

CÔNG TY CỔ PHẦN BIA
SÀI GÒN – MIỀN TRUNG

*SAI GON - MIEN TRUNG
BEER JOINT STOCK
COMPANY*

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập - Tự do - Hạnh phúc

*THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness*

Số/No.:114/TB-CT

Đắk Lắk, ngày 20 tháng 4 năm 2026
DakLak, April 20th, 2026

CÔNG BỐ THÔNG TIN
TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY BAN CHỨNG KHOÁN
NHÀ NƯỚC VÀ SỞ GDCK HỒ CHÍ MINH

*DISCLOSURE OF INFORMATION
ON THE STATE SECURITIES COMMISSION'S PORTAL AND
HOCHIMINH STOCK EXCHANGE'S PORTAL*



Kính gửi/To: - Ủy ban Chứng khoán Nhà nước

- Sở Giao dịch Chứng khoán Hồ Chí Minh (HSX)

- *The State Securities Commission*

- *Ho Chi Minh Stock Exchange (HSX)*

- Tên tổ chức/*Name of company*: CÔNG TY CỔ PHẦN BIA SÀI GÒN – MIỀN TRUNG/ *SAI GON - MIEN TRUNG BEER JOINT STOCK COMPANY*

- Mã chứng khoán/ *Stock symbol*: SMB

- Địa chỉ/*Address of head office*: 01 Nguyễn Văn Linh, P. Tân An, tỉnh Đắk Lắk/ *No.1 Nguyen Van Linh, Tan An Ward, DakLak Province*

- Điện thoại liên hệ/*Telephone*: 0262.3877519 Fax: 0262.3877455

- Người thực hiện công bố thông tin/ *Submitted by*: HUỖNH VĂN DỮNG/*Mr. HUYNH VAN DUNG*

Chức vụ/ *Position*: Tổng Giám đốc/ *General Director*

- Loại thông tin công bố/ *Information disclosure type*:

☒ 24h

☐ Yêu cầu

☐ Bất thường

☐ Định kỳ

☒ 24 hours

☐ On demand

☐ Irregular

☐ Periodic

Công ty cổ phần Bia Sài Gòn - Miền Trung trân trọng công bố thông tin Quyết định số 04/2026/QĐ-HĐQT ngày 20/4/2026 về việc: Ban hành Điều



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lệ Công ty Cổ phần Bia Sài Gòn - Miền Trung/ Sai Gon - Mien Trung Beer Joint Stock Company respectfully announces Decision No. 04/2026/QĐ-HĐQT dated April 20, 2026 regarding: Promulgating the Charter of Sai Gon - Mien Trung Beer Joint Stock Company.

Thông tin này đã được công bố trên trang thông tin điện tử của Công ty tại website/ This information was published on the Company's website at the link: www.biasaigonmt.com.

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.

*** Tài liệu đính kèm/ Attached documents:**

- Quyết định số 04/2026/QĐ-HĐQT ngày 20/4/2026 đính kèm Điều lệ Công ty/ Decision No. 04/2026/QĐ-HĐQT dated April 20, 2026 attached to the Company Charter.

Đại diện tổ chức/ Organization representative

Tổng Giám đốc/ General Director



Huỳnh Văn Dũng

CÔNG TY CỔ PHẦN
BIA SÀI GÒN - MIỀN TRUNG

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc Lập - Tự Do - Hạnh Phúc

SAIGON – MIEN TRUNG BEER
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Số/No.: 04/2026/QĐ-HĐQT

Đắk Lắk, ngày 20 tháng 4 năm 2026
Dak Lak, April 20, 2026

QUYẾT ĐỊNH

Về việc: Ban hành Điều lệ Công ty Cổ phần Bia
Sài Gòn-Miền Trung

DECISION

*Re: Promulgation of the Charter of
Saigon – Mien Trung Beer Joint Stock Company*

HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN BIA SÀI GÒN-MIỀN TRUNG

THE BOARD OF DIRECTORS
SAIGON – MIEN TRUNG BEER JOINT STOCK COMPANY

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 ngày 17/6/2020 của Quốc hội Nước Cộng hòa Xã hội Chủ nghĩa Việt Nam;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;

- Căn cứ Điều lệ tổ chức và hoạt động của Công ty CP Bia Sài Gòn-Miền Trung ban hành ngày 15/4/2025;

Pursuant to the Charter on organization and operation of Saigon – Mien Trung Beer Joint Stock Company issued on April 15, 2025;

- Căn cứ Nghị quyết số 01/2026/NQ-ĐHĐCĐ ngày 15/4/2025 của Đại hội đồng cổ đông Công ty CP Bia Sài Gòn-Miền Trung về việc thông nhất thông qua Điều lệ Công ty Cổ phần Bia Sài Gòn - Miền Trung.

Pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ dated April 15, 2025 of the General Meeting of Shareholders of Saigon – Mien Trung Beer Joint Stock Company approving the Charter of the Company.

QUYẾT ĐỊNH

DECISION

Điều 1. Ban hành kèm theo Quyết định này Điều lệ Công ty Cổ phần Bia Sài Gòn-Miền Trung gồm XXI Chương và 62 Điều.

Article 1. To promulgate together with this Decision the Charter of Saigon – Mien Trung Beer Joint Stock Company, consisting of 21 Chapters and 62 Articles.



Điều 2. Quyết định này có hiệu lực thi hành kể từ ngày ký, thay thế cho Điều lệ Công ty ban hành ngày 20/5/2025.

Article 2. This decision takes effect from the date of signing and replaces the Company Charter issued on May 20, 2025.

Điều 3. Các thành viên Hội đồng quản trị, Ban điều hành, Phụ trách kỹ thuật và đơn vị, cá nhân có liên quan của Công ty CP Bia Sài Gòn-Miền Trung chịu trách nhiệm thi hành Quyết định này.

Article 3. Members of the Board of Directors, the Board of Managements, the Technical Manager, and all relevant units and individuals of Saigon – Mien Trung Beer Joint Stock Company shall be responsible for implementing this Decision.

***Nơi nhận/Recipients:**

- Như Điều 3/As stated in Article 3;
- HĐQT, BKS/BOD, BOS;
- Lưu VP HĐQT/Archived at the Office of the Board of Directors.

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



Lâm Du An



SAI GON - MIEN TRUNG BEER JOINT STOCK COMPANY

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CHARTER
SAI GON - MIEN TRUNG
BEER JOINT STOCK COMPANY

Daklak, April 20th, 2026



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I. Opening Section

This Charter is adopted pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 10, 2026, of Sai Gon - Mien Trung Beer Joint Stock Company (hereinafter referred to as the "Company").

Article 1. Interpretation of Terms

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

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

b) Voting capital means share capital whereby the owner has the right to vote on matters within the deciding authority of the General Meeting of Shareholders;

c) Law on Enterprises means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam dated June 17, 2020;

d) Law on Securities means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2019;

e) Vietnam means the Socialist Republic of Vietnam;

f) Establishment date means the date that the Company was first issued the Certificate of Enterprise Registration (Business Registration Certificate and equivalent documents);

g) Executives include the General Director, Deputy General Directors, Chief Accountant of the Company;

h) Managers mean persons managing the Company, including the Chairman of the Board of Directors, Members of the Board of Directors, General Director, and other individuals holding management titles as appointed by the Board of Directors;

i) Affiliated persons mean individuals, organizations as defined in Clause 46, Article 4 of the Law on Securities;

k) Shareholders mean individuals, organizations owning at least one share of a joint stock company;

l) Founding shareholders mean shareholders owning at least one ordinary share and signing in the list of founding shareholders of the joint stock company;

m) Major shareholders mean shareholders as defined in Clause 18, Article 4 of the Law on Securities;

n) Operating period means the operating duration of the Company as stipulated in Article 2 of this Charter;

o) The Stock Exchange means the Vietnam Exchange and its subsidiaries.

2. In this Charter, references to any provision or other document include any amendments, supplements, or replacement documents.

3. The headings in this Charter are used for convenience of understanding the content and do not affect the content of this Charter.

II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, type, headquarters, branches, representative offices, business locations, and operating period of the company

1. Name of Company

- Company name written in Vietnamese: CÔNG TY CỔ PHẦN BIA SÀI GÒN - MIỀN TRUNG

- Name of Company in foreign language: SAI GON - MIEN TRUNG BEER JOINT STOCK COMPANY

- Abbreviated Name of Company: SMB

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

3. Headquarters:

- Address : 01 Nguyen Van Linh Street, Tan An Ward, Dak Lak Province.

- Telephone : 0262.3877519.

- Fax : 0262.3877455.

- Website : biasaigonmt.com.vn.

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

5. Unless its operation is terminated before the term specified in Clause 2, Article 57 or extended as stipulated in Article 58 of this Charter, the term of operation of the Company shall be indefinite from the Date of establishment.

Article 3. Legal representative of the Company

The General Director is the Legal representative of the Company.

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

Article 4. Objectives of the Company

1. The Company's business lines:

No.	Industry Name	Industry Code
1	Manufacture of beer	1103

No.	Industry Name	Industry Code
	Details: Manufacture of beer	(Main)
2	Manufacture of malt for beer brewing	1104
3	Distilling, rectifying and blending of spirits Details: Manufacture of spirits	1101
4	Manufacture of non-alcoholic beverages, mineral water Details: Manufacture of soft drinks	1105
5	Manufacture of machinery for food, beverage and tobacco processing Details: Manufacture of equipment and parts for the food industry (excluding manufacture and trading of tobacco products, tobacco raw materials, machinery, and equipment specific to the tobacco industry)	2825
6	Wholesale of beverages Details: Trading of beer, spirits, soft drinks	4633
7	Wholesale of other machinery, equipment and parts Details: Trading of equipment and parts for the food industry	4659
8	Real estate business, land lease right belonging to the owner, user or lessee. Details: Real estate business, warehousing, office leasing (excluding investment in construction of cemetery/graveyard infrastructure for transferring land lease right associated with infrastructure)	6810
9	Other educational support activities Details: Training consulting, manufacturing of machinery, equipment and construction of facilities for the food industry	8569
10	Hotels and similar accommodation services Details: Hotels	5510
11	Restaurants and mobile food service activities Details: Restaurants	5610

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No.	Industry Name	Industry Code
12	Freight transport by road	4933
13	Electricity generation from non-renewable energy sources Details: Generation of wind power, solar power and other electricity (excluding transmission and dispatch of the national power system; construction and operation of multi-purpose hydropower and nuclear power of special socio-economic importance)	3511
14	Construction of residential buildings Details: Construction of civil and industrial works	4101
15	Transmission and distribution of electricity Details: Transmission and distribution of electricity (excluding transmission and dispatch of the national power system; construction and operation of multi-purpose hydropower and nuclear power of special socio-economic importance)	3513
16	Construction of non-residential buildings	4102
17	Manufacture of cosmetics, perfumes, soaps, detergents, polishing and cleaning preparations Details: Manufacture of soaps, detergents, polishing and cleaning preparations	2023
18	Wholesale of metals and metal ores Details: Wholesale of titanium minerals (excluding exercise of export rights, import rights, distribution rights for goods: tobacco and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar and beet sugar)	4672
19	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, reed) and live animals. Details: Trading of raw rubber latex (not stored at the head office location) (excluding exercise of export rights, import rights, distribution rights for goods: tobacco and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar and beet sugar)	4620

No.	Industry Name	Industry Code
20	Manufacture of other chemical products not elsewhere classified Details: Manufacture of alcohol, raw materials for the food industry	2029
21	Other specialized wholesale not elsewhere classified Details: Wholesale of alcohol, raw materials for the food industry (excluding the exercise of export rights, import rights, distribution rights for goods such as: tobacco and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar and beet sugar)	4679

2. Objectives of the Company:

The Company is established to effectively mobilize and utilize capital in developing business and Services activities with the aim of maximizing Profit; Create stable employment, improve working conditions, and enhance the living standards of the Company's employees; Ensure benefits for Shareholders and fulfill obligations to the State budget.

Article 5. Scope of Business and Operation of the Company

The Company is permitted to conduct business activities in the lines specified in this Charter that have been registered, notified of changes in registration content with the business registration authority, and announced 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 VND 298,466,480,000 (two hundred ninety-eight billion four hundred sixty-six million four hundred eighty thousand dong).

2. The total Charter capital of the Company is divided into 29,846,648 Shares with a par value of VND 10,000 per share.

The Company may change its Charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

3. The Company's Shares on the date this Charter is adopted include ordinary Shares and preference Shares (If any). The rights and obligations of Shareholders holding each type of Share are stipulated in Article 11, Article 12 of this Charter.

4. The Company may issue other types of preference Shares upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

5. The names, Address, number of Shares, and other information about founding Shareholders as stipulated by the Law on Enterprises are presented in Appendix No. 01 attached. This Appendix is an integral part of this Charter.

Ordinary Shares must be preferentially offered for sale to existing Shareholders in proportion to their Ownership percentage of ordinary Shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of Shares not fully subscribed by Shareholders shall be decided by the Company's Board of Directors. The Board of Directors may distribute such Shares to Shareholders and other persons under terms no more favorable than those offered to existing Shareholders, unless the General Meeting of Shareholders approves otherwise.

6. The Company may purchase Shares issued by the Company itself in the manner prescribed in this Charter and current law.

7. The Company may issue other types of Securities in accordance with the provisions of law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued Share certificates corresponding to the number and type of Shares held.

2. Shares are a type of Securities confirming the legal rights and interests of the holder in a portion of the Equity of the issuing organization. Shares must contain all the Content as stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 Date from the Date of submission of complete application documents for Transfer of shares ownership as stipulated by the Company or within 02 months from the Date of full payment for the purchase of Shares as stipulated in the Company's share issuance plan (or other period as stipulated in the issuance terms), the holder of the Shares shall be issued Share certificates. The Shareholder shall not be required to pay the Company the Cost of printing the Share certificates.

4. The Shareholder shall pay a transfer fee as stipulated by the Company.

5. In case only a portion of registered Shares recorded in a registered Share certificate is transferred, the old certificate shall be cancelled and a new certificate recording the remaining Shares shall be issued free of cost.

6. In case Shares are lost, damaged or destroyed in any other form, the Shareholder shall be re-issued Shares by the Company upon the request of that Shareholder. The Shareholder's request must include the following Content:

a) Information about the Shares that have been lost, damaged or destroyed in any other form;

b) Commitments to bear Responsibilities for disputes arising from the re-issuance of new Shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company shall be issued with the signature of the legal representative and the Company's seal.

Article 9. Transfer of shares

1. All Shares are freely transferable unless otherwise stipulated by this Charter and law, listed Shares, registered for Transactions 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 shall not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive Shares issued for Equity increases from owner's equity, the right to purchase newly offered Shares, and other rights as stipulated by law.

Article 10. Withdrawal of shares

1. In case a Shareholder fails to fully and timely pay the amount due for the purchase of Shares, the Board of Directors shall notify and have the right to require that Shareholder to pay the remaining amount together with interest on that amount and any Costs incurred by the Company due to the failure to make full payment.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven Date from the Date the notice is sent), the payment location, and the notice must clearly state that in case of failure to pay as required, the unpaid Shares shall be subject to Withdrawal.

3. In case the requirements in the aforementioned notice are not fulfilled, before full payment of all amounts due and related costs, the Board of Directors shall have the right to withdraw those Shares. The Board of Directors may accept the surrender of the withdrawn Shares as stipulated in Clauses 4, 5, and 6 and in other cases stipulated in this Charter.

4. Forfeited Shares shall be considered shares available for offer for sale as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution, or disposition to the former holder of the forfeited shares or other parties under such terms and conditions and in such manner as the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares must relinquish their shareholder status with respect to such shares but shall remain liable to pay the Company all related amounts plus interest at a percentage (not exceeding the interest rate for corresponding term deposits for the period of delayed payment) at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors shall have full authority to decide on the compulsory payment of the full value of the shares at the time of forfeiture.

6. A notice of forfeiture shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture shall remain effective even in case of error or negligence in sending the notice.

Article 11. Repurchase of shares upon decision of the company

The Company shall have the right to repurchase not more than 30% of the total number of outstanding ordinary Shares, and part or all of the outstanding dividend preference Shares, in accordance with the following provisions:

1. The Board of Directors shall have the right to decide on the repurchase of not more than 10% of the total number of Shares of each class offered for sale within 12 months. In other cases, the repurchase of Shares shall be decided by the General Meeting of Shareholders;

2. The Board of Directors shall decide the repurchase price of Shares. For ordinary Shares, the repurchase price shall not be higher than the Market price at the time of repurchase, except for the case stipulated in Clause 3 of this Article. For other classes of Shares, if the Company Charter does not stipulate otherwise or if the Company and the relevant Shareholders do not have a different agreement, the repurchase price shall not be lower than the Market price;

3. The Company may repurchase Shares from each Shareholder in proportion to their Percentage of Shares in the Company. In this case, the Decision on the repurchase of Shares by the Company must be notified by a method ensuring delivery to all Shareholders within 30 days from the date such Decision is approved. The notice must include the name, Address of the Company's head office, the total number and class of Shares to be repurchased, the repurchase price or the principle for determining the repurchase price, the procedure and deadline for payment, and the procedure and deadline for Shareholders to offer their Shares for sale to the Company.

Shareholders agreeing to sell back Shares must send their offer to sell Shares by a method ensuring delivery to the Company within 30 days from the date of the notice. The offer must include the full name, permanent Address, Citizen Identity Card number, Identity Card number, Passport or other lawful personal identification of the individual Shareholder; the name, enterprise code or establishment Decision number, Address of the head office of the organizational Shareholder; the number of Shares owned and the number of Shares offered for sale; the method of payment; the signature of the Shareholder or the legal representative of the Shareholder. The Company shall only repurchase Shares offered for sale within the aforementioned period.

Article 12. Conditions for Payment and Handling of Repurchased Shares

1. The Company shall only be entitled to pay for repurchased Shares to Shareholders in accordance with the provisions of Article 10 and Article 11 of this Charter if, immediately after completing the payment for all repurchased Shares, the Company still ensures the full payment of Debts and other Assets obligations.

2. Shares repurchased in accordance with the provisions of Article 10 and Article 11 of this Charter shall be considered unsold shares as stipulated in Clause 7, Article 5 of this Charter. The Company must carry out procedures to adjust and reduce the Charter capital corresponding to the total par value of the Shares

repurchased by the Company within 10 days from the date of completing the payment for the share repurchase, unless otherwise stipulated by the law on Securities.

3. Share certificates confirming ownership of repurchased Shares must be destroyed immediately after the corresponding Shares have been fully paid for. The Chairman of the Board of Directors and the General Director shall be jointly liable for damages caused to the Company by failure to destroy or delayed destruction of share certificates.

4. After fully paying for the repurchased Shares, if the total value of Assets recorded in the Company's accounting books decreases by more than 10%, the Company must notify all creditors within 15 days from the Date of full payment for the repurchased Shares.

V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE

Article 13. Organizational, managerial and supervisory structure

The Company's organizational, managerial and supervisory structure includes:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 14. Shareholders' Rights

1. Shareholders are the owners of the Company and have corresponding rights and obligations based on the number and type of Shares they own. Shareholders are only liable for the Company's debts and other asset obligations within the scope of the capital contributed to the Company.

2. Common Shareholders have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise the Voting right directly or through an authorized representative or other forms as stipulated by the Company's Charter and the law. Each common Share has one Ballot;

b) Receive dividends at the rate decided by the General Meeting of Shareholders;

c) Have priority to purchase new Shares corresponding to the Ownership percentage of each common Shareholder in the Company;

d) Freely Transfer of shares to others, except for the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;



e) Review, look up, and extract information about names and contact Addresses in the Shareholder list with Voting rights; request correction of their inaccurate information;

f) Review, look up, extract, or copy the Company's Charter, Minutes of the General Meeting of Shareholders, and Resolution of the General Meeting of Shareholders;

g) Upon the Company's Dissolution or Bankruptcy, receive a portion of the remaining Assets corresponding to the Ownership percentage of Shares in the Company;

h) Request the Company to repurchase Shares in the cases specified in Article 132 of the Law on Enterprises;

i) Be treated equally. Each Share of the same type confers equal rights, obligations, and benefits upon the owning Shareholder. If the Company has preferred Shares, the rights and obligations associated with preferred Shares must be approved by the General Meeting of Shareholders and fully announced to Shareholders;

j) Have full access to periodic and extraordinary information announced by the Company in accordance with the 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 stipulated by law and this Charter.

3. Shareholders or a group of Shareholders holding 05% or more of the total common Shares have the following rights:

a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions at Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) Review, search, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions requiring approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Board of Supervisors to inspect specific matters related to the management and operations of the Company 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 code or legal document number of the organization, address of the head office for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership percentage in the total shares of the Company; matter to be inspected, purpose of 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 no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the matter proposed for inclusion in the agenda;

e) Have the right to nominate persons to the Board of Directors and the Board of Supervisors. The nomination of persons to the Board of Directors and the Board of Supervisors shall be carried out as follows:

- Ordinary shareholders forming a group to nominate persons to the Board of Directors and the Board of Supervisors must notify the attending shareholders about the group meeting before the opening of the General Meeting of Shareholders;

- Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this clause are entitled to nominate one or more persons as nominees for the Board of Directors and the Board of Supervisors in accordance with the resolution of the General Meeting of Shareholders. If the number of nominees nominated by shareholders or groups of shareholders is less than the number of nominees they are entitled to nominate in accordance with the resolution of the General Meeting of Shareholders, the remaining nominees shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

Article 15. Obligations of Shareholders

Ordinary shareholders have the following obligations:

1. Pay in full and on time for the number of shares committed to purchase.
2. Shall not withdraw capital contributed in the form of ordinary shares from the Company in any form, except where the shares are repurchased by the Company or another person. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, then that shareholder and persons with related interests in the Company shall be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any damages incurred.
3. Comply with the Company Charter and the Company's Internal Management Regulations.
4. Abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company in accordance with the Company Charter and the law; only use the provided information to exercise and protect their legitimate rights and interests; strictly prohibited from disseminating or copying, sending the information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise the right to vote through the following forms:

- a) Attend and vote directly at the meeting;
 - b) Authorize other individuals or organizations to attend and vote at the meeting;
 - c) Attend and vote via online conference, electronic voting, or other electronic means;
 - d) Send ballots to the meeting via mail, fax, or email;
7. Bear personal responsibility when acting on behalf of the Company in any form to perform one of the following acts:
- a) Violating the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying off undue debts before the Company faces financial risks.
8. Fulfill other obligations as prescribed by applicable law.

Article 16. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. Unless otherwise stipulated in the Company's Charter, the Board of Directors may decide to extend the annual General Meeting of Shareholders meeting in necessary cases, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders meeting shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders meeting and select an appropriate location. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, particularly approving the audited annual financial statements. In case the audited annual financial statements of the Company contain material exceptions, adverse or disclaimer auditor's opinions, the Company must invite a representative of the approved auditing organization that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders meeting, and the representative of the aforementioned approved auditing organization is responsible for attending the Company's annual General Meeting of Shareholders meeting.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders meeting 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 and the Board of Supervisors is less than the minimum number prescribed by law;

c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders meeting must be in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request document may be prepared in multiple copies and collectively bear sufficient signatures of the relevant shareholders;

d) Upon the request of the Board of Supervisors;

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

4. Convening extraordinary General Meeting of Shareholders meeting

a) The Board of Directors must convene the General Meeting of Shareholders meeting within 30 days from the date the remaining number of members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors is as stipulated in Point b, Clause 3 of this Article, or upon receiving the request stipulated in Points c and d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, within the subsequent 30 days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, the Shareholders or group of Shareholders stipulated in point c, clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders as stipulated in the Law on Enterprises;

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

Article 17. Rights and obligations of the General Meeting of Shareholders

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

a) Approve the Development orientations of the Company;

b) Decide on the types of Shares and the total number of Shares of each type authorized for offer; decide on the annual dividend rate for each type of Shares;

c) Elect, relieve from duty, remove members of the Board of Directors, members of the Board of Supervisors;

d) Decide on investment in or sale of Assets valued at 35% or more of the total value of Assets recorded in the Company's most recent financial statements;

e) Decide on the Charter Supplement and Amendment of the Company;

f) Approve the annual financial statements;

g) Decide on the repurchase of over 10% of the total sold Shares of each type;

h) Review and handle violations committed by members of the Board of Directors, members of the Board of Supervisors causing damage to the Company and the Company's Shareholders;

i) Decide on the reorganization, Dissolution of the Company;

j) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;

k) Approve the list of approved Auditing firms; decide on the approved Auditing firm to perform Auditing of the Company's Operations, dismiss approved auditors when deemed necessary;

l) Other rights and obligations prescribed by law.

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

a) The Company's annual business plan;

b) The annual audited financial statements;

c) Report of the Board of Supervisors on the Company's business results, the Activities of the Board of Directors, General Director;

d) Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;

e) The dividend rate for each Share of each type;

f) The number of members of the Board of Directors, Board of Supervisors;

g) Elect, relieve from duty, remove members of the Board of Directors, members of the Board of Supervisors;

h) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;

i) Approve the list of approved Auditing firms; decide on the approved Auditing firm to perform Auditing of the company's Operations when deemed necessary;

k) Charter Supplement and Amendment of the company;

l) Division, Separation, Consolidation, Merger, or transformation of the Company;

m) Reorganization and Dissolution (Liquidation) of the Company and appointment of the liquidator;

n) Decide on investment in or sale of Assets valued at 35% or more of the total value of Assets recorded in the Company's most recent Financial statements

o) Decision on repurchasing more than 10% of the total sold Shares of each class;

p) The Company entering into Contracts and Transactions with the subjects stipulated in Clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than 20% of the total Assets value of the Company recorded in the most recent Financial statements;

q) Approval of Transactions stipulated in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

r) Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, the Operating Regulations of the Board of Supervisors;

s) Other matters as prescribed by law and this Charter.

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

Article 18. Authorization to attend the General Meeting of Shareholders

1. A Shareholder, or an Authorized representative of an institutional Shareholder, may directly attend the meeting or authorize one or more individuals or other organizations to attend the meeting or attend the meeting through one of the forms stipulated in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent and attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the provisions of civil law and must clearly state the name of the Authorized shareholder, the name of the authorized individual or organization, the number of Shares authorized, the Content of authorization, the scope of authorization, the term of authorization, the signature of the principal and the delegate.

The delegate attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In case of sub-authorization, the person attending the meeting must also present the original power of attorney from the Shareholder or the Authorized representative of the institutional Shareholder (if not previously registered with the Company).

3. The Ballot of the delegate attending the meeting within the scope of authorization remains valid when one of the following cases occurs, except where:

a) The principal is Deceased, has restricted civil act capacity, or has lost civil act capacity;

b) The principal has revoked the authorization;

c) The principal has annulled the authority of the delegate.

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



Article 19. Changes of rights

1. The change or cancellation of special rights attached to a class of preference Shares shall be effective when approved 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 Content that adversely changes the rights and Obligations of Shareholders owning preference Shares shall only be approved if it is assented to by preference Shareholders of the same class attending the meeting who own 75% or more of the total Shares of that class, or if it is assented to by preference Shareholders of the same class who own 75% or more of the total Shares of that class in case the Resolution is approved by written opinion.

2. The convening of a meeting of Shareholders holding a class of preference Shares to approve the change of rights mentioned above shall only be valid if there are at least 02 Shareholders (or their Authorized representatives) present and holding at least 1/3 of the par value of the issued Shares of that class. If the number of representatives is insufficient as mentioned above, the meeting shall be reconvened within the next 30 days, and those holding Shares of that class (regardless of the number of persons and Shares) who are present in person or through an Authorized representative shall be deemed to constitute the required number of representatives. At meetings of preference Shareholders as mentioned above, those holding Shares of that class who are present in person or through a representative may request a secret Ballot. Each Share of the same class shall have equal Voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 20, 21 and 22 of this Charter.

4. Unless otherwise provided by the terms of share issuance, the special rights attached to classes of Shares with preferential rights regarding some or all matters related to the Profit distribution or Assets of the Company shall not be altered when the Company issues additional Shares of the same class.

Article 20. Convening, agenda and invitations to the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases stipulated in Clause 3, Article 13 of this Charter.

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

a) Prepare the Shareholder list eligible to attend and Vote at the General Meeting of Shareholders. The Shareholder list entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the Date of sending the Notice of convening the General Meeting of Shareholder. The Company must Announce information about the preparation of the Shareholder list entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

- b) Prepare the agenda and Content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the Resolution of the General Meeting of Shareholders according to the expected Content of the meeting;
- e) Determine the Time and venue for holding the meeting;
- f) Announce and send the Notice of convening the General Meeting of Shareholders to all Shareholders entitled to attend;
- g) Other tasks serving the meeting.

3. The Notice of convening the General Meeting of Shareholders shall be sent to all Shareholders by a method ensuring delivery to the Shareholders' contact address, and simultaneously announced on the Company's website and The State Securities Commission, The Stock Exchange where the Company's Shares are listed or registered for Transactions. The person convening the General Meeting of Shareholders must send the notice of convening the meeting to all Shareholders in the Shareholder list entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the matters to be voted on at the meeting shall be sent to Shareholders and/or posted on the Company's website. In case the documents are not sent together with the notice of convening the General Meeting of Shareholders, the notice of convening the meeting must clearly state the link to the full meeting documents for Shareholders to access, including:

- a) Meeting agenda, documents used in the meeting;
- b) List and detailed information of candidates in case of electing Member of the Board of Directors, Member of the Board of Supervisors;
- c) Ballot;
- d) Draft Resolution for each matter on the meeting agenda.

4. Shareholders or a group of Shareholders as stipulated in Clause 3, Article 14 of this Charter have 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 03 working days before the opening Date of the meeting. The proposal must clearly state the name of the Shareholder, the number of each type of Shares held by the Shareholder, and the matter proposed to be included in the agenda.

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

- a) The proposal is sent against the regulations of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares as stipulated in Clause 3, Article 14 of this Charter;

c) The matter proposed is not within the decision-making 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 into the proposed agenda and content of the meeting, except for 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 21. Conditions for opening the General Meeting of Shareholders

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

2. If the first meeting does not meet the conditions for convening as stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the date scheduled for the first meeting. The second General Meeting of Shareholders shall be convened when the number of attending shareholders represents 33% or more of the total voting shares

3. If the second meeting does not meet the conditions for convening as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be convened regardless of the total voting shares of the attending shareholders.

Article 22. Procedures for carrying out and voting at the General Meeting of Shareholders

1. Before the meeting opens, the Company must carry out the shareholder registration procedure and must continue the registration until all shareholders entitled to attend the meeting have registered in the following order:

a) When carrying out shareholder registration, the Company shall issue each shareholder or authorized representative with voting rights a ballot, on which the registration number, name of the shareholder, name of the authorized representative, and the number of voting shares of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by voting for approval, disapproval, and abstention. At the Meeting, ballots for approving the resolution shall be collected first, followed by ballots for disapproving the resolution, and finally, the total number of votes for or against shall be counted to make a decision. The vote counting result shall be announced by the Chairperson immediately before the meeting closes. The Meeting shall elect those responsible for counting votes or supervising vote counting upon the proposal of the Chairperson. The number of members of the ballot counting

committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened are entitled to register immediately and thereafter have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of matters already voted upon shall not change.

2. The election of the chairperson, secretary, and ballot 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. If the Chairman is absent or temporarily incapacitated, the remaining Members of the Board of Directors shall elect one of them to act as chairperson of the meeting by majority rule. If a chairperson cannot be elected, the Head of the Board of Supervisors shall preside to allow the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as chairperson of the meeting;

b) Except for the case specified in point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect the meeting chairperson, and the person with the highest number of votes shall be the meeting chairperson;

c) The chairperson shall appoint one or more persons to be the meeting secretary;

d) The General Meeting of Shareholders shall elect one or more persons to the Ballot Counting Committee upon the proposal of the meeting chairperson.

3. The agenda and Content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated for each item in the meeting agenda Content.

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

a) Arranging seats at the venue of the General Meeting of Shareholders;

b) Ensuring Safety for everyone present at the meeting venues;

c) Facilitating Shareholders to attend (or continue attending) the meeting. The person convening the General Meeting of Shareholders has full authority to change the above-mentioned measures and apply all necessary measures. Applied measures may include issuing admission tickets or using other alternative forms.

5. The General Meeting of Shareholders shall discuss and vote on each item in the agenda Content. Voting shall be conducted by voting for approval, disapproval, and abstention. The Vote Counting Result shall be Announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives attending the meeting after it has commenced are still allowed to register and have the right to participate in Voting immediately after registration; in this case, the validity of the items already voted on prior to their arrival shall not change.

7. The person convening the meeting or the chairperson of the General Meeting of Shareholders has the following rights:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairperson's right to conduct the meeting, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The chairperson has the right to postpone a General Meeting of Shareholders for which a sufficient number of attendees have registered for a maximum of not more than 03 working days from the scheduled opening Date of the meeting and may only postpone the meeting or change the meeting venue in the following cases:

a) The current location does not have adequate convenient seats for all participants;

b) Communication facilities at the meeting venue do not ensure that attending Shareholders can participate, discuss, and vote;

c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting;

9. In case the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all Resolutions adopted at that meeting shall be legally effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company has the Responsibilities to ensure that Shareholders can attend and vote by electronic ballot or other electronic means as stipulated in Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 23. Conditions for ratification of resolutions of the General Meeting of Shareholders

1. Resolutions on the following Content shall be ratified if approved by Shareholders representing 65% or more of the total Voting votes of all Shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Type of Shares and total number of Shares of each type;
- b) Change of business lines, trades and sectors;
- c) Change of the Company's organizational Management structure;
- d) Project implementation or sale of Assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial statements;
- e) Reorganization, Dissolution of the Company;

2. Resolutions shall be ratified when approved by Shareholders holding over 50% of the total Voting votes of all Shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders ratified by 100% of the total voting Shares are legal and effective immediately, even if the procedures for convening and passing such Resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 24. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders shall be carried out according to the following provisions:

1. The Board of Directors has the right to collect written opinions from Shareholders in order to pass a Resolution of the General Meeting of Shareholders on the following matters:

- a) Amendments or additions to the Company's Charter;
- b) Approval, addition, or adjustment of the Company's internal governance regulations, the Board of Directors' operation regulations, and the Board of Supervisors' operation regulations;
- c) Type of Shares and the total number of each type of shares;
- d) Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
- e) Decisions on investment or sale of assets with a value equal to or greater than 35% of the total value of assets recorded in the most recent financial report of the Company;
- f) Reorganization or Dissolution of the Company;
- g) Changes to the Company's business areas and sectors;

- h) Changes to the Company's management structure;
- i) Other issues as deemed necessary by the Board of Directors for the benefit of the Company.

2. The Board of Directors must prepare Ballot papers for collecting opinions, Draft Resolution of the General Meeting of Shareholders, documents providing explanation for the Draft Resolution, and send ballot papers to all Shareholders with Voting rights at least 10 Days before the deadline for returning the Ballot papers. The requirements and method for sending Ballot papers and accompanying documents shall comply with the provisions of Clause 3, Article 17 of this Charter.

3. The written opinion form must include the following key contents:

- a) Name, Address of the head office, enterprise registration number;
- b) Purpose of collecting the opinion;
- c) Full name, contact address, nationality, legal document number of an individual shareholders; name, enterprise registration number or legal document number of an organization, address of the head office of an organizational shareholder; or full name, contact address, nationality, legal document number of the representative of an organizational shareholder; the number of shares of each type and the voting shares of the shareholder;
- d) The issue requiring the opinion for decision approval;
- e) The voting options including approval, disapproval, and no opinion for each issue on the ballot;
- f) The voting options (If any);
- g) The deadline for submitting the completed opinion form to the Company;
- h) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered ballot papers to the Company by mail, fax, or email in accordance with the following provisions:

a) In case of sending by mail, the answered ballot papers must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The ballot papers sent to the Company must be enclosed in a sealed envelope and no one is entitled to open it before the vote counting;

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

c) Ballot papers sent to the Company after the deadline specified in the content of the ballot papers, or that have been opened in case of sending by mail, or disclosed in case of sending by fax or email, shall be invalid. Ballot papers that are not sent back shall be considered as not participating in the Voting.

5. The Board of Directors will count the votes and prepare the vote counting minutes under the supervision of the Board of Supervisors or shareholders who do



not hold the management positions in the Company. The vote counting minutes must include the following key contents:

- a) Name, address of the head office, enterprise registration number;
- b) The purpose and issues to be voted on for the approval of the resolution;
- c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the voting ballots, along with an appendix listing the shareholders who participated in the voting;
- d) The total number of votes in favor, against, and abstentions for each issue, and the total number of votes for each candidate (if any);
- e) The issues that have been approved and the corresponding approval percentage;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

The members of the Board of Directors, the vote counter, and the vote supervisor shall be jointly responsible for the accuracy and truthfulness of the vote counting minutes and for any damages arising from decisions passed due to inaccurate or dishonest vote counting.

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

7. The answered ballot papers, vote counting minutes, approved Resolution, and related documents sent together with the ballot papers must all be stored at the Company's headquarters.

8. A Resolution approved in the form of obtaining Shareholders' opinions in writing shall be valid as a Resolution approved at a General Meeting of Shareholders if it is approved by Shareholders holding more than 50% of the total Voting votes of all Shareholders with Voting rights.

Article 25. Resolution, Minutes of the General Meeting of Shareholders

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

- a) Name, address, enterprise registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and Content of the meeting;
- d) Full name of the chairperson and secretary;

e) Summarizing the progress of the meeting and opinions expressed at the General Meeting of Shareholders on each item in the meeting agenda;

f) Number of shareholders and total ballot of attending shareholders, Appendix of the shareholder list, Shareholder representatives attending the meeting with the corresponding number of shares and votes;

g) Total ballot for each Voting item, clearly stating the voting method, total valid, invalid, affirmative, negative, and abstaining votes; the corresponding percentage of the total ballot of attending Shareholders;

h) Issues that have been approved and the corresponding percentage of approving ballot;

i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the Minutes of the meeting, this Minutes shall be valid if signed by all other Members of the Board of Directors attending the meeting and contains all Content as stipulated in this Clause. The Minutes of the meeting shall clearly state the refusal of the chairperson or secretary to sign the Minutes of the meeting.

2. The Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the Minutes of the meeting shall be jointly and severally liable for the truthfulness and accuracy of the Content of the Minutes.

3. Minutes prepared in Vietnamese and foreign languages shall have the same legal validity. In case of any discrepancy in Content between the Minutes in Vietnamese and a foreign language, the Content in the Minutes in Vietnamese shall prevail.

4. The Resolution, Minutes of the General Meeting of Shareholders, Appendix of the Shareholder list registered to attend accompanied by Shareholder signatures, power of attorney to attend the meeting, all documents attached to the Minutes (if any) and related documents accompanying the notice of meeting invitation must be Announced in accordance with the law on information disclosure on the Stock Market and must be kept at the Company's headquarters.

Article 26. Requesting cancellation of a resolution of the General Meeting of Shareholders

Within 90 days from the Date of receipt of the Resolution or Minutes of the General Meeting of Shareholders or Vote Counting Result Minutes of the General Meeting of Shareholders, a Shareholder or group of Shareholders holding 05% or more of the total ordinary Shares shall have the right to request the 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 order and procedures for convening and making Decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on

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Enterprises and the company Charter, except for the case stipulated in Clause 3, Article 20 of this Charter.

2. The Content of the Resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

Article 27. Nomination and self-nomination of members of the Board of Directors

1. If nominees for the Board of Directors have been identified, the Company must announce information related to the nominees at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these nominees before voting. Nominees for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information announced and must commit to performing their duties honestly, diligently, and for the highest interests of the Company if elected as Members of the Board of Directors. Information related to nominees for the Board of Directors to be announced includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Working experience;
- d) Other management positions (including Board of Directors positions in other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (If any) as stipulated in the company's Charter;
- g) Public companies must be responsible for disclosing information about the companies where the nominee holds a position as a Member of the Board of Directors, other management positions, and interests related to the company of the Board of Directors nominees (If any).

2. In case the number of Board of Directors nominees through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional nominees or organize nominations as stipulated in the company's Charter, Internal Regulations on Corporate Governance, and the regulations on operation of the Board of Directors. The nomination of additional nominees by the incumbent Board of Directors must be announced clearly before the General Meeting of Shareholders voting to elect Members of the Board of Directors as prescribed by law.

Article 28. Term of office and composition of the Board of Directors

- 1. The number of Members of the Board of Directors shall be 05 (five) persons.
- 2. The term of office of a Member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent members of the Board of Directors of a

company for no more than 02 consecutive terms. If all Members of the Board of Directors complete their term concurrently, those Members shall continue to be Members of the Board of Directors until new members are elected to replace them and take over the work.

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

The structure of the Board of Directors of a public company must comply with the provisions below; and the Company shall minimize members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors. Accordingly, the Board of Directors must have at least one (01) non-executive member.

In the event that the Company's shares are listed on the Stock Exchange, the Board of Directors must have at least one (01) independent member of the Board of Directors.

4. A Member of the Board of Directors shall lose their status as a Member of the Board of Directors if dismissed, removed, or replaced by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises.

5. The appointment of a Member of the Board of Directors must be announced according to the law on information disclosure on the Securities Market.

6. The members of the Board of Directors is not necessarily the shareholder of the Company.

7. A member of the company's Board of Directors may concurrently serve as a member of the Board of Directors or a member of the Members' Council of another company, but shall only concurrently serve as a member of the Board of Directors or Members' Council in a maximum of 05 other companies.

Article 29. Rights and obligations of the Board of Directors

1. The Board of Directors is the management board of the Company, having full authority to decide, exercise the rights and obligations of the company on behalf of the Company, except for the rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Decide on the Company's strategy, medium-term development plan, and annual business plan;

b) Recommend the types of shares and the total number of shares authorized for offering of each type;

c) Decide on the sale of unsold shares within the scope of the number of shares authorized for offering of each type; decide on raising additional capital in other forms;

d) Decide on the selling price of the Company's shares and bonds;

- e) Decide on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) Decide on investment plans and project implementation within the authority and limits stipulated by law;
- g) Decide on solutions for market development, marketing, and technology;
- h) In addition to the business lines stated in Article 4 of the Company Charter, the General Meeting of Shareholders authorizes the Board of Directors to decide on supplementing business lines for the Company that are not prohibited by law;
- i) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 20% or more of the total value of assets recorded in the Company's most recent financial statements, and not applicable to contracts and transactions within the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- k) Elect, relieve from duty, remove the President of the Board of Directors; appoint, relieve from duty the General Director and other Management personnel within the authority of the Board of Directors; decide on the salary, remuneration, bonuses, and other benefits of such management personnel; appoint authorized representatives to participate in the Members' Council, Board of Directors, or General Meeting of Shareholders of other companies, decide on the level of remuneration and other benefits of such persons;
- l) After approval by the Board of Directors, the Board of Directors authorizes the President of the Board of Directors to sign and terminate contracts with the General Director; authorizes the General Director to sign and terminate contracts with the remaining management positions.
- m) Supervise and direct the General Director and other management personnel in the daily business operations of the Company;
- n) Decide on the Company's organizational structure, decide on the establishment of subsidiaries, branches directly under the company, representative offices directly under the company, and the contribution of capital, purchase of shares in other enterprises;
- o) Approve the agenda, content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain opinions for the General Meeting of Shareholders to approve resolutions;
- p) Submit the annual audited financial statements to the General Meeting of Shareholders;
- q) Recommend the dividend payout rate; decide on the deadline and procedures for dividend payment or handling losses incurred during business operations;
- r) Recommend the reorganization, dissolution of the Company; request the bankruptcy of the Company;

s) Depending on the total investment level and contract value, the Board of Directors may delegate authority to the President of the Board of Directors or the General Director to approve basic construction investment steps.

t) Decide on the issuance of the Operating Regulations of the Board of Directors, Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide on the issuance of the Company's internal management regulations, which are the Operating Regulations of the Company's Board of Management, the Company's Financial Management Regulations; Regulations on the rights and obligations of the Company's Capital Representatives in other enterprises; Regulations on information announcement of the company, Regulations on salary, bonuses, and welfare of the Company; Technical-economic norms and Unit labor costs of the Company.

u) Other rights and obligations as stipulated by the Law on Enterprises, Law on Securities, other legal provisions, and the Company's Charter.

3. The Board of Directors must report the results of the Activities of the Board of Directors to the General Meeting of Shareholders as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

a) Within the scope stipulated in Clause 2, Article 153 of the Law on Enterprises and except for cases stipulated in Clause 2, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the execution, amendment, and cancellation of the Company's major Contracts (including Contracts for purchase, sale, Merger, company acquisition, and joint venture);

b) Appointment and dismissal of persons authorized by the Company as commercial representatives and the Company's Lawyers;

c) The Company's borrowing and the execution of mortgages, securities, guarantees, and indemnities;

d) Investments not included in the business plan and investments exceeding 10% of the value of the approved annual business budget plan.

e) The purchase or sale of Shares of other companies established in Vietnam or abroad;

f) The valuation of Assets contributed to the Company not in cash related to the issuance of the Company's stocks or bonds, including gold, land lease right, intellectual property rights, technology, and know-how;

g) The Company's purchase or Withdrawal of shares of not more than 10% of each class;

h) Decision on the purchase or Withdrawal of shares price of the Company.

i) Business matters or Transactions that the Board decides require approval within the scope of its powers and Responsibilities;

5. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary.

Article 30. Remunerations, bonuses and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration level 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 the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business cost in accordance with the law on corporate income tax, shall be 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.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working on subcommittees of the Board of Directors or performing other tasks outside the scope of the ordinary duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable cost that they have incurred while performing their responsibilities as members of the Board of Directors, including cost incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

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

Article 31. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, relieved from duty, or dismissed by the Board of Directors from among the Members of the Board of Directors.

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

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

- a) Develop programs and plans for the activities of the Board of Directors;
- b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the approval of resolutions and decisions of the Board of Directors;
- d) Supervise the process of organizing the implementation of the resolutions and decisions of the Board of Directors;
- e) Chair meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as stipulated by the Law on Enterprises

4. In case the Chairman of the Board of Directors resigns or is relieved from duty or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or being relieved from duty or dismissed.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another Member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is deceased, missing, temporarily detained, serving a prison sentence, undergoing administrative treatment at a compulsory drug rehabilitation center, compulsory education institution, has fled from his/her place of residence, has his/her civil act capacity restricted or lost, has difficulty in cognition or controlling his/her behavior, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining Members shall elect one person from among the Members to hold the position of Chairman of the Board of Directors based on the principle of majority approval of the remaining Members until a new decision is made by the Board of Directors.

Article 32. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of the conclusion of the election of that Board of Directors. This meeting is convened and presided over by the Member with the highest number of votes or the highest percentage of votes. In case there is more than one Member with the highest and equal number of votes or percentage of votes, the Members shall elect one person from among them by majority principle to convene the meeting of the Board of Directors.

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 convenes meetings of the Board of Directors in the following cases:

a) Upon request of the Board of Supervisors or an Independent Member of the Board of Directors;

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

c) Upon request of at least 02 Members of the Board of Directors;

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the Date of receiving the request stipulated in Clause 3 of this Article. If the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for the damages incurred by the Company; the requesting person has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting at least 03 working days before the meeting date. The notice of meeting must specify the time and address of the meeting, the agenda, the issues for discussion and decision. The notice of meeting must be accompanied by the documents to be used at the meeting and the Ballot of the member.

The notice of meeting of the Board of Directors may be sent by invitation letter, Telephone, fax, electronic means or other methods stipulated by the Company Charter and ensuring delivery to the contact address of each Member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the Members of the Board of Supervisors as for the Members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but are not allowed to vote.

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. If the meeting convened in accordance with the provisions of this Clause does not have the required number of attending members, a second meeting shall be convened within 07 days from the Date scheduled for the first meeting. In this case, the meeting shall be conducted if more than half of the Members of the Board of Directors attend.

9. The members of the Board of Directors shall be considered as 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 as stipulated in Clause 11 of this Article;

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

d) Sending the Ballot to the meeting via mail, fax, email;

10. In case of sending the Ballot to the meeting via mail, the Ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The Ballot shall only be opened in the presence of all attendees.

11. Members must fully attend meetings of the Board of Directors. Members may authorize another person to attend and vote if approved by the majority of the Members of the Board of Directors.

12. Resolutions and Decisions of the Board of Directors shall be adopted if approved by the majority of the attending members; in case of an equal number of votes, the final Decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

Article 33. Sub-committees of the Board of Directors

1. The Board of Directors may establish subordinate sub-committees to be in charge of development policies, personnel, salary and bonuses, internal auditing, risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 03 people including Members of the Board of Directors and external members. Independent members of the Board of Directors/Non-executive Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the Decision of the Board of Directors. The operations of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee shall only be effective when the majority of attending members participate and vote for approval at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of a subcommittee directly under the Board of Directors, must comply with current legal regulations and the provisions in the Company Charter, Internal Regulations on Corporate Governance.

Article 34. Company Secretary,

When deemed necessary, the Board of Directors decides to appoint a Company Secretary. The Company Secretary has the following rights and obligations:

1. Assists in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; records meeting minutes;

2. Assists Members of the Board of Directors in exercising their assigned rights and obligations;



3. Assists the Board of Directors in applying and implementing corporate governance principles;

4. Assists the company in building shareholder relations and protecting the legal rights and interests of shareholders; compliance with information provision and disclosure obligations and administrative procedures;

5. Other rights and obligations as stipulated in the Company Charter.

Article 35. Person in charge of corporate governance

1. The Company's Board of Directors must appoint at least 01 person in charge of corporate governance to assist in corporate governance work at the company. The person in charge of corporate governance may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is currently performing the auditing of the Company's financial statements.

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

a) Advises the Board of Directors on organizing the General Meeting of Shareholders as stipulated and on related matters between the Company and shareholders;

b) Prepares for meetings of the Board of Directors, Board of Supervisors, and General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c) Advises on meeting procedures;

d) Attends meetings;

e) Advises on procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;

f) Provides financial information, copies of Board of Directors meeting minutes, and other information to Members of the Board of Directors and Members of the Board of Supervisors;

g) Monitors and reports to the Board of Directors on the Company's information disclosure activities;

h) Serves as the focal point for communication with stakeholders;

i) Maintains confidentiality of information in accordance with legal regulations and the Company Charter;

k) Other rights and obligations as stipulated by law and the Company Charter.



VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 36. Organization of the management structure

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

Article 37. Company Executives

1. Company Executives include the General Director, Deputy General Directors, and Chief Accountant.

2. The salary and bonuses of the Company Executives are decided by the Board of Directors.

3. The salary of the executive is included in the Company's business costs in accordance with the law on corporate income tax, is 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 38. Appointment, dismissal, duties, and powers of the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the General Director. Information regarding the salary level, allowances, and benefits of the General Director must be reported at the annual General Meeting of Shareholders and stated in the Company's annual report.

2. The General Director is the person who manages the Company's daily business operations; is subject to the supervision of the Board of Directors; is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law.

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

a) Deciding on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors;

b) Organizing the implementation of resolutions and decisions of the Board of Directors;

c) Organizing the implementation of the Company's business plan and investment plan;

d) Proposing the organizational structure plan and internal management regulations of the Company;

e) Appointing, dismissing, and removing from office management titles within the Company, except for titles falling under the authority of the Board of Directors;

f) Deciding on salaries and other benefits for employees in the Company, including managers appointed by the General Director;

g) Recruiting labor;

h) Proposing plans for dividend payment or handling business losses;

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

5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve and appoint a new General Director as replacement.

IX. BOARD OF SUPERVISORS

Article 39. Nomination and self-nomination of members of the Board of Supervisors (Supervisors)

1. If candidates for the Board of Supervisors have been identified, the Company must announce information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the honesty and accuracy of the personal information announced and must commit to performing their duties honestly, diligently, and for the highest interests of the Company if elected as members of the Board of Supervisors. Information related to candidates for the Board of Supervisors to be announced includes:

a) Full name, date of birth;

b) Qualification;

c) Working experience;

d) Other management positions (including Board of Supervisors position in other companies);

e) Interests related to the Company and its related parties;

f) Public companies shall be responsible for disclosing information about the companies where the nominee holds the position of Member of the Board of Supervisors, other management positions, and related interests of the nominee for the Board of Supervisors (If any).

2. In case the number of nominees for the Board of Supervisors through nomination and self-nomination is still insufficient as stipulated in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall introduce additional nominees or organize nominations as stipulated in the Charter of the

company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The introduction of additional nominees 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 40. Composition of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is 03. The term of office for a Member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

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

- a) Working in the accounting or financial department of the Company;
- b) Being a member or employee of an independent auditing firm that performed the auditing of the financial statements of the company in the 03 consecutive years immediately preceding.

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

- a) No longer meeting the standards and conditions to be a Member of the Board of Supervisors as stipulated in Clause 2 of this Article;
- b) Having a letter of resignation which is accepted;

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

- a) Failing to complete assigned tasks or work;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating the Obligations of members of the Board of Supervisors as stipulated by the Law on Enterprises;
- d) Other cases as per the Resolution of the General Meeting of Shareholders.

Article 41. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall follow the majority principle. More than half of the members of the Board of Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business operations of the enterprise.

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



- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors, General Director, and Other executives to provide relevant information for the Report of the Board of Supervisors;
- c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 42. Rights and obligations of the Board of Supervisors

The Board of Supervisors shall have the Rights and obligations as stipulated in Article 170 of the Law on Enterprises and the following Rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to perform the auditing of the financial statements of the Company; Decide on the approved auditing firm to perform checks on the operations of the Company, and remove the approved auditor when deemed necessary.
2. Be responsible to Shareholders for their supervision operations.
3. Supervise the financial situation of the Company, the compliance with law in the operations of members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination of operations with the Board of Directors, the General Director, and shareholders.
5. In case of detecting acts violating the law or the company's Charter by members of the Board of Directors, the General Director, and other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and provide solutions to remedy the consequences.
6. Develop the Regulations on operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. Have the right to access the Company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law.

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Article 43. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 times a year, with the number of attending members being at least 2/3 of the total members of the Board of Supervisors. Minutes of the meetings of the Board of Supervisors must be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters that need clarification.

Article 44. Salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors

The salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall be implemented according to the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remunerations, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total level of salaries, remunerations, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and independent consulting services. The total amount of these remunerations and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

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

X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, Members of the Board of Supervisors, the General Director and other executives are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, honestly and diligently for the benefit of the Company.

Article 45. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, Members of the Board of Supervisors, Director (General Director) and other executives 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 Board of Supervisors, General Director, other executives and their affiliated persons may only use information obtained by virtue of their position to serve the interests of the Company.

3. Members of the Board of Directors, Members of the Board of Supervisors, General Director and other executives have the obligation to notify in writing the Board of Directors and the Board of Supervisors about Transactions between the Company, its Subsidiaries, or other companies where the public company holds controlling rights over 50% or more of the Charter capital, and the said individuals or their affiliated persons, in accordance with the law. For the aforementioned Transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must carry out information disclosure regarding these Resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on Transactions that bring benefits to that Member or their affiliated persons in accordance with the Law on Enterprises.

5. Members of the Board of Directors, Members of the Board of Supervisors, General Director, other executives and their affiliated persons are not allowed to use or disclose internal information to others to carry out related Transactions.

6. The General Director must not be a related person of enterprise managers, Supervisors of the company and its parent company, representatives of state capital, representatives of the enterprise's capital in the company and its parent company as prescribed at Point d, Clause 46, Article 4 of the Law on Securities.

7. Transactions between the Company and one or more Members of the Board of Directors, Members of the Board of Supervisors, General Director, other executives, and individuals or organizations affiliated with these persons shall not be invalid in the following cases:

a) For transactions with a value less than or equal to 20% of the total Assets value recorded in the most recent financial statements, the important content of the Contracts or Transactions as well as the relationships and interests of the Member of the Board of Directors, Member of the Board of Supervisors, General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors with a majority of affirmative votes from Members of the Board of Directors who do not have related interests;

b) For transactions with a value greater than 20% or transactions that result in the value of Transactions arising within 12 months from the date of the first Transaction reaching 20% or more of the total assets value recorded in the most recent financial statements, the important content of these transactions as well as the relationships and interests of the Member of the Board of Directors, Member of the Board of Supervisors, General Director, other executives have been announced to the Shareholders and approved by the General Meeting of Shareholders through Ballots from Shareholders who do not have related interests.

Article 46. Responsibility for damages and compensation

1. Members of the Board of Directors, Members of the Board of Supervisors, General Director and other executives who violate their obligation, responsibility to be honest and diligent, and fail to fulfill their obligations must be responsible for the damages caused by their violations.

2. The Company shall compensate individuals who have been, are, or may become a party involved in claims, lawsuits, or prosecutions (including civil, administrative cases, and not cases where the Company is the plaintiff) if that person was or is a Member of the Board of Directors, Member of the Board of Supervisors, General Director, other executives, employees, or representative authorized by the Company who has been or is performing duties under the Company's authorization, acting honestly and diligently for the benefit of the Company based on compliance with the law and there is no evidence confirming that the person has violated their responsibility.

3. Compensation costs include judgment costs, fines, actual payments incurred (including legal fees) when resolving these matters within the scope permitted by law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY

Article 47. Right to investigate books and records

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

a) Ordinary shareholders have the right to examine, investigate, and extract information regarding names and contact addresses in the shareholder list with voting rights; request correction of their inaccurate information; examine, investigate, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolution of the General Meeting of Shareholders;

b) Shareholders or a group of shareholders owning 05% or more of the total ordinary shares have the right to examine, investigate, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, report of the Board of Supervisors, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets, business secrets.

2. In case the authorized representative of shareholders and group of shareholders requests to investigate books and records, it must be accompanied by the power of attorney from the shareholders and group of shareholders they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other executives have the right to investigate the Company's shareholder register, shareholder list, and other books and records of the

Company for purposes related to their position, provided that this information must be kept confidential.

4. The Company must keep this Charter and amendments to the Charter, the Enterprise Registration Certificate, regulations, documents proving asset ownership rights, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the business registration authority are notified of the location where these documents are stored.

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

XII. EMPLOYEES AND TRADE UNION

Article 48. Employees and Trade Union

1. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, welfare, rewards, and discipline for employees and business executives.

2. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations according to best management standards, practices, and policies, practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 49. Profit distribution

1. The General Meeting of Shareholders decides the annual dividend payment level and form of dividend payment from the Company's retained profit.

2. The Company does not pay interest on the amount paid as dividends or the amount paid in relation to a class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body implementing this decision.

4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong (VND). Payment may be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred the amount according to the bank details provided by the shareholder but the shareholder has not received the money, the Company shall not be responsible for the amount the Company has transferred to this shareholder. The payment of dividends for shares listed/registered for trading on The Stock Exchange may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises, the Law on Securities, the Board of Directors approves resolutions, decisions determining a specific date to close the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

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

XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING

Article 50. Bank accounts

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

2. With the prior approval of the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the provisions of law.

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

Article 51. Fiscal year

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

Article 52. Accounting

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and sufficient to prove and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as the accounting currency unit. In case the Company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency unit, be responsible for that choice before the law and notify the direct tax authority.

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

Article 53. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall Announced the audited annual financial statements in accordance

with the provisions of law on information disclosure on the securities market and submit them to the competent state authority.

2. Annual financial statements must include all reports, appendices, and notes as prescribed by the law on corporate accounting. Annual financial statements must truthfully and objectively reflect the operational status of the Company.

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

Article 54. Annual report

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

XVI. COMPANY AUDITING

Article 55. Auditing

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

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

3. The independent auditor conducting the auditing of the Company's financial statements is entitled to attend the General Meeting of Shareholders meetings and is entitled to receive notices and other information related to the General Meeting of Shareholders meetings and is entitled to express opinions at the meeting on matters related to the auditing of the Company's financial statements.

XVII. SEAL OF THE ENTERPRISE

Article 56. Seal of the enterprise

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

2. The Board of Directors decides the type, number of form, and content of the seal of the Company, its branches, and representative offices (If any).

3. The Board of Directors and the General Director shall use and manage the Seal in accordance with current legal regulations.

XVIII. COMPANY DISSOLUTION

Article 57. Company Dissolution

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

- a) Expiration of the Operating term specified in the Company Charter without a Decision to extend;
- b) According to a Resolution or Decision of the General Meeting of Shareholders;
- c) Revocation of the Enterprise Registration Certificate, unless otherwise stipulated by the Law on Tax administration;
- d) Other cases prescribed by law.

2. The Dissolution of the Company before its term (including extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This Dissolution Decision must be announced or approved by the competent authority (if mandatory) as regulated.

Article 58. Extension of Operations

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 months before the expiration of the operating term so that Shareholders can vote on the extension of the Company's operations at the proposal of the Board of Directors.

2. The Operating term shall be extended when Shareholders representing 65% or more of the total Voting Ballots of all Shareholders attending the General Meeting of Shareholders vote in favor.

Article 59. Liquidation

1. At least 06 months before the expiration of the Company's Operating term or after a Decision on Company Dissolution is issued, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to Liquidation shall be prioritized by the Company for payment before other debts.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the Date of establishment and the Date of commencement of Operations. From that point in time, the Liquidation Committee shall act on behalf of the Company in all matters related to the Company's Liquidation before the Court and administrative authorities.

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

- a) Liquidation costs;
- b) Wage debts, severance allowances, social insurances, and other employee's benefits according to the collective labor agreement and signed labor contracts;
- c) Tax debts;

- d) Other debts of the Company;
- e) The remainder after all Debts from items (a) to (d) above have been paid shall be divided among the Shareholders. Preferred Shares shall be paid first.

XIX. DISPUTE RESOLUTION

Article 60. Internal Dispute Resolution

1. In case of disputes or complaints arising related to the Company's Operations, the rights and obligations of Shareholders as stipulated in the Law on Enterprises, the Company's Charter, other legal provisions, or agreements between:

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

The relevant parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the Dispute Resolution and request each party to present information related to the dispute within 07 working days from the date of dispute arising. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a conciliator for the Dispute Resolution process.

2. If a conciliation Decision is not reached within 06 weeks from the commencement of the conciliation process or if the conciliator's Decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be made according to the Court's judgment.

XX. CHARTER SUPPLEMENT AND AMENDMENT

Article 61. Company Charter

1. The amendment and supplement of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions different from the terms in this Charter, those provisions shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 62. Effective Date

1. This Charter consists of XXI chapters and 62 articles, unanimously approved by the General Meeting of Shareholders of Sai Gon - Mien Trung Beer Joint Stock Company on April 10, 2026, in Daklak, and jointly accepted the full text of the

Charter as effective. This Charter replaces the Charter of Sai Gon - Mien Trung Beer Joint Stock Company issued on April 15, 2025.

2. The Charter is made into 10 copies, having equal validity, and must be kept at the Company's headquarters.

3. This Charter is the sole and official Charter of the Company.

4. Copies or extracts of the Company's Charter are valid when signed by the legal representative, the Chairman of the Board of Directors, or at least half of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**



Huynh Van Dung

