of the charter capital and that person, or their affiliated persons, as provided by law. For transactions mentioned above that are approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about such resolutions in accordance with the securities laws regarding information disclosure.

4. A member of the Board of Directors may not vote on transactions that provide benefits to that member or their affiliated persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their affiliated persons may not use or disclose internal information to third parties to engage in relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and individuals or organizations affiliated with these persons shall not be invalid in the following cases:

a) For transactions valued at less than 35% of the total asset value recorded in the most recent financial statement, the key contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other managers, have been reported to the Board

of Directors and approved by the Board of Directors by a majority of votes of the members of the Board of Directors who have no related interests;

b) For transactions valued at 35% or more, or transactions leading to the transaction value arising within twelve (12) months from the date of the first transaction being 35% or more of the total asset value recorded in the most recent financial statement, the key contents of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other managers have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.

c) Contracts or transactions for the borrowing or sale of assets with a value of more than 10% of the total asset value recorded in the most recent financial statement between the Company and a shareholder owning 51% or more of the total voting shares or an affiliated person of such shareholder have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.

Article 44. Responsibility for damages and compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers who violate their duties, the duty of honesty and prudence, or fail to fulfill their obligations must be held liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become a party to claims, lawsuits, or prosecutions (including civil, administrative, or other proceedings where the Company is not the plaintiff) if such person has been or is a member of the Board of Directors, member of the Supervisory Board, General Director, other manager, employee, or representative authorized by the Company, and has been or is performing duties under the authorization of the Company, acting honestly and prudently in the best interests of the Company on the basis of compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.

3. Compensation costs include costs of judgments, penalties, and expenses actually incurred (including legal fees) or deemed reasonable in settling these cases within the limits permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned liability for compensation.

XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS

Article 45. Right to access books and records

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

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

b) Shareholders or a group of shareholders holding 05% or more of the total ordinary shares have the right to review, search, and extract the book of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors, and other documents, excluding documents related to the Company's trade secrets and business secrets.

2. Where authorized representatives of a shareholder or group of shareholders request to access books and records, they must provide the letter of authorization from the shareholder or group of shareholders they represent or a notarized copy of such letter of authorization.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers have the right to access the Company's share register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information remains confidential.

4. The Company must keep this Charter and its amendments, the Enterprise Registration Certificate, internal regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors meetings, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

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

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

1. The General Director must develop plans for the Board of Directors to approve matters relating to recruitment, termination of labor, salaries, social insurance, benefits, rewards, and discipline for employees and managers.

2. The General Director must develop plans for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with

best standards, practices, and management policies, the practices and policies specified in this Charter, internal regulations of the Company, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders determines the dividend payout ratio and the method for annual dividend payments from the Company's retained earnings.
2. The Board of Directors may decide on an interim dividend payment as authorized by the General Meeting of Shareholders if it determines that such payment is consistent with the Company's profitability.
3. The Company shall not pay interest on dividend payments or payments related to a class of shares.
4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the body executing this decision.
5. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company must make the payment in VND. Payments may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds in accordance with the bank details provided by the shareholder and the shareholder does not receive the funds, the Company shall not be held liable for the funds transferred to said shareholder. Dividend payments for shares registered for trading at The Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall approve a resolution or decision to set a specific record date for the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities are entitled to receive cash or stock dividends, notices, or other documents.
7. Other matters related to profit distribution shall be implemented in accordance with the law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 48. Bank accounts

1. The Company opens accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.
2. Subject to prior approval by the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with legal provisions.

3. The Company may conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company maintains accounts.

Article 49. Fiscal year

The Company's fiscal year begins on 01 January and ends on 31 December each year. The first fiscal year begins on the date of issue of the Enterprise Registration Certificate and ends on 31 December of that same year.

Article 50. Accounting system

1. The accounting system used by the Company is the corporate accounting system or a specialized accounting system promulgated or approved by the competent authority.

2. The Company maintains accounting books in Vietnamese and stores accounting records in accordance with the law on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to verify and explain the Company's transactions.

3. The Company uses VND as the accounting currency. Where the Company has economic transactions primarily conducted in a foreign currency, it may select that foreign currency as its accounting currency, remain responsible to the law for such choice, and notify the direct tax management agency.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 51. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, which must be audited according to the law. The Company discloses the audited annual financial statements in accordance with the law on information disclosure in the securities market and submits them to the competent state agency.

2. Annual financial statements must include full reports, appendices, and notes as required by the law on corporate accounting. The annual financial statements must reflect the Company's operating situation in a truthful and objective manner.

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

Article 52. Annual Report

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

XVI. AUDITING THE COMPANY

Article 53. Auditing

1. The General Meeting of Shareholders designates an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to decide on the selection of one of these entities to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements may attend meetings of the General Meeting of Shareholders and is entitled to receive notices and other information related to General Meeting of Shareholders meetings, as well as to express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. CORPORATE SEAL

Article 54. Corporate seal

1. The seal includes a seal made at a seal-engraving facility or a digital signature seal as regulated by the law on electronic transactions.
2. The Board of Directors decides on the type, quantity, format, and content of the seal for the Company and its branches and representative offices (if any).
3. The Board of Directors and the General Director use and manage the seal in accordance with the current provisions of the law.

XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the company

1. The Company may be dissolved in the following cases:
 - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - b) Upon revocation of the Enterprise Registration Certificate, except in cases where the Law on Tax Administration provides otherwise;
 - c) Other cases as prescribed by law.
2. The dissolution of the Company before the specified term shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as prescribed.

Article 56. Liquidation

1. Upon the decision to dissolve the Company, the Board of Directors must establish a Liquidating Committee consisting of three (03) members, including two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing company. The Liquidating Committee shall prepare its own operating regulations. Members of the Liquidating Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidating Committee is responsible for reporting to the Business Registration Authority the date of establishment and the date of commencement of operation. From that point on, the Liquidating Committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

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

- a) Liquidation expenses;
- b) Salary debts, severance allowances, social insurance, and other benefits of employees pursuant to the signed collective labor agreement and labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remaining portion after payment of all debts from items (a) through (d) above shall be distributed to shareholders. Preference shares shall be prioritized for payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal dispute resolution

1. In case of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders under the Law on Enterprises, the Charter, other legal provisions, or agreements between:

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

The involved parties shall attempt to resolve such disputes through negotiation 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 chair the dispute resolution and request each party to present information related to the dispute within thirty (30) working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the

Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. If a conciliation decision is not reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, a party may submit the dispute to arbitration or a Court.

3. Parties shall bear their own costs related to negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the Court's judgment.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 58. Company Charter

1. Amendments and supplements to this Charter must be considered and decided upon by the General Meeting of Shareholders.

2. In case provisions of law related to the Company's operations are not mentioned in this Charter, or if there are contents in this Charter contrary to new provisions of law that differ from the terms in this Charter, those provisions of law shall apply to regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter comprises 21 sections and 59 articles, unanimously passed by the General Meeting of Shareholders of VNSTEEL - Thu Duc Steel Joint Stock Company on [Date] 2026 at VNSTEEL - Thu Duc Steel Joint Stock Company, and all parties have approved the effectiveness of the full text of this Charter.

2. The Charter is made in ten (10) originals, having equal validity, and must be kept at the Company's headquarters.

3. This Charter is the only official charter of the Company.

4. Copies or excerpts of the Company Charter are valid when bearing the signature of the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR



Hoang Duc Hoa