CÔNG TY CỔ PHẦN BÊ TÔNG PHAN VŨ HÀ NAM PHAN VU HA NAM CONCRETE JOINT STOCK COMPANY	CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM Độc lập - Tự do - Hạnh phúc THE SOCIALIST REPUBLIC OF VIET NAM Independence - Freedom - Happiness
Số: 042302/2026/CBTT.PVHN No: 042302/2026/CBTT.PVHN	*Ninh Bình, ngày 23 tháng 04 năm 2026* *Ninh Binh, 23/04/2026*

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: - Ủy ban Chứng khoán Nhà nước
- Sở Giao dịch Chứng khoán TP. Hồ Chí Minh
To: - State Securities Commission
- Ho Chi Minh Stock Exchange

1. Tên tổ chức/*Name of organization*: **CÔNG TY CỔ PHẦN BÊ TÔNG PHAN VŨ HÀ NAM**
PHAN VU HA NAM CONCRETE JOINT STOCK COMPANY
- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code*: **FCM**
- Địa chỉ/*Address*: Cụm công nghiệp Thi Sơn, phường Lý Thường Kiệt, tỉnh Ninh Bình/*Thi Son Industrial Cluster, Ly Thuong Kiet Ward, Ninh Binh Province*
- Điện thoại/Tel: 0226 3533038 - Email: info@phanvuhanam.com.vn
- Website: phanvuhanam.com.vn

2. Nội dung thông tin công bố/*Contents of disclosure*: **Công ty cổ phần bê tông Phan Vũ Hà Nam công bố Điều lệ tổ chức và hoạt động đã được Đại hội đồng cổ đông thường niên năm 2026 thông qua tại ngày 23/04/2026/*Phan Vu Ha Nam Concrete Joint Stock Company announced the Charter of Organization and Operation, which was approved at the 2026 Annual General Meeting of Shareholders on April 23, 2026.***

Thông tin cập nhật địa chỉ theo địa danh hành chính mới tại Khoản 3, Điều 2 Điều lệ như sau:/ *Updated address information according to the new administrative area in Clause 3, Article 2 of the Charter as follows:*

Nội dung cũ/*Old content*	**Nội dung cập nhật, thay đổi/ *Updated content, changes***
Trụ sở đăng ký của công ty là:/ *The company's registered office is:* - Địa chỉ: Cụm Công nghiệp Thi Sơn, phường Thi Sơn, thị xã Kim bảng, tỉnh Hà Nam/ *Address: Thi Son Industrial Cluster, Thi Son Ward, Kim Bảng Town, Hà Nam Province.*	Trụ sở đăng ký của công ty là:/*The company's registered office is:* - Địa chỉ: Cụm Công nghiệp Thi Sơn, phường Lý Thường Kiệt, tỉnh Ninh Bình/*Address: Thi Sơn Industrial Cluster, Lý Thường Kiệt Ward, Ninh Bình Province.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 23/04/2026 tại đường dẫn http://phanvuhanam.com.vn/*This information was published on the company's website on 23/04/2026(date), as in the link http://phanvuhanam.com.vn*

Chúng tôi xin 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/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

Tài liệu đính kèm/Attached documents:
- Điều lệ tổ chức và hoạt động của Công ty (sửa đổi tháng 4 năm 2026)/The Charter of Organization and Operation of the Company (amended April 2026).

ĐẠI DIỆN CÔNG TY
Organization representative
Người được UQ CBTT
Person authorized for disclose information

CÔNG TY CỔ PHẦN BÊ TÔNG PHAN VŨ HÀ NAM

Nguyễn Hữu Thiều

CÔNG TY CỔ PHẦN BÊ TÔNG PHAN VŨ HÀ NAM

Digitally signed by CÔNG TY CỔ PHẦN BÊ TÔNG PHAN VŨ HÀ NAM
DN: C=VN, S=NINH BÌNH, L=Phường Lý Thường Kiệt, CN=CÔNG TY CỔ PHẦN BÊ TÔNG PHAN VŨ HÀ NAM, OID.0.9.2342.19200300.100.1.1=MST:0700252549
Reason: I am the author of this document
Location: your signing location here
Date: 2026-04-23 17:05:17
Foxit Reader Version: 9.7.1

PHAN VU HA NAM

CONCRETE JOINT STOCK COMPANY

CHARTER

ORGANIZATION AND ACTIVITIES

Ninh Binh, April 2026

TABLE OF CONTENTS

INTRODUCTION **1**

I. DEFINITIONS AND TERMINOLOGY IN THE CHARTER **1**

Article 1. Interpretation of Terms 1

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATIONAL DURATION, AND LEGAL REPRESENTATIVE OF THE COMPANY. **1**

Article 2. Name, form, headquarters, branches, representative offices, business locations, and operational duration of the Company 1
Article 3. Legal representative of the Company. 2

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY **2**

Article 4. Objectives of the company's operations 2
Article 5. Scope of Business and Activities 3

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS **3**

Article 6. Charter Capital, Shares, Founding Shareholders 3
Article 7. Share Certification 3
Article 8. Other securities certificates 4
Article 9. Share offering 4
Article 10. Transfer of Shares 4
Article 11. Withdrawal of Shares 4

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL **5**

Article 12. Organizational structure, management, and control 5

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS **5**

Article 13. Rights of shareholders 5
Article 14. Obligations of Shareholders 6
Article 15. General Meeting of Shareholders 6
Article 16. Rights and Obligations of the General Meeting of Shareholders 7
Article 17. Authorization to attend the General Meeting of Shareholders 9
Article 18. Change of Rights 9
Article 19. Convening meetings, meeting agenda, and notice of the General Meeting of Shareholders 10
Article 20. Conditions for holding the General Meeting of Shareholders 11
Article 21. Procedures for conducting the meeting and voting at the General Meeting of Shareholders 11
Article 22. Conditions for the Resolutions of the General Meeting of Shareholders to be Passed 12
Article 23. Authority and procedures for obtaining written opinions from shareholders to pass resolutions of the General Meeting of Shareholders 13
Article 24. Resolutions, Minutes of the General Shareholders' Meeting 14
Article 25. Request for annulment of the resolution of the General Meeting of Shareholders 14

VII. BOARD OF DIRECTORS **15**

Article 26. Nomination and election of members of the Board of Directors 15
Article 27. Composition and term of members of the Board of Directors 15
Article 28. Rights and obligations of the Board of Directors. 16
Article 29. Remuneration, bonuses, and other benefits of members of the Board of Directors 17
Article 30. Chairman of the Board of Directors 17
Article 31. Meetings of the Board of Directors 18
Article 32. Subcommittees of the Board of Directors 19
Article 33. Person in Charge of Company Governance 19

VIII. DIRECTOR AND OTHER EXECUTIVES **19**

Article 34. Organization of the management apparatus 19

Article 35. Executives of the Company 20
Article 36. Appointment, dismissal, duties, and powers of the Director 20

IX. SUPERVISORY BOARD 20

Article 37. Nominating members of the Supervisory Board 20
Article 38. Composition of the Supervisory Board 21
Article 39. Head of the Supervisory Board 21
Article 40. Rights and obligations of the Supervisory Board 21
Article 41. Meeting of the Supervisory Board 22
Article 42. Salary, remuneration, bonuses, and other benefits of supervisory board members 22

X. RESPONSIBILITIES OF THE BOARD MEMBERS, SUPERVISORY BOARD MEMBERS, DIRECTORS, AND OTHER EXECUTIVES 22

Article 43. Duty of honesty and avoidance of conflicts of interest 22
Article 44. Responsibility for damages and compensation 23

XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS 23

Article 45. Right to access books and records 23

XII. EMPLOYEES AND TRADE UNION 24

Article 46. Employees and Trade Union 24

XIII. PROFIT DISTRIBUTION 24

Article 47. Profit Distribution 24

XIV. BANK ACCOUNT, FINANCIAL YEAR AND ACCOUNTING REGIME 24

Article 48. Bank Account 24
Article 49. Financial Year 24
Article 50. Accounting Regime 25

XV. FINANCIAL REPORTING, ANNUAL REPORTS, AND RESPONSIBILITY FOR DISCLOSURE OF INFORMATION 25

Article 51. Annual, semi-annual, and quarterly financial reports 25
Article 52. Annual report 25

XVI. COMPANY AUDIT 25

Article 53. Audit 25

XVII. COMPANY SEAL 25

Article 54. Company Seal 25

XVIII. COMPANY DISSOLUTION 25

Article 55. Dissolution of the Company 25
Article 56. Extension of Operations 26
Article 57. Liquidation 26

XIX. INTERNAL DISPUTE RESOLUTION 26

Article 58. Internal dispute resolution 26

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER 27

Article 59. Company Charter 27

XXI. EFFECTIVE DATE 27

Article 60. Effective Date 27

APPENDIX I 28

INDUSTRIES AND BUSINESS ACTIVITIES OF THE COMPANY 28

APPENDIX II 30

DETAILS OF THE COMPANY'S CHARTER CAPITAL SINCE ESTABLISHMENT 30

INTRODUCTION

This charter is approved according to the resolution of the Annual General Meeting of Shareholders 2026 No. 0423/2026/NQ-ĐHĐCĐ dated 23, April 2026.

I. DEFINITIONS AND TERMINOLOGY IN THE CHARTER

Article 1. Interpretation of Terms

1. In this charter, the following terms are understood as follows:

a. "Charter capital" is the total value of the par value of shares sold or registered for purchase at the establishment of the enterprise and is specified in Article 6 of this charter;

b. "Voting capital" is the share capital, according to which the owner has the right to vote on issues within the decision-making authority of the General Meeting of Shareholders;

c. "Enterprise Law" means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

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

đ. "Vietnam" refers to the Socialist Republic of Vietnam;

e. "Date of establishment" is the date the Company is granted the Business Registration Certificate (Business Registration Certificate and equivalent documents) for the first time;

g. "Business executive" refers to the Director, Deputy Director, Chief Accountant, and other executives as stipulated in the Company's Charter;

h. "Related person" refers to individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;

i. "Family members" include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, son-in-law, daughter-in-law, biological child, adopted child, brother, sister, younger brother, younger sister, brother-in-law, sister-in-law, wife's biological brother, husband's biological brother, wife's biological sister, husband's biological sister, wife's younger brother, husband's younger brother;

k. "Shareholder" refers to an individual or organization that owns at least one share of the joint stock company;

l. "Founding shareholder" refers to a shareholder who owns at least one common share and signs the founding shareholder list of the joint stock company;

m. "Major shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law;

n "Operational duration" is the duration of the Company's activities as specified in Article 2 of these bylaws and the extension period (if any) approved by the Company's General Meeting of Shareholders;

o. "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries.

2. In these bylaws, references to one or more provisions or other documents include any amendments, supplements, or replacement documents.

3. The headings (sections, articles of these bylaws) are used for convenience in understanding the content and do not affect the content of these bylaws.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATIONAL DURATION, AND LEGAL REPRESENTATIVE OF THE COMPANY.

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

1. Company name:

- Vietnamese name: **CÔNG TY CỔ PHẦN BÊ TÔNG PHAN VŨ HÀ NAM**
- English name: **PHAN VU HA NAM CONCRETE JOINT STOCK COMPANY**
- Abbreviated name: **PHAN VU HA NAM**

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

3. The registered headquarters of the Company is:

- Address: Thi Son Industrial Cluster, Ly Thuong Kiet Ward, Ninh Binh Province.
- Phone: 0226. 3533038 - Fax:
- Email: info@phanvuhanam.com.vn
- Website: www.phanvuhanam.com.vn

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

5. Unless the operation is terminated early according to Clause 2 of Article 55 or extended according to Article 56 of this Charter, the duration of the Company's operation begins from the date of establishment and is indefinite.

Article 3. Legal representative of the Company.

In the case where the company has only one legal representative, it is the Chairman of the Board of Directors or the Director of the company.

In the case where the company has two legal representatives, the Chairman of the Board of Directors and the Director are automatically the legal representatives of the company.

The rights and obligations of the legal representative are exercised in accordance with the provisions of the Enterprise Law and this Charter.

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

Article 4. Objectives of the company's operations

1. The business sectors of the Company are:

- Production of concrete and concrete products, cement, and gypsum;
- Freight transport by road;
- Passenger transport by road in urban and suburban areas (excluding bus transport);
- Other passenger transport by road:
- Real estate business, land use rights owned, used, or leased;
- Renting motor vehicles.
- Iron ore mining
- Mining of other metal ores not containing iron
- Mining of precious and rare metals
- Mining of stones, sand, gravel, and clay
- Construction: foundation and underground works for high-rise buildings, industrial works, transportation works, irrigation works, technical infrastructure works of industrial zones and urban areas;
- High-tech pile testing;
- Geological survey for construction, topographical survey, hydrogeological survey for construction;
- Conducting large-scale experiments to serve design surveys, quality management, and monitoring in foundation construction and underground works (excluding design services)
- Manufacturing and trading various types of reinforced concrete components, steel, serving foundation construction and underground works;
- Manufacturing and trading construction materials;
- Applying and transferring new foundation construction and underground technology into practical construction in Vietnam;
- Trading: materials, equipment, and technology in the fields of construction and industry;
- Construction of works: civil, industrial, transportation, irrigation;
- Warehousing services;
- Real estate consulting and brokerage (excluding land price consulting activities);
- Hotel and office business (excluding karaoke rooms, dance clubs, bars)
- Design of civil and industrial structures;
- Import and export of goods that the company trades.

- Inland waterway freight transport
- Inland waterway passenger transport
- Warehousing and storage of goods
- Direct support services for waterway transport
- Loading and unloading goods
- Direct support services for road transport
- Other support services related to transport

2. The company's operational objectives are:

Mobilizing capital from shareholders, organizations both domestically and internationally, and effectively utilizing these capital sources for investment activities and business development, while simultaneously innovating production organization and management to achieve the goal of maximizing profits; creating jobs for workers; continuously enhancing shareholder benefits, contributing to the state budget, and developing the Company.

Article 5. Scope of Business and Activities

1. The Company is permitted to plan and conduct all business activities according to the Business Registration Certificate and this Charter in accordance with current legal regulations and to implement appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other fields that are not prohibited by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The charter capital of the Company is 462.266.260.000 VND (Four hundred sixty-two billion, two hundred sixty-six million, two hundred sixty thousand VND).

The total charter capital of the Company is divided into 46.226.626 shares with a par value of 10.000 VND/share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with legal regulations.

3. The shares of the Company on the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding shares are stipulated in Articles 13 and 14 of this Charter.

4. The company may issue other types of preferential shares after obtaining the approval of the General Meeting of Shareholders and in accordance with legal regulations.

5. The name, address, number of shares, and other detailed information about the founding shareholders as stipulated by the Enterprise Law are stated in the appendix attached to this charter.

Common shares must be preferentially offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not subscribed for by shareholders will be decided by the Board of Directors of the Company. The Board of Directors may allocate those shares to shareholders and others under conditions not more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company in manners stipulated in this charter and current laws.

7. The Company may issue other types of securities as regulated by law.

Article 7. Share Certification

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

2. Shares are a type of security that confirms the rights and legal interests of the holder over a portion of the equity capital of the issuing organization. Shares must contain all the contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within one (01) month from the date of submission of the complete application for the transfer of ownership of shares as prescribed by the Company or within one (01) month from the date of full payment for the purchase of shares according to the Company's share issuance plan (or another timeframe

as stipulated in the issuance terms), the holder of the shares will be issued a share certificate. The shareholder is not required to pay the Company for the cost of printing the share certificate.

4. In the event that the share certificate is lost, damaged, or destroyed in any other form, the shareholder may request the Company to reissue the shares. The shareholder's request must include the following information:

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

b. A commitment to take responsibility for any disputes arising from the reissuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company will be issued with the seal and signature of the legal representative of the Company, unless otherwise provided in the terms and conditions of issuance.

Article 9. Share offering

1. A share offering is the Company's increase in the number of shares, the type of shares that are entitled to be offered to increase the charter capital.

2. Share offerings may be conducted in the following forms:

a. Offering shares to existing shareholders;

b. Private placement of shares;

c. Public offering of shares.

3. The company shall conduct the share offering in accordance with the provisions of the law and this charter. The company shall register the change in charter capital within 10 days from the date of completion of the share offering.

4. The share offering shall be conducted in accordance with Articles 124, 125, and 126 of the Enterprise Law.

Article 10. Transfer of Shares

1. All shares are freely transferable unless otherwise provided by this charter and the law; listed shares registered for trading on the Stock Exchange shall be transferred according to the provisions of the law on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred and do not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to purchase newly offered shares, and other rights as provided by law.

Article 11. Withdrawal of Shares

1. In the event that a shareholder does not fully and timely pay the amount due for the purchase of shares, the Board of Directors shall notify and have the right to request that the shareholder pay the remaining amount along with interest on that amount and any costs incurred due to the failure to make full payment for the company.

2. The above payment notice must specify the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the unpaid shares will be withdrawn.

3. The Board of Directors has the right to revoke shares that have not been fully and timely paid in the event that the requirements in the aforementioned notice are not fulfilled.

4. The revoked shares are considered shares that are entitled to be offered for sale according to the provisions of Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution under the conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding revoked shares must relinquish their status as shareholders for those shares but are still responsible in accordance with the total par value of the shares they registered to purchase concerning the Company's financial obligations arising at the time of revocation according to the decision of the Board of Directors from the date of revocation until the date of payment execution. The Board of Directors has full authority to decide on the enforcement of payment for the entire value of the shares at the time of revocation.

6. The notice of revocation will be sent to the holders of the revoked shares prior to the time of revocation. The revocation remains effective even in the case of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 12. Organizational structure, management, and control

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

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of shareholders

1. Common shareholders have the following rights:

a. Attend and speak at the meetings of the General Assembly of Shareholders and exercise the right to vote directly or through an authorized representative or in other forms as provided by the Company's Charter and the law. Each common share has one vote;

b. Receive dividends at the rate determined by the General Assembly of Shareholders;

c. Have priority to purchase new shares corresponding to the ratio of common shares owned by each shareholder in the Company;

d. Freely transfer their shares to others, except in cases specified in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;

đ. Review, search, and extract information about their name and contact address in the list of shareholders entitled to vote; request the correction of inaccurate information about themselves;

e. Review, search, extract, or photocopy the Company's Charter, minutes of the General Assembly of Shareholders, and resolutions of the General Assembly of Shareholders;

g. When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the ratio of shares owned in the Company;

h. Request the Company to repurchase shares in cases specified in Article 132 of the Enterprise Law;

i. Be treated equally. Each share of the same type grants shareholders equal rights, obligations, and benefits. In cases where the Company has different types of preferential shares, the rights and obligations associated with those preferential shares must be approved by the General Assembly of Shareholders and fully disclosed to shareholders;

k. To have access to complete periodic information and extraordinary information disclosed by the Company in accordance with legal regulations;

l. To have their legal rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;

m. Other rights as prescribed by law and these Articles of Association. (Rights concerning other types of shares)

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

a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;

b. To review, search for, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions that must go through the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;

c. Request the Supervisory Board to examine each specific issue related to the management and operation of the Company when deemed necessary. The request must be made in writing; it must include the full name, permanent address, nationality, citizen identification card number, identity card, passport, or other legal personal identification of individual shareholders; the name, business registration number or decision number of establishment, and head office address for institutional shareholders; the number of shares and the time of share registration for each shareholder, the total

number of shares of the entire group of shareholders, and the ownership ratio in the total number of shares of the Company; the issue to be examined, and the purpose of the examination;

d. Propose issues 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 three (03) working days before the opening date. The proposal must clearly state the shareholder's name, the quantity of each type of shares held by the shareholder, and the proposed issue to be included in the meeting agenda;

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

3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination of individuals to the Board of Directors and the Supervisory Board shall be carried out as follows:

a. Ordinary shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the other shareholders about the group meeting before the opening of the General Meeting of Shareholders;

b. Depending on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this clause have the right to nominate one or more candidates for the Board of Directors and the Supervisory Board as decided by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 14. Obligations of Shareholders

Ordinary shareholders have the following obligations:

1. Pay in full and on time for the number of shares they have committed to purchase.

2. Not withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except in the case of the Company or another party buying back the shares. In the event that a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, that shareholder and related parties in the Company must jointly bear responsibility for the Company's debts and other property obligations to the extent of the value of the shares that have been withdrawn and any damages incurred.

3. Comply with the Company's Charter and internal management regulations of the Company.

4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential the information provided by the Company as stipulated in the Company's Charter and the law; only use the provided information to perform and protect their legitimate rights and interests; it is strictly prohibited to disseminate or copy and send the information provided by the Company to other organizations or individuals.

6. Participate in the General Meeting of Shareholders and exercise voting rights through the following methods:

a. Participate and vote directly at the meeting;

b. Authorize another individual or organization to participate and vote at the meeting;

c. Send voting ballots to the meeting via mail, fax, or email;

d. Send voting ballots to the meeting via mail, fax, or email; take responsibility for the legality and authenticity of the voting ballots sent;

7. Bear personal responsibility when acting on behalf of the Company in any form to carry out any of the following acts:

a. Violate the law;

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

c. Pay debts that are not due in the face of financial risks to the Company

Article 15. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders is

held once a year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be located within the territory of Vietnam.

2. The Board of Directors organizes the convening of the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the law and the Company's Charter, particularly approving the annual financial statements and the budget for the next financial year. In the event that the audit report on the Company's annual financial statements contains significant exceptions, opposing audit opinions, or refusals, the Company must invite a representative from an approved audit organization to conduct the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative from the aforementioned approved audit organization is responsible for attending the Company's Annual General Meeting of Shareholders.

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

a. The Board of Directors deems it necessary for the benefit of the Company;

b. The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;

c. At the request of a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request may be prepared in multiple copies and gather enough signatures of the relevant shareholders;

d. At the request of the Supervisory Board;

đ. Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of Board members, independent Board members remains as stipulated in point b of clause 3 of this Article or receives the request specified in points c and d of clause 3 of this Article;

b. In the event that the Board of Directors does not convene a General Meeting of Shareholders as prescribed in point a of clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in clause 3 of Article 140 of the Enterprise Law;

c. If the Supervisory Board does not convene the General Meeting of Shareholders as prescribed in point b of clause 4 of this Article, the shareholders or group of shareholders specified in point c of clause 3 of this Article have the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed in the Enterprise Law .

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

d. The procedures for organizing the General Meeting of Shareholders are stipulated in clause 5 of Article 140 of the Enterprise Law..

Article 16. Rights and Obligations of the General Meeting of Shareholders

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

a. Approve the development orientation of the Company;

b. Decide on the type of shares and the total number of each type of shares to be offered; decide on the annual dividend rate for each type of shares;

c. Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;

d. Decide to invest in or sell assets valued at 35% or more of the total asset value as recorded in the Company's most recent financial report;

đ. Decide to amend and supplement the Company's Charter;

e. Approve the annual financial statements;

g. Decide to repurchase more than 10% of the total shares sold of each type;

h. Review and address violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;

i. Decide to reorganize or dissolve the Company;

k. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

l. Approve the internal governance regulations and the operational regulations of the Board of Directors and the Supervisory Board;

m. Approve the list of approved auditing firms; decide on the approved auditing firm to conduct the Company's audit, dismiss the approved auditor when deemed necessary;

2. The General Meeting of Shareholders discusses and approves the following issues:

a. The annual business plan of the Company;

b. The audited annual financial statements;

c. Report of the Board of Directors on governance and the operational results of the Board of Directors and each member of the Board of Directors (in cases where the company operates under the model specified in point b, clause 1, Article 137 of the Enterprise Law, independent members of the Board of Directors are responsible for reporting at the annual general meeting of shareholders as stipulated in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law);

d. Report of the Supervisory Board on the company's business results, the performance of the Board of Directors, and the Director;

đ. Self-assessment report on the performance of the Supervisory Board and its members;

e. Dividend rate for each share of each type;

g. Number of members of the Board of Directors and the Supervisory Board;

h. Election, dismissal, or removal of members of the Board of Directors and members of the Supervisory Board;

i. Decision on the budget or total level of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k. Approval of the list of approved audit firms; decision on the approved audit firm to conduct inspections of the company's activities when deemed necessary;

l. Supplementing and amending the company's charter;

m. Type of shares and number of newly issued shares for each type of share and the transfer of shares by founding members within the first 03 years from the date of establishment;

n. Division, separation, consolidation, merger, or conversion of the company;

o. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;

p. Decide on investment transactions or sell assets valued at 35% or more of the total asset value recorded in the Company's latest financial report;

q. Decide to repurchase over 10% of the total issued shares of each type;

r. The Company signs contracts or transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total asset value of the Company recorded in the latest financial report;

s. Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;

t. Approve internal regulations on corporate governance, regulations on the operation of the Board of Directors, regulations on the operation of the Supervisory Board;

u. Other issues as prescribed by law and this Charter.

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

Article 17. Authorization to attend the General Meeting of Shareholders

1. Shareholders, or authorized representatives of corporate shareholders, may directly attend the meeting or authorize one or more individuals or other organizations to attend the meeting or participate in the meeting through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders in accordance with the provisions of Clause 1 of this Article must be made in writing. The authorization document must be prepared in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the individual or organization authorized, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party..

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In the case of further authorization, the attendee must also present the original authorization document of the shareholder, and the representative authorized by the shareholder is an organization (if it has not been registered with the Company beforehand).

3. The voting card of the authorized person attending the meeting within the scope of the authorization remains valid in the following cases:

a. The authorizing party has died, has had their civil capacity restricted, or has lost their civil capacity;

b. The authorizing party has revoked the authorization;

c. The authorizing party has revoked the authority of the person executing the authorization.

This provision does not apply in cases where the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 18. Change of Rights

1. The change or cancellation of special rights attached to a type of preferred share takes effect when at least 65% of the common shares held by shareholders attending the meeting approve it. The resolution of the General Meeting of Shareholders regarding changes that negatively affect the rights and obligations of shareholders holding preferred shares can only be passed if at least 75% of the shareholders of that type of preferred shares present at the meeting approve it, or if at least 75% of the shareholders of that type of preferred shares approve it in the case of passing the resolution in the form of a written opinion.

2. The organization of a meeting of shareholders holding a type of preferred share to approve the aforementioned change in rights is only valid if at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of that type. If the required number of representatives is not met, the meeting will be reorganized within thirty (30) days thereafter, and those holding shares of that type (regardless of the number of people and shares) present in person or through an authorized representative will be considered to meet the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that type present in person or through a representative may request a secret ballot. Each share of the same type has 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 these regulations.

4. Unless otherwise provided in the share issuance terms, the special rights attached to preferred shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same type.

Article 19. Convening meetings, meeting agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3 of Article 15 of these regulations.

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

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than ten (10) days before the date of sending the notice of the General Meeting of Shareholders. The Company must announce information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft the resolutions of the General Meeting of Shareholders according to the proposed content of the meeting;

đ. Determine the time and location for holding the meeting;

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

g. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders must be sent to all shareholders by secure means, and simultaneously published on the Company's electronic information page, the State Securities Commission, and the stock exchange where the Company's shares are listed. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders in the list of shareholders entitled to attend at least twenty-one (21) days before the date of the General Meeting of Shareholders (calculated from the date the notice is sent or validly dispatched). The agenda of the General Meeting of Shareholders and related documents regarding the issues to be voted on at the meeting must be sent to shareholders and/or posted on the Company's electronic information page. In case the documents are not sent along with the notice of the General Meeting of Shareholders, the notice must specify the link to all meeting documents for shareholders to access, including:

a. The meeting agenda, documents used in the meeting;

b. The list and detailed information of candidates in case of electing members of the Board of Directors; Supervisors;

c. Voting ballots;

d. Draft Resolutions for each issue in the meeting agenda.

4. Shareholders or a group of shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals must include the full name of the shareholder, permanent address, nationality, ID card number, citizen identification, passport, or other legal personal identification for individual shareholders; the name, business registration number or establishment decision number, and head office address for organizational shareholders; the quantity and type of shares held by the shareholder, and the content of the proposal to be included in the meeting agenda.

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

a. The proposal is submitted not in accordance with the provisions 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 common shares as stipulated in Clause 2, Article 11 of this Charter;

c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the draft agenda and content of the meeting, except in the case specified in Clause 5 of this Article; the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 20. Conditions for holding the General Meeting of Shareholders

1. The General Meeting of Shareholders is conducted when the number of shareholders attending represents over 50% of the total voting shares.

2. If the first meeting does not meet the conditions for conducting as prescribed in Clause 1 of this Article, a notice for the second meeting must be sent within thirty (30) days from the date of the intended first meeting. The second General Meeting of Shareholders can only be held if the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting does not meet the conditions for conducting as prescribed in Clause 2 of this Article, a notice for the third meeting must be sent within twenty (20) days from the date of the intended second meeting. The third General Meeting of Shareholders is held regardless of the total number of voting shares of the attending shareholders.

Article 21. Procedures for conducting the meeting and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out the registration procedures for shareholders and must continue the registration until all eligible shareholders present have registered according to the following order:

a. When registering shareholders, the Company issues a voting card to each shareholder or their authorized representative with voting rights, which includes the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes for that shareholder. The general meeting of shareholders discusses and votes on each issue in the agenda. Voting is conducted by agreeing, disagreeing, or abstaining. At the meeting, the number of cards in favor of the resolution is collected first, followed by the cards against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the voting are announced by the Chairperson immediately before the meeting is adjourned. The meeting elects those responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the vote counting committee is decided by the general meeting of shareholders based on the proposal of the meeting's Chairperson;

b. Shareholders, or the authorized representatives of shareholder organizations or individuals who arrive after the meeting has commenced, have the right to register immediately and subsequently have the right to participate and vote at the meeting right after registration. The Chairperson is not responsible for pausing the meeting to allow late shareholders to register, and the validity of the contents that have been voted on previously remains unchanged.

2. The election of the Chairperson, Secretary, and vote counting committee is stipulated as follows:

a. The Chairman of the Board of Directors acts as the chairperson or authorizes another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors elect one of themselves to chair the meeting by majority rule. If no one can be elected as chairperson, the Head of the Inspection Committee of the General Meeting of Shareholders shall elect the chairperson of the meeting, and the person with the highest number of votes shall chair the meeting;

b. Except for the case specified in point a of this clause, the person who signs to convene the General Meeting of Shareholders shall conduct the meeting for the General Meeting of Shareholders to elect the chairperson of the meeting, and the person with the highest number of votes shall chair the meeting;

c. The chairperson appoints one or more people as secretaries of the meeting;

d. The General Meeting of Shareholders elects one or more people to the Ballot Supervisory Committee at the proposal of the chairperson of the meeting.

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 for each issue in the meeting agenda.

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

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

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

c. Facilitate shareholders' participation (or continued participation) in the meeting. The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The measures applied may include issuing entrance passes or using other selection methods.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by approving, disapproving, and abstaining. The results of the voting are announced by the chairman immediately before the meeting is adjourned.

6. Shareholders or authorized representatives attending the meeting after it has commenced may still register and have the right to vote immediately after registration; in this case, the validity of the contents that have been voted on previously remains unchanged.

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

a. Request all attendees to undergo checks or other reasonable and lawful security measures;

b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or do not comply with security requirements and checks from the General Meeting of Shareholders.

8. The chairman has the right to postpone the General Meeting of Shareholders that has enough registered participants for a maximum of 03 working days from the date the meeting is scheduled to commence and may only postpone the meeting or change the meeting location in the following cases:

a. The meeting venue does not have enough seating to accommodate all attendees comfortably;

b. The information facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;

c. There are attendees who disrupt the meeting, posing a risk to the fair and legal conduct of the meeting.

9. In the event that the chairperson postpones or temporarily 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 among the attendees to replace the chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

Article 22. Conditions for the Resolutions of the General Meeting of Shareholders to be Passed

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

a. The type of shares and the total number of shares of each type;

b. Changes in the industry, profession, and business areas;

c. Changes in the organizational structure of the Company;

d. Investment projects or the sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent financial report, unless the Company's charter specifies a different ratio or value;

đ. Reorganization or dissolution of the Company;

e. Decisions on the type of shares and the total number of shares of each type that are authorized for sale.

2. Resolutions are passed when the shareholders owning more than 50% of the total voting shares of all attending and voting shareholders at the meeting agree, except in cases specified in clauses 1, 3, 4, and 6 of Article 148 of the Enterprise Law

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and passing that resolution violate the provisions of the Enterprise Law and the company's charter.

Article 23. Authority and procedures for obtaining written opinions from shareholders to pass resolutions of the General Meeting of Shareholders.

The authority and procedures for obtaining written opinions from shareholders to pass resolutions of the General Meeting of Shareholders are implemented according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company, except in cases specified in clause 2 of Article 147 of the Enterprise Law

2. The Board of Directors must prepare the opinion solicitation ballot, the draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all voting shareholders no later than ten (10) days before the deadline for returning the opinion solicitation ballot. The preparation of the list of shareholders receiving the opinion solicitation ballot is carried out according to the provisions of clauses 1 and 2 of Article 141 of the Enterprise Law. The requirements and methods for sending the opinion solicitation ballot and accompanying documents are implemented according to the provisions of Article 143 of the Enterprise Law.

3. The opinion poll must include the following main contents:

a. Name, address of the head office, business registration number;

b. Purpose of the opinion poll;

c. Full name, contact address, nationality, legal document number of individuals for individual shareholders; name, business registration number or legal document number of organizations, address of the head office for organizational shareholders, or full name, contact address, nationality, legal document number of individuals for representatives of organizational shareholders; quantity of shares of each type and number of votes of shareholders;

d. The issue that needs to be consulted for decision-making;

đ. Voting options including in favor, against, and no opinion for each issue being consulted;

e. Deadline for sending the answered opinion poll back to the Company;

g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered opinion poll to the company by mail, fax, or email according to the following regulations:

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

b. In the case of sending by fax or email, the opinion poll sent to the company must be kept confidential until the time of vote counting;

c. Ballots sent to the company after the deadline specified in the ballot or that have been opened in the case of mail and disclosed in the case of fax or email are invalid. Ballots not sent back will be considered as abstaining from voting.

5. The Board of Directors counts the votes and prepares the vote counting minutes in the presence of the Supervisory Board or shareholders not holding management positions in the Company. The vote counting minutes must include the following main contents:

a. Name, address of the head office, business registration number;

b. Purpose and issues to be voted on to pass the resolution;

c. The number of shareholders with the total number of voting ballots that participated in the voting, distinguishing between valid and invalid voting ballots and the method of sending voting ballots, along with an appendix listing the participating shareholders;

d. The total number of votes in favor, against, and abstaining for each issue;

đ. Issues that have been passed and the corresponding approval rate;

e. Full name and signature of the Chairman of the Board of Directors, the vote supervisor, and the vote counter.

Members of the Board of Directors, the vote counter, and the vote supervisor must jointly bear responsibility for the honesty and accuracy of the vote counting minutes; they are jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting;

6. The minutes of the ballot and the resolution must be sent to the shareholders within 15 days from the date of the ballot conclusion. The sending of the ballot minutes and the resolution can be replaced by posting on the Company's electronic information page within 24 hours from the time of the ballot conclusion.

7. The responded opinion ballots, the ballot minutes, the approved resolutions, and related documents sent along with the opinion ballot must be kept at the Company's headquarters.

8. A resolution is passed in the form of a written opinion from shareholders if it is approved by shareholders holding [50%] of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution passed at a General Shareholders' Meeting.

Article 24. Resolutions, Minutes of the General Shareholders' Meeting

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

a. Name, address of the headquarters, business registration number;

b. Time and location of the General Shareholders' Meeting;

c. Meeting agenda and content of the meeting;

d. Names of the chairperson and the secretary;

đ. Summary of the meeting's proceedings and the opinions expressed at the General Shareholders' Meeting on each issue in the agenda;

e. The number of shareholders and the total number of voting shares of the shareholders attending the meeting, the appendix of the registered shareholder list, the representatives of the attending shareholders with the corresponding number of shares and votes;

g. The total number of votes for each voting issue, specifying the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; the corresponding percentages of the total voting shares of the attending shareholders;

h. The issues that have been approved and the corresponding percentage of votes in favor;

i. The name and signature of the chairperson and the secretary. In the event that the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the content as required in this clause. The meeting minutes must clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson and secretary of the meeting or other signatories in the minutes must jointly bear responsibility for the authenticity and accuracy of the content of the minutes.

3. The minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall apply.

4. Resolutions, Minutes of the General Meeting of Shareholders, an appendix listing the shareholders registered to attend the meeting along with the signatures of the shareholders, documents authorizing attendance at the meeting, all documents attached to the Minutes (if any), and related documents accompanying the invitation to the meeting must be disclosed in accordance with legal regulations on information disclosure in the securities market and must be kept at the Company's headquarters.

Article 25. Request for annulment of the resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders,

shareholders or groups of shareholders specified in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except for the cases specified in Clause 2, Article 152 of the Enterprise Law;

2. The content of the resolution violates the law or the company's charter.

VII. BOARD OF DIRECTORS

Article 26. Nomination and election of members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Company must publicly disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's electronic information page so that shareholders can learn about these candidates before voting. Board candidates must provide a written commitment regarding the honesty and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interest of the Company if elected as members of the Board of Directors. The information related to the Board candidates that must be disclosed includes:

a. Full name, date, month, year of birth;

b. Professional qualifications;

c. Work experience;

d. Other management positions (including Board positions of other companies);

đ. Interests related to the Company and related parties of the Company;

e. Other information (if any) as stipulated in the company's charter;

g. The Company must be responsible for disclosing information about the companies where the candidate holds a position as a member of the Board of Directors, other management positions, and any interests related to the candidate's company (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the company's charter.

3. In the event that the number of candidates for the Board of Directors through nomination and application is still insufficient according to the provisions of Clause 5, Article 115 of the Enterprise Law, the current Board of Directors shall introduce additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the operational regulations of the Board of Directors. The introduction of additional candidates by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors must meet the standards and conditions as stipulated in Clause 1 and Clause 2 of Article 155 of the Enterprise Law and the company's charter.

Article 27. Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors shall be at least five (05) and no more than eleven (11), with the specific number determined by the General Meeting of Shareholders.

2. The term of members of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

In the event that all members of the Board of Directors complete their term, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over their duties.

3. The structure of the members of the Board of Directors is as follows:

The structure of the company's Board of Directors must ensure that at least 1/3 of the total members of the Board are non-executive members.

The total number of independent members on the Board must comply with the following regulations:

a. There must be at least 01 independent member if the company has 05 members on the Board;

b. There must be at least 02 independent members if the company has from 06 to 08 members on the Board;

c. There must be at least 03 independent members if the company has from 09 to 11 members on the Board.

4. A member of the Board of Directors loses their status as a member in cases where they are dismissed or replaced by the General Meeting of Shareholders as stipulated in Article 160 of the Enterprise Law.

5. The appointment of members to the Board of Directors must be publicly disclosed in accordance with legal regulations on information disclosure in the securities market.

6. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

Article 28. Rights and obligations of the Board of Directors.

1. The Board of Directors is the management body of the company, having full authority on behalf of the company to decide and perform the rights and obligations of the company, except for the rights and obligations belonging to the authority of the General Meeting of Shareholders.

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

a. To decide on the strategy, medium-term development plan, and annual business plan of the Company;

b. To propose the type of shares and the total number of shares to be offered for each type;

c. Deciding to sell unallocated shares within the scope of the shares entitled to be offered for each type; deciding to raise additional capital in other forms;

d. Deciding the selling price of the Company's shares and bonds;

đ. Deciding to repurchase shares as stipulated in Clause 1 and Clause 2 of Article 133 of the Enterprise Law;

e. Deciding on investment plans and investment projects within the authority and limits as prescribed by law;

g. Deciding on solutions for market development, marketing, and technology;

h. Approving contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at [35%] or more of the total asset value recorded in the Company's most recent financial report, except in cases where the company's charter stipulates different ratios or values, and contracts or transactions that fall under the authority of the General Meeting of Shareholders as specified in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprise Law;

i. Electing, dismissing, or removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts, and terminating contracts with the Director and other key managers; deciding on salaries, remuneration, bonuses, and other benefits for those managers; appointing authorized representatives to participate in the Member Council or the General Meeting of Shareholders in other companies, deciding on the remuneration and other benefits of those individuals;

k. Supervising and directing the Director and other managers in the daily business operations of the Company;

l. Deciding the organizational structure, internal management regulations of the Company, deciding to establish subsidiaries, branches, representative offices, and the investment, purchase of shares in other enterprises;

m. Approving the program and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

n. Presenting the audited annual financial report to the General Meeting of Shareholders;

o. Proposing the dividend level to be paid; deciding the duration and procedures for paying dividends or handling losses incurred during business operations;

p. Proposing the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;

q. Deciding to issue the Operating Regulations of the Board of Directors, the internal regulations on corporate governance after being approved by the General Meeting of Shareholders; deciding to issue the Operating Regulations of the Audit Committee under the Board of Directors, regulations on the company's information disclosure;

s. Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law.

Article 29. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on the results and effectiveness of business operations.

2. Members of the Board of Directors (excluding representatives authorized as substitutes) shall receive remuneration and bonuses. The Board of Directors plans the remuneration level for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is calculated as a business expense of the Company in accordance with the laws on corporate income tax, reflected 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 those working in subcommittees of the Board of Directors or performing tasks beyond the usual scope of a Board member may receive additional remuneration in the form of a lump sum payment per instance, salary, commission, profit percentage, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while fulfilling their duties as Board members, including expenses arising from 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 insured by the Company after receiving approval from the General Meeting of Shareholders. This insurance does not cover liabilities of board members related to violations of the law and the company's charter.

Article 30. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members. The Chairman of the Board of Directors may not concurrently hold the position of Director;

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

a. To establish the program and activity plan of the Board of Directors;

b. To prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c. To organize the adoption of resolutions and decisions of the Board of Directors;

d. To supervise the implementation of the resolutions and decisions of the Board of Directors;

đ. To chair the General Meeting of Shareholders;

e. To issue a list of the Company's confidential documents and rights of access.

g. Other rights and responsibilities as prescribed by the Enterprise Law and this Charter.

3. The Vice Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the remaining members of the Board.

4. In the event that the Chairman or Vice Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must delegate their authority in writing to the Vice Chairman of the Board of Directors. If both the Chairman and the Vice Chairman are absent, they shall delegate another member to perform the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in these bylaws. If there is no designated delegate, or if the Chairman of the Board of Directors is deceased, missing, in detention, serving a prison sentence, undergoing administrative measures at a mandatory rehabilitation facility, a compulsory educational institution, has escaped from their residence, is restricted

or lost their civil capacity, has difficulties in cognition, self-control, is prohibited by the court from holding certain positions, professions, or specific work, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority agreement from the remaining members until a new decision is made by the Board of Directors.

Article 31. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days following the conclusion of the election for that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. In the case where there are more than one member with the highest number of votes or an equal voting ratio, the members shall vote based on the principle of majority to select one among them to convene the Board of Directors meeting.

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

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

a. At the request of the Supervisory Board or independent members of the Board of Directors;

b. At the request of the Director or at least 05 other managers;

c. At the 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, stating the purpose, the issues to be discussed, and the decisions within the competence 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 specified in Clause 3 of this Article. In the event of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred to the Company; the requester has the right to replace the Chairman to convene 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 a notice of the meeting no later than [05 days] working days before the date of the meeting. The notice must specify the exact time and location of the meeting, agenda, issues for discussion and decisions. The notice must be accompanied by documents to be used at the meeting and voting ballots for members.

The notice inviting the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods specified by the company's charter and must ensure delivery to the contact address of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting sends the notice and accompanying documents to the members of the Supervisory Board as they do to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board meetings; they have the right to discuss but do not have voting rights.

8. The Board of Directors meeting is conducted when at least 3/4 of the total number of members are present. If the meeting convened under this provision does not have enough members as required, it may be convened a second time within [07 days] from the date of the first intended meeting. In this case, the meeting is conducted if more than half of the Board of Directors members are present.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote according to the provisions of Clause 11 of this Article;

c. Attending and voting via online conference or other electronic forms;

d. Sending a voting ballot to the meeting via mail, fax, or email;

đ. Sending a voting ballot by other means.

10. In the case of sending voting ballots to the meeting via mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 1 hour before the opening. The ballots may only be opened in the presence of all attendees.

11. Members must fully attend all meetings of the Board of Directors. Members may authorize others to attend and vote on their behalf if approved by a majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present; in the event of a tie, the final decision rests with the opinion of the Chairman of the Board of Directors.

Article 32. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be responsible for development policies, personnel, salaries and bonuses, internal audit, and risk management. The number of members of the subcommittee is determined by the Board of Directors, with a minimum of [3 members], including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members must make up the majority of the subcommittee, and one of these members is appointed as the Head of the subcommittee by the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolutions of the subcommittee are only effective when a majority of the members participate and vote in favor at the subcommittee meeting.

2. The implementation of decisions by the Board of Directors, or by subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the company's charter and internal governance regulations.

Article 33. Person in Charge of Company Governance

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

2. The person in charge of company governance must not simultaneously work for an approved auditing organization that is conducting audits of the Company's financial statements.

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

- Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
- Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- Advise on the procedures for meetings;
- Attend meetings;
- Advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- Monitor and report to the Board of Directors on the Company's information disclosure activities;
- Serve as the point of contact with interested parties;
- Information security in accordance with the provisions of the law and the company's charter;
- Other rights and obligations as stipulated by law and this charter.

VIII. DIRECTOR AND OTHER EXECUTIVES

Article 34. Organization of the management apparatus

The management system of the Company 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 daily business activities of the Company. The Company has a Director, Deputy Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, or removal of the above-mentioned positions must be approved by a resolution or decision of the Board of Directors.

Article 35. Executives of the Company

1. The executives of the Company include the Director, Deputy Directors, Chief Accountant, and other executives as stipulated in this charter.

2. At the proposal of the Director and with the approval of the Board of Directors, the Company may hire additional executives in numbers and standards appropriate to the structure and management regulations of the Company as prescribed by the Board of Directors. The executives must be responsible for assisting the Company in achieving its set objectives in operations and organization.

3. The Director is entitled to a salary and bonus. The salary and bonus of the Director are determined by the Board of Directors.

4. The salary of the executive is included in the business expenses of the Company according to the regulations of the corporate income tax law, and 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 36. Appointment, dismissal, duties, and powers of the Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the Director.

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

3. The term of the Director is no more than 05 years and may be reappointed for an unlimited number of terms. The Director must meet the standards and conditions as prescribed by law and the company's charter.

4. The Director has the following rights and obligations:

a. Decide on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b. Organize the implementation of the resolutions and decisions of the Board of Directors;

c. Organize the implementation of the business plan and investment proposals of the Company;

d. Propose the organizational structure and internal management regulations of the Company;

đ. Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors;

e. Deciding on salaries and other benefits for employees in the Company, including managers appointed by the Director;

g. Recruiting employees;

h. Proposing plans for dividend distribution or handling business losses;

i. Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the Director when a majority of voting members of the Board of Directors agree and appoint a new Director to replace them.

IX. SUPERVISORY BOARD

Article 37. Nominating members of the Supervisory Board

1. The nomination of members of the Supervisory Board shall be conducted similarly to the provisions in Clauses 1 and 2 of Article 26 of this charter.

2. In the event that the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient, the current Supervisory Board may nominate additional candidates or organize nominations according to the internal regulations on corporate governance and the operational regulations of the Supervisory Board. The introduction of additional candidates by the current Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 38. Composition of the Supervisory Board

1. The Supervisory Board of the Company consists of three (03) to five (05) inspectors. The term of an inspector shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions as stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:

a. Working in the accounting or finance department of the Company; and

b. Being a member or employee of an independent auditing firm that conducts audits of the Company's financial statements in the three consecutive years prior.

3. Members of the Supervisory Board are dismissed in the following cases:

a. No longer meeting the standards and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;

b. Submitting a resignation letter that is approved;

c. Other cases as provided in this Charter.

4. Members of the Supervisory Board are removed in the following cases:

a. Failing to complete the assigned tasks;

b. Not exercising their rights and obligations for six consecutive months, except in cases of force majeure;

c. Repeatedly violating or seriously breaching the obligations of a member of the Supervisory Board as stipulated by the Enterprise Law and the Company Charter;

d. Other cases as decided by the General Meeting of Shareholders.

Article 39. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the members of the Supervisory Board; the election, dismissal, and removal are based on the principle of majority. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business activities of the enterprise;

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

a. Convene meetings of the Supervisory Board;

b. Request the Board of Directors, the Director, and other executives to provide information related to the Supervisory Board's reports;

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

Article 40. Rights and obligations of the Supervisory Board

The Supervisory Board has rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations that are proposed and recommend the General Meeting of Shareholders to approve the list of auditing organizations authorized to audit the Company's financial statements; decide on the organization of audits authorized to inspect the Company's operations, dismiss the authorized auditor when deemed necessary;

2. Be responsible to shareholders for its supervisory activities;

3. Monitor the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, the Director, and other managers;

4. Ensure coordination of activities with the Board of Directors, the Director, and shareholders;

5. In case of detecting violations of the law or violations of the company's charter by members of the Board of Directors, the Director, and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requiring the violator to cease the violation and provide solutions to remedy the consequences;

6. Develop the operational regulations of the Supervisory Board and present them to the General Meeting of Shareholders for approval;

7. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Securities Law;

8. Have the right to access the records and documents of the Company kept at the headquarters, branches, and other locations; have the right to visit the workplace of the managers and employees of the Company during working hours;

9. Have the right to request the Board of Directors, members of the Board of Directors, the Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of the Company; and

10. Other rights and obligations as prescribed by law

Article 41. Meeting of the Supervisory Board

1. The supervisory board must meet at least 02 times a year, with at least 2/3 of the members attending the meeting. The minutes of the supervisory board meeting must be detailed and clear. The person recording the minutes and the attending members of the supervisory board must sign the meeting minutes. The minutes of the supervisory board meetings must be kept to determine the responsibility of each member of the supervisory board;

2. The supervisory board has the right to request members of the board of directors, the director, and representatives of the approved auditing organization to attend and answer questions that need clarification.

Article 42. Salary, remuneration, bonuses, and other benefits of supervisory board members

1. Supervisory board members are paid salaries, remuneration, bonuses, and other benefits as decided by the general meeting of shareholders. The general meeting of shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the supervisory board.

2. Supervisory board members are reimbursed for reasonable costs of meals, accommodation, travel, and expenses for using independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the supervisory board approved by the general meeting of shareholders, unless the general meeting of shareholders decides otherwise.

3. The salaries and operational expenses of the Supervisory Board are included in the business expenses of the Company according to the regulations of the law on corporate income tax, other relevant legal provisions, and must be itemized separately in the Company's annual financial statements.

X. RESPONSIBILITIES OF THE BOARD MEMBERS, SUPERVISORY BOARD MEMBERS, DIRECTORS, AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board, Directors, and other executives are responsible for performing their duties, including those as members of the subcommittees of the Board of Directors, honestly and prudently in the interest of the Company.

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

1. Members of the Board of Directors, Supervisors, Directors, and other executives must disclose relevant interests in accordance with Article 164 of the Enterprise Law and related legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, Directors, other managers, and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, directors, and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board about transactions between the Company, its subsidiaries, and other companies controlled by the public company with over 50% of the charter capital with the same party or with related persons of that party in accordance with the law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions according to the regulations of the securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit themselves or their related parties as stipulated by the Enterprise Law.

5. Members of the Board of Directors, members of the Supervisory Board, directors, other executives, and their related parties are not allowed to use or disclose internal information to others to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the Director, other executives, and individuals or organizations related to these subjects are not invalid in the following cases:

a. For contracts with a value less than or equal to twenty percent (20%) of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, Directors, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the execution of that contract or transaction in good faith by a majority vote of the Board members without conflicting interests;

b. For contracts with a value greater than twenty percent (20%) of the total asset value recorded in the most recent financial statements, the important contents of this contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, Directors, and other executives have been disclosed to shareholders without conflicting interests who have the right to vote on the matter, and those shareholders have approved this contract or transaction;

Article 44. Responsibility for damages and compensation

1. Members of the Board of Directors, members of the Supervisory Board, Directors, and other executives who violate their obligations, responsibilities of honesty and caution, and fail to fulfill their duties shall be liable for damages caused by their violations.

2. The company shall indemnify those who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative cases, and not lawsuits initiated by the Company) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, a Director, another executive, an employee, or a representative authorized by the Company who has been or is performing duties on behalf of the Company, acting honestly, cautiously in the interest of the Company based on legal compliance, and there is no evidence confirming that the person has violated their responsibilities

3. Indemnification costs include incurred expenses (including attorney fees), judgment costs, fines, and amounts payable arising in fact or deemed reasonable in resolving these matters within the limits of the law. The Company may purchase insurance for those individuals to avoid the aforementioned indemnification liabilities.

XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS

Article 45. Right to access books and records

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

a. Common shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders entitled to vote; request the correction of inaccurate information about themselves; review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning at least five percent (5%) of the total number of common shares have the right to review, search, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports from the Supervisory Board, contracts, transactions that must go through the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company. The copying or extraction must be conducted during working hours and at the Company's headquarters.

2. In the event that the authorized representative of a shareholder or group of shareholders requests to review the books and records, they must provide the power of attorney from the shareholder 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 Supervisory Board, the Director, and other executives have the right to inspect the company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.

4. The company must keep this Charter and any amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at the headquarters or another location, provided that the shareholders and the Business Registration Authority are informed of the storage location of these documents.

5. The Company's Charter must be published on the Company's electronic information page.

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and Trade Union

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

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

XIII. PROFIT DISTRIBUTION

Article 47. Profit Distribution

1. The General Meeting of Shareholders decides the dividend payout rate and the form of annual dividend payment from the Company's retained earnings.

2. The company does not pay interest on the dividend payments or any payments related to a type of stock.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors is the body to implement this resolution.

4. In the event that dividends or other payments related to a type of stock are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the detailed banking information provided by the shareholders. If the Company has transferred funds according to the detailed banking information provided by the shareholder and that shareholder does not receive the money, the Company is not responsible for the funds transferred to that shareholder. The payment of dividends for listed/registered shares at the Stock Exchange can be carried out through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the Board of Directors passes a resolution to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or hold other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents.

6. Other issues related to profit distribution are carried out in accordance with the law.

XIV. BANK ACCOUNT, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 48. Bank Account

1. The company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

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

3. The company conducts all payments and accounting transactions through accounts in Vietnamese currency or foreign currency at the banks where the company opens accounts.

Article 49. Financial Year

The financial year of the company begins on the first day of January (01) each year and ends on the 31st day of December of the same year. The first financial year starts from the date of issuance of the Business Registration Certificate and ends on the 31st day of December immediately following the issuance of that Business Registration Certificate.

Article 50. Accounting Regime

1. The accounting regime used by the company is the Enterprise Accounting Regime or a specific accounting regime issued and approved by the competent authority.

2. The company maintains accounting records in Vietnamese and keeps accounting documents in accordance with the legal regulations on accounting and related laws. These documents must be accurate, up-to-date, systematic, and sufficient to demonstrate and explain the company's transactions.

3. The company uses the Vietnamese dong as its accounting currency. In cases where the company has economic transactions primarily in a foreign currency, it may choose that foreign currency as its accounting currency, bearing responsibility for that choice before the law and notifying the direct tax authority.

XV. FINANCIAL REPORTING, ANNUAL REPORTS, AND RESPONSIBILITY FOR DISCLOSURE OF INFORMATION

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

1. The company must prepare annual financial statements, and the annual financial statements must be audited in accordance with legal regulations. The company discloses the audited annual financial statements as required by law regarding information disclosure on the securities market and submits them to the competent state authority.

2. The annual financial statements must include all reports, appendices, and explanations as stipulated by the law on corporate accounting. The annual financial statements must accurately and objectively reflect the company's operational situation.

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

Article 52. Annual report

The company must prepare and disclose the Annual Report in accordance with legal regulations on securities and the securities market.

XVI. COMPANY AUDIT

Article 53. Audit

1. The General Meeting of Shareholders appoints an independent auditing company or approves a list of independent auditing companies and authorizes the Board of Directors to select one of these entities to conduct the audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements is allowed to attend the General Meeting of Shareholders and has the right to receive notices and other information related to the General Meeting of Shareholders and can express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 54. Company Seal

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

2. The Board of Directors decides on the type of seal, quantity, form, and content of the seal of the Company, branches, and representative offices of the Company (if any).

3. The Board of Directors and the Director use and manage the seal according to current legal regulations.

XVIII. COMPANY DISSOLUTION

Article 55. Dissolution of the Company

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

a. Upon the expiration of the operational term stated in the company's charter without a decision to extend;

b. According to the resolution or decision of the General Meeting of Shareholders;

c. The Business Registration Certificate is revoked, except in cases where the Tax Administration Law provides otherwise;

d. Other cases as prescribed by law.

2. The dissolution of the Company before the expiration date (including any extended period) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 56. Extension of Operations

1. The Board of Directors convenes a General Meeting of Shareholders at least seven (07) months before the end of the operation period for shareholders to vote on the proposal to extend the Company's operations as suggested by the Board of Directors

2. The operation period is extended when at least 65% of the total voting shares of all attending shareholders at the General Meeting of Shareholders agree.

Article 57. Liquidation

1. At least six (06) months before the end of the Company's operation period or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee prepares its operational regulations. Members of the Liquidation Committee may be selected from the Company's staff or independent experts. All costs related to liquidation will be prioritized for payment by the Company before other debts of the Company.

2. The liquidation committee is responsible for reporting to the business registration authority about the date of establishment and the date of commencement of operations. From that point on, the liquidation committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

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

a. Liquidation expenses;

b. Wages, severance pay, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;

c. Tax debts;

d. Other debts of the Company;

đ. The remaining balance after all debts from items (a) to (d) have been paid will be distributed to the shareholders. Preferred shares will be paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

1. In the event of a dispute or complaint related to the Company's operations, the rights and obligations of shareholders according to the provisions of the Enterprise Law, the company's charter, other legal regulations, or agreements between:

a. Shareholders and the Company;

b. Shareholders and the Board of Directors, the Supervisory Board, the Director, or other executives;

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors presides over the resolution of the dispute and requests each party to present relevant information regarding the dispute within 15 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to mediate the dispute resolution process.

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

3. The parties bear their own costs related to the negotiation and mediation procedures. Payment of court costs shall be made according to the court's ruling.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 59. Company Charter

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

2. In cases where the law has provisions related to the Company's operations that are not mentioned in this Charter or in cases where there are new legal provisions that differ from the clauses in this Charter, those provisions shall apply to regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter consists of 21 sections and 60 articles approved by the General Meeting of Shareholders of the Company on 23, April 2026 and unanimously accepted the full text of this Charter.

2. The Charter is made in 03 copies, all of equal value and must be kept at the Company's headquarters.

3. This Charter is the only and official one of the Company.

4. Copies or excerpts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

Name, signature of the legal representative or the founding shareholders or the authorized representative of the founding shareholders of the Company./.

LEGAL REPRESENTATIVE OF THE COMPANY

CÔNG TY CỔ PHẦN BÊ TÔNG PHAN VŨ HÀ NAM

DIRECTOR

Cao Van Thai

APPENDIX I

INDUSTRIES AND BUSINESS ACTIVITIES OF THE COMPANY

(Enacted together with the Charter of Organization and Operation of Phan Vu Ha Nam Concrete Joint Stock Company)

No.	*Industry Name*	*Industry Code*
1.	*Production of concrete and concrete products, cement, and gypsum*	*2395 (Main)*
2.	*Road freight transport*	*4933*
3.	*Passenger transport by road within urban and suburban areas (excluding bus transport)*	*4931*
4.	*Other road passenger transport*	*4932*
5.	*Real estate business, ownership rights, land use rights owned, used, or leased*	*6810*
6.	*Motor vehicle rental*	*7710*
7.	*Iron ore mining*	*0710*
8.	*Mining of other non-ferrous metal ores* *Details: Mining of other non-ferrous metal ores not classified elsewhere.*	*0722*
9.	*Mining of rare precious metals*	*0730*
10.	*Mining of stone, sand, gravel, clay*	*0810*
11.	*Inland waterway freight transport*	*5022*
12.	*Domestic waterway passenger transport*	*5021*
13.	*Warehousing and storage of goods*	*5210*
14.	*Direct support services for water transport*	*5222*
15.	*Cargo handling*	*5224*
16.	*Direct support services for road transport*	*5225*
17.	*Other support services related to transport*	*5229*
18.	*- Construction: foundations and underground works for high-rise buildings, industrial works, transportation works, irrigation works, technical infrastructure works for industrial zones and urban areas;* *- High-tech pile testing;* *- Geotechnical surveys, topographical surveys, and hydrogeological surveys for construction works.* *- Conducting geotechnical tests for design surveys, quality management, and monitoring in foundation construction and underground works (excluding design services);* *- Production and trading of various types of reinforced concrete components, steel, for foundation and underground works;* *- Production and trading of building materials;* *- Application and transfer of new foundation and underground construction technology to actual construction in Vietnam;*	*The industry and profession do not match the codes of the Vietnamese economic system*

	- Trading: Materials, supplies, technology equipment in the fields of construction and industry; *- Construction of works: Civil, industrial, transportation, irrigation;* *- Logistics services;* *- Real estate consulting and brokerage (excluding land price consulting activities);* *- Hotel and office business (excluding karaoke rooms, nightclubs, bars);* *- Design of civil and industrial structures;* *- Import and export of goods for trading companies.*	

APPENDIX II

DETAILS OF THE COMPANY'S CHARTER CAPITAL SINCE ESTABLISHMENT

(Issued together with the Charter of Organization and Operation of Phan Vu Ha Nam Concrete Joint Stock Company)

No.	Change Date	Charter Capital (VND)	Total Number of Shares	Share Type	Notes
1	05/05/2010	150.000.000.000	15.000.000	Common Shares	
2	20/02/2013	268.000.000.000	26.800.000	Common Shares	
3	08/08/2014	410.000.000.000	41.000.000	Common Shares	
4	16/12/2021	450.999.690.000	45.099.969	Common Shares	
5	10/12/2024	462.266.260.000	46.226.626	Common Shares	