



**EVERLAND GROUP
JOINT STOCK COMPANY**

Số: 08/2026/QĐ-HDQT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, May 09, 2026.

DECISION

(Re: Issuance of the amended Charter of Everland Group Joint Stock Company)

**BOARD OF MANAGEMENT
EVERLAND GROUP JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and Law No. 76/2025/QH15 dated June 17, 2025 amended and supplemented a number of articles of the Law on Enterprises;
- Pursuant to the Resolution of 2026 Annual General Meeting of Shareholders No. 08/2026/NQ-DHDCD dated April 24, 2026 of Everland Group Joint Stock Company
- Pursuant to the Document of Confirmation on changes to enterprises registration information issued by Hanoi Department of Finance on May 05, 2026 to Everland Group Joint Stock Company,

DECIDE TO:

Article 1. Promulgated with this Decision is the amended Charter of Everland Group Joint Stock Company, as approved at the 2026 Annual General Meeting of Shareholders dated April 24, 2026.

Article 2. This Decision takes effect from the date of signing.

The members of the Board of Management, the General Director, and relevant units and individuals of Everland Group Joint Stock Company are responsible for implementing this Decision./.

Recipients:

- As Article 2;
- Supervisory Board;
- Save: VT, HDQT.

**ON BEHALF OF THE BOM
CHAIRMAN**

(signed)

Le Dinh Vinh



CHARTER

EVERLAND GROUP JOINT STOCK COMPANY

(Promulgated under Decision of the Board of Management No. 08./2026/QD-HDQT dated May 09, 2026 on the promulgation of the amended Charter of Everland Group Joint Stock Company)

Hanoi, 09 May 2026

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CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1.1. In this Charter, the following terms shall be construed as follows:

- a. **“Charter capital”** means the total par value of shares sold or subscribed upon establishment of the joint stock company and as provided in Article 6 of this Charter;
- b. **“Voting capital”** means share capital which entitles its holder to vote on matters within the jurisdiction of the General Meeting of Shareholders;
- c. **“Law on Enterprises”** means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented from time to time;
- d. **“Law on Securities”** means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, as amended and supplemented from time to time;
- e. **“Vietnam”** means the Socialist Republic of Vietnam;
- f. **“Establishment Date”** means the date on which the Company was first issued the Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents);
- g. **“Enterprise executive”** means the General Director, Deputy Director (Deputy General Director), Chief Accountant and other executives as provided in the Company Charter;
- h. **“Enterprise manager”** means a manager of the Company, including the Chairman of the Board of Management, members of the Board of Management, General Director and individuals holding other managerial positions as provided in the Company Charter;
- i. **“Related person”** means an individual or organization as defined in Clause 23 Article 4 of the Law on Enterprises and Clause 46 Article 4 of the Law on Securities;
- j. **“Shareholder”** means an individual or organization that owns at least one share of a joint stock company;
- k. **“Founding shareholder”** means a shareholder who owns at least one ordinary share and signs the list of founding shareholders of the joint stock company;
- l. **“Major shareholder”** means a shareholder as defined in Clause 18 Article 4 of the Law on Securities;
- m. **“Term of operation”** means the operational duration of the Company as provided in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Company;
- n. **“Stock Exchange”** means the Vietnam Stock Exchange and its subsidiaries.

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

- 1.3. The headings (chapters and articles of this Charter) are used for convenience of reference only and shall not affect the contents of this Charter.

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

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

- 2.1 Name of the Company
- Vietnamese name: CÔNG TY CỔ PHẦN TẬP ĐOÀN EVERLAND
 - Foreign-language name: EVERLAND GROUP JOINT STOCK COMPANY
 - Abbreviated name: EVERLAND GROUP., JSC
- 2.2 The Company is a joint stock company having juridical person status in accordance with the current laws of Vietnam.
- 2.3 The registered headquarters of the Company are:
- Headquarters address: 3rd Floor, 97-99 Lang Ha Building, Lang Ha Ward, Dong Da District, Hanoi City, Vietnam.
 - Telephone: 024 6666 8080.
 - Fax: 024 3200 1234.
 - E-mail: info@everland.vn
 - Website: www.everland.vn
- 2.4 The Company may establish branches and representative offices in business areas to implement the Company's operational objectives in accordance with decisions of the Board of Management and within the limits permitted by law.
- 2.5 Unless terminated before the time limit specified in Clause 2 Article 59 or unless its operation is extended as provided in Article 60 of this Charter, the term of operation of the Company shall be indefinite from the Establishment Date.

Article 3. Legal representatives of the Company

- 3.1. The Company has two (02) legal representatives, namely the Chairman of the Board of Management and the General Director.
- 3.2. The powers and duties of the legal representatives of the Company shall be performed in accordance with Article 12 of the Law on Enterprises.
- 3.3. The Board of Management shall assign specific duties and powers to each legal representative of the Company in accordance with the practical conditions of the Company from time to time.

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

Article 4. Operational objectives of the Company

4.1. The business lines of the Company are:

No.	Name of business line	Code
1	Other financial service support activities n.e.c. Details: investment consultancy (excluding legal, financial, accounting, auditing, tax and securities consultancy); bidding consultancy.	6619
2	Urban and suburban passenger land transport (except bus transport). Details: passenger transport by taxi; passenger transport by motorcycles, scooters and other motor vehicles.	4931
3	Warehousing and storage of goods.	5210
4	Activities of head offices.	7010
5	Advertising (excluding tobacco advertising).	7310
6	Demolition.	4311
7	Completion and finishing of construction works.	4330
8	Construction of residential buildings.	4101
9	Construction of non-residential buildings.	4102
10	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and electric lighting sets, and other household articles etc <i>(excluding goods auction and excluding business lines for which foreign-invested economic organizations may not exercise export, import and distribution rights under law)</i> .	4759
11	Construction of other civil engineering works.	4299
12	Agents, brokers and auction of goods <i>(excluding goods auction and excluding business lines for which foreign-invested economic organizations may not exercise export, import and distribution rights under law)</i> .	4610
13	Construction of roads.	4212
14	Installation of water supply and drainage systems, heating and air-conditioning systems.	4322
15	Other tourism-related service activities. Details: international travel service business serving international tourists to Vietnam.	7990
16	Service activities directly supporting road transport. Details: operation of bus stations; management of parking lots and custody of road	5225

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	vehicles; other support services related to road transport such as towing and road rescue.	
17	Wholesale of construction materials and other installation supplies (excluding goods auction and excluding business lines for which foreign-invested economic organizations may not exercise export, import and distribution rights under law).	4673
18	Restaurants and mobile food service activities (<i>excluding bar, karaoke and discotheque business</i>).	5610
19	Beverage service activities (<i>excluding bar business</i>).	5630
20	Other transportation support service activities. Details: freight forwarding; collection and issuance of transport documents and bills of lading; other related activities such as packing goods to protect them in transit, unloading, sampling and weighing goods; customs brokerage.	5229
21	Wholesale of beverages. Details: liquor business (<i>pursuant to Decree No. 105/2017/ND-CP dated 14 September 2017 on liquor business</i>).	4633
22	Real estate business involving land use rights owned, used or leased. Details: real estate business, including: - Leasing houses and construction work for sublease; - For land leased by the State, investing in construction of houses for lease and investing in construction of houses and non-residential construction works for sale, lease or lease-purchase; - Receiving transfer of all or part of real estate projects from investors for construction of houses and construction works for sale, lease or lease-purchase; - For land allocated by the State, investing in construction of houses for sale, lease or lease-purchase (<i>Excluding investment in cemetery and graveyard infrastructure for transfer of land use rights attached to infrastructure</i>).	6810
23	Organization of trade introduction and promotion. Details: organization, promotion and/or management of events, such as business events, exhibitions, introductions and conferences, with or without management and provision of personnel for organizational matters.	8230
24	Other real estate activities on a fee or contract basis. Details: - Real estate consultancy; - Real estate brokerage services;	6829

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	- Real estate management services (Excluding asset auction services).	
25	Site preparation (Excluding mine clearance and similar activities at construction sites).	4312
26	Other remaining business support service activities etc. Details: import and export of goods in which the Company conducts business (excluding goods auction and excluding business lines for which foreign-invested economic organizations may not exercise export, import and distribution rights under law).	8299
27	Business management consultancy and other management consultancy activities. Details: management consultancy (excluding legal, financial, accounting, auditing, tax and securities consultancy).	7020
28	Coastal and ocean passenger water transport.	5011
29	Coastal and ocean freight water transport.	5012
30	Inland passenger water transport.	5021
31	Inland freight water transport.	5022
32	Wholesale of agricultural and forestry raw materials (except wood, bamboo and rattan) and live animals.	4620
33	Wholesale of rice, wheat, other cereal products and flour (excluding wholesale of rice).	4631
34	Wholesale of food (excluding wholesale of cane sugar and beet sugar).	4632
35	Wholesale of metals and metal ores (excluding wholesale of precious metals).	4672
36	Other specialized wholesale n.e.c. Details: wholesale of fertilizers; wholesale of chemicals; wholesale of silk, textile fibers and yarns, synthetic resins and primary plastic materials.	4679
37	Architectural and relevant technical consultancy activities.	7110
38	Wholesale of other machinery, equipment and machine parts. Details: - Wholesale of electrical machinery, electrical equipment and electrical materials (generators, electric motors, wires and other equipment used in electrical circuits); - Wholesale of elevators and escalators; - Wholesale of cooling, refrigeration and air-conditioning systems.	4659
39	General wholesale.	4690
40	Installation of industrial machinery and equipment.	3320

41	Installation of other construction systems. Details: Installation of equipment systems in houses and other construction works such as elevators and escalators.	4329
42	Electrical installation.	4321

- 4.2. The operational objective of the Company is to create smart products and services with high added value; implement effective investment and business projects that bring benefits to the enterprise, shareholders and employees, while making practical contributions to the community, society and the development of the country.

Article 5. Business scope and operations of the Company

- 5.1. The Company is permitted to conduct business activities in the registered business lines specified in this Charter, for which changes to enterprise registration information have been notified to the business registration authority and published on the National Enterprise Registration Portal.
- 5.2. Where the Company conducts a conditional business line, the Company must fully satisfy the business conditions prescribed by the Law on Investment and relevant specialized laws.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

- 6.1. The charter capital of the Company is VND 2,152,498,360,000 (*in words: two trillion one hundred fifty-two billion four hundred ninety-eight million three hundred sixty thousand Vietnamese dong*). The total charter capital of the Company is divided into 215,249,836 shares with a par value of VND 10,000 per share.
- 6.2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with law.
- 6.3. The Company's shares as at the date of adoption of this Charter comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are provided in Articles 12 and 13 of this Charter.
- 6.4. The Company may issue other classes of preference shares after obtaining approval of the General Meeting of Shareholders and in accordance with law.
- 6.5. Names, addresses, number of shares and other information about founding shareholders as required by the Law on Enterprises are set out in Appendix 1 attached hereto. This Appendix forms an integral part of this Charter.

- 6.6. Ordinary shares must be offered with priority to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not fully subscribed by shareholders shall be decided by the Board of Management of the Company. The Board of Management may distribute such shares to shareholders and other persons on conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
- 6.7. The Company may purchase shares issued by itself in the manners prescribed in this Charter and current laws.
- 6.8. The Company may issue other securities in accordance with law.

Article 7. Share certificates

- 7.1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
- 7.2. A share is a type of security certifying the lawful rights and interests of its owner over part of the share capital of the issuer. A share certificate must contain all particulars prescribed in Clause 1 Article 121 of the Law on Enterprises.
- 7.3. Within 30 days from the date of submission of a complete dossier requesting transfer of share ownership in accordance with the Company's regulations, or within 60 days from the date of full payment for shares under the Company's share issuance plan (or another period prescribed in the issuance terms), the owner of the shares shall be issued a share certificate. The share owner is not required to pay the Company the cost of printing the share certificate.
- 7.4. Where a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon request. The shareholder's request must include: information about the lost, damaged or destroyed share certificate; and an undertaking to be responsible for disputes arising from the reissuance of a new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company, except where the issuance terms and conditions provide otherwise.

Article 9. Transfer of shares

- 9.1. All shares are freely transferable unless otherwise provided in this Charter and by law. Listed shares or shares registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
- 9.2. Shares that have not been fully paid for may not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive bonus shares issued to increase share capital from owners' equity, the right to purchase newly offered shares and other benefits as prescribed by law.

Article 10. Recovery of shares (in the case of enterprise establishment registration)

- 10.1. Where a shareholder fails to fully and punctually pay the amount payable for purchase of shares, the Board of Management shall notify and has the right to require such shareholder to pay the outstanding amount and to bear liability corresponding to the total par value of subscribed shares for financial obligations of the Company arising due to such failure to make full payment.
- 10.2. The payment notice must specify a new payment deadline (at least seven (07) days from the date of sending the notice), payment location, and state that if payment is not made as requested, the unpaid shares shall be recovered.
- 10.3. The Board of Management has the right to recover shares that have not been fully and punctually paid for if the requirements in the above notice are not fulfilled.
- 10.4. Recovered shares shall be deemed authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Management may directly sell or authorize the sale and redistribution of such shares on such conditions and in such manner as the Board of Management deems appropriate.
- 10.5. A shareholder holding recovered shares must relinquish shareholder status in respect of such shares, but shall remain liable corresponding to the total par value of subscribed shares for financial obligations of the Company arising at the time of recovery under the decision of the Board of Management from the date of recovery until payment is made. The Board of Management has full authority to decide on enforcement of payment of the entire share value at the time of recovery.
- 10.6. A recovery notice shall be sent to the holder of the recovered shares before the time of recovery. The recovery shall remain effective even in the event of error or negligence in sending the notice.

CHAPTER V. ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE

Article 11. Organizational, governance and control structure

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

- 11.1. General Meeting of Shareholders.
- 11.2. Board of Management.
- 11.3. Supervisory Board.
- 11.4. General Director.

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

12.1. Ordinary shareholders have the following rights:

- a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly, through authorized representatives, or by another method prescribed by the Company Charter or law. Each ordinary share carries one vote;
- b. To receive dividends at the rate decided by the General Meeting of Shareholders;
- c. To have priority to purchase new shares in proportion to each shareholder's holding of ordinary shares in the Company;
- d. To freely transfer their shares to other persons, except as provided in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
- e. To inspect, look up and extract information on names and contact addresses in the list of voting shareholders; to request correction of inaccurate information about themselves;
- f. To inspect, look up, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- g. Upon dissolution or bankruptcy of the Company, to receive part of the remaining assets in proportion to their shareholding in the Company;
- h. To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;
- i. To be treated equally. Each share of the same class confers upon its holder equal rights, obligations and interests. Where the Company has classes of preference shares, the rights and obligations attached to such classes must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j. To have full access to periodic and irregular information disclosed by the Company in accordance with law;

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- k. To have their lawful rights and interests protected; to request suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Management in accordance with the Law on Enterprises;
 - l. Other rights as prescribed by law and this Charter.
- 12.2. A shareholder or group of shareholders owning at least 05% of the total ordinary shares has the following rights:
- a. To request the Board of Management to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
 - b. To inspect, look up and extract minutes books and resolutions and decisions of the Board of Management, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Management, and other documents, except documents relating to trade secrets and business secrets of the Company;
 - c. To request the Supervisory Board to inspect specific matters relating to management and administration of the Company's operations where necessary. The request must be in writing and include the full name, address, nationality and legal document number of the individual shareholder; name, enterprise identification number or legal document number and headquarters address of the organizational shareholder; number of shares and time of share registration of each shareholder; total shares of the shareholder group and ownership ratio in the Company; matters to be inspected and purposes of inspection;
 - d. To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. It must state the shareholder's name, number of each class of shares held by the shareholder, and the matter proposed for inclusion in the meeting agenda;
 - e. Other rights as prescribed by law and this Charter.
- 12.3. A shareholder or group of shareholders owning at least 10% of the total ordinary shares has the right to nominate candidates to the Board of Management and the Supervisory Board. Such nomination shall be conducted as follows:
- a. Ordinary shareholders forming a group to nominate candidates to the Board of Management and the Supervisory Board must notify attending shareholders of their group meeting before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Management and the Supervisory Board, the shareholder or shareholder group specified in this Clause may nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Management and the Supervisory Board. Where the number of candidates

nominated by such shareholder or shareholder group is lower than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Management, the Supervisory Board and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

- 13.1. To fully and punctually pay for the shares committed for purchase;
- 13.2. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except where the shares are repurchased by the Company or other persons. Where a shareholder withdraws part or all of the contributed share capital contrary to this Clause, such shareholder and persons with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and for any damage caused;
- 13.3. To comply with the Company Charter and the Internal Management Regulations of the Company;
- 13.4. To comply with resolutions of the General Meeting of Shareholders and the Board of Management
- 13.5. To keep confidential information provided by the Company in accordance with the Company Charter and law; to use such information only to exercise and protect their lawful rights and interests; and not to disseminate, copy or send information provided by the Company to any other organization or individual;
- 13.6. To attend meetings of the General Meeting of Shareholders and exercise voting rights by the following methods: attending and voting directly at the meeting; authorizing another individual or organization to attend and vote at the meeting; attending and voting by online conference, electronic voting or other electronic methods; sending voting ballots to the meeting by mail, fax or email; or sending voting ballots by another means prescribed in the Company Charter;
- 13.7. To bear personal responsibility when acting in the name of the Company in any form to perform any of the following acts: violating the law; conducting business operations and other transactions for self-seeking purposes or to serve the interests of another organization or individual; or paying undue debts when the Company is facing financial risks;
- 13.8. To fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

- 14.1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once each year within four (04) months from the end of the fiscal year. Unless otherwise provided in the Company Charter, the Board of Management may decide to extend the annual meeting where necessary, but not beyond 06 months from the end of the fiscal year. In addition to annual meetings, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location shall be deemed the place where the chair attends the meeting and must be within the territory of Vietnam.
- 14.2. The Board of Management shall convene the annual General Meeting of Shareholders and select an appropriate location. The annual General Meeting of Shareholders shall decide matters as prescribed by law and the Company Charter, especially approval of the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualified opinions, adverse opinions or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative is responsible for attending the Company's annual General Meeting of Shareholders.
- 14.3. The Board of Management must convene an extraordinary General Meeting of Shareholders in the following cases: the Board of Management considers it necessary for the interests of the Company; the remaining number of members of the Board of Management or the Supervisory Board is less than the minimum required by law; a shareholder or group of shareholders specified in Clause 2 Article 12 of this Charter requests in writing that a General Meeting of Shareholders be convened, including the contents prescribed in Clause 4 Article 115 of the Law on Enterprises and bearing sufficient signatures of relevant shareholders or being made in several copies collectively containing sufficient signatures; at the request of the Supervisory Board; and other cases as prescribed by law and this Charter.
- 14.4. Convening an extraordinary General Meeting of Shareholders: the Board of Management must convene the meeting within thirty (30) days from the date on which the number of remaining members falls below the minimum or from receipt of a valid request; if the Board of Management fails to convene the meeting, within the following thirty (30) days the Supervisory Board shall convene the meeting in place of the Board of Management in accordance with Clause 3 Article 140 of the Law on Enterprises; if the Supervisory Board fails to convene the meeting, the requesting shareholder or shareholder group may

request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises. In this case, such shareholder or shareholder group may request the business registration authority to supervise the order and procedures for convening, conducting and making decisions of the General Meeting of Shareholders. All costs of convening and conducting the meeting shall be reimbursed by the Company, excluding expenses incurred by shareholders when attending the meeting, including accommodation and travel costs. Procedures for organizing the meeting shall comply with Clause 5 Article 140 of the Law on Enterprises.

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

- 15.1. The General Meeting of Shareholders has the following rights and obligations: to approve the Company's development orientation; decide classes of shares and total number of shares of each class authorized for offering and annual dividend levels of each class; elect, dismiss and discharge members of the Board of Management and members of the Supervisory Board; decide investment in or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company; decide amendments and supplements to the Company Charter; approve annual financial statements; decide repurchase of more than 10% of the total sold shares of each class; review and handle violations committed by members of the Board of Management or members of the Supervisory Board causing damage to the Company and its shareholders; decide reorganization or dissolution of the Company; decide the budget or total remuneration, bonuses and other benefits for the Board of Management and the Supervisory Board; approve the Internal Governance Regulations, Operating Regulations of the Board of Management and Operating Regulations of the Supervisory Board; approve the list of approved auditing companies and decide the approved auditing company to inspect the Company's operations or dismiss approved auditors where necessary; decide to assign or authorize the Board of Management to decide on and organize implementation of matters approved by the General Meeting of Shareholders in accordance with law; and exercise other rights and perform other obligations as prescribed by law.
- 15.2. The General Meeting of Shareholders shall discuss and approve the following matters: the Company's annual business plan; audited annual financial statements; reports of the Board of Management on governance and performance of the Board of Management and each of its members; reports of the Supervisory Board on the Company's business results and performance of the Board of Management and General Director; self-assessment reports on performance of the Supervisory Board and its members; dividend

rate for each share of each class; number of members of the Board of Management and the Supervisory Board; election, dismissal and discharge of members of the Board of Management and the Supervisory Board; budget or total remuneration, bonuses and other benefits for the Board of Management and the Supervisory Board; approval of the list of approved auditing companies and selection of an approved auditing company to inspect Company operations where necessary; amendments and supplements to the Company Charter; classes and numbers of new shares issued for each class and transfer of founding shareholders' shares within the first three (03) years from establishment; division, separation, consolidation, merger or conversion of the Company; reorganization and dissolution (liquidation) of the Company and appointment of liquidators; investment in and/or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements; repurchase of more than 10% of total sold shares of each class; execution of contracts and transactions with entities specified in Clause 1 Article 167 of the Law on Enterprises valued at 35% or more of the total asset value recorded in the latest financial statements; approval of transactions specified in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020; approval of the Internal Governance Regulations, Operating Regulations of the Board of Management and Operating Regulations of the Supervisory Board; and other matters as prescribed by law and this Charter.

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

Article 16. Authorized representatives attending meetings of the General Meeting of Shareholders

- 16.1. Shareholders and authorized representatives of organizational shareholders may directly attend meetings or authorize one or more individuals or organizations to attend, or attend by one of the methods prescribed in Clause 3 Article 114 of the Law on Enterprises.
- 16.2. Authorization for an individual or organization to attend a General Meeting of Shareholders must be made in writing. The power of attorney shall comply with civil law and clearly state the authorizing shareholder, the authorized individual or organization, the number of authorized shares, authorization contents, authorization scope, authorization term, and signatures of the authorizing party and authorized party. The authorized attendee must submit the power of attorney upon registration for the meeting. In case of sub-authorization, the attendee must also present the original power of attorney of the shareholder or authorized representative of the organizational shareholder, unless previously registered with the Company.

- 16.3. Voting ballots of the authorized attendee within the authorized scope remain valid unless: the authorizing person has died, has limited civil act capacity or has lost civil act capacity; the authorizing person has revoked the authorization appointment; or the authorizing person has revoked the authority of the person carrying out the authorization. This provision does not apply where the Company receives notice of any such event before the opening of the General Meeting of Shareholders or before the reconvened meeting.

Article 17. Change of rights

- 17.1. Any change or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing at least 65% of the total voting votes of all attending shareholders. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of shareholders owning preference shares shall be adopted only if approved by attending shareholders owning at least 75% of the total number of preference shares of that class, or by shareholders owning at least 75% of the total preference shares of that class where the resolution is adopted by written opinion collection.
- 17.2. A separate meeting of shareholders holding a class of preference shares to approve such change of rights shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one third (1/3) of the par value of issued shares of that class. If the required quorum is not met, a reconvened meeting shall be held within the following thirty (30) days and the holders of shares of that class present in person or through authorized representatives shall be deemed to satisfy the required quorum regardless of their number or the number of shares held. At such meetings, holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at such meetings.
- 17.3. Procedures for conducting such separate meetings shall be similar to Articles 19, 20 and 21 of this Charter.
- 17.4. Unless otherwise provided in the share issuance terms, special rights attached to classes of shares conferring preferential rights in relation to some or all matters concerning distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening meetings, meeting agenda and notices of meeting of the General Meeting of Shareholders

- 18.1. The Board of Management shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Management shall convene extraordinary meetings in the cases specified in Clause 4 Article 14 of this Charter.
- 18.2. The convener must prepare the list of shareholders eligible to attend and vote; prepare the meeting agenda and contents; prepare meeting documents; draft resolutions according to expected meeting contents; determine time and venue; notify and send meeting notices to all shareholders entitled to attend; and carry out other tasks serving the meeting. The list of shareholders entitled to attend shall be prepared no more than 10 days before the date of sending the meeting notice. The Company must disclose information on preparation of the list at least 20 days before the record date.
- 18.3. The notice of meeting shall be sent to all shareholders by a method ensuring delivery to their contact addresses and shall also be posted on the Company's website and disclosed to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send notices to all shareholders on the list no later than 21 days before the opening date. The meeting agenda and documents related to matters to be voted on shall be sent to shareholders and/or posted on the Company's website. If documents are not enclosed, the notice must specify the link to all meeting documents, including the agenda and documents, candidate information where members of the Board of Management or Supervisory Board are elected, voting ballots, and draft resolutions for each agenda item.
- 18.4. A shareholder or group of shareholders specified in Clause 12.2 Article 12 has the right to propose matters for inclusion in the agenda. The proposal must be in writing and sent to the Company no later than three (03) working days before the opening date, specifying the shareholder's name, number of each class of shares held, and the proposed matter.
- 18.5. For valid and timely proposals, the convener may consider adding them immediately to the agenda or submitting them for voting at the meeting. For proposals raised at the General Meeting of Shareholders, the Presiding Committee must submit them to the meeting for voting.
- 18.6. The convener may refuse a proposal if it is not sent in accordance with Clause 18.4; at the time of proposal the shareholder or group does not hold at least 05% of ordinary shares as required; the proposed matter falls outside the jurisdiction of the General Meeting of Shareholders; or in other cases prescribed by law and this Charter. The convener must accept and include proposals in the expected agenda except in the cases of

refusal; proposals are officially added to the agenda if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting meetings of the General Meeting of Shareholders

- 19.1. A meeting shall be conducted when attending shareholders represent more than 50% of the total voting votes.
- 19.2. If the first meeting does not satisfy the quorum, a notice of the second meeting shall be sent within 30 days from the intended date of the first meeting. The second meeting shall be conducted when attending shareholders represent at least 33% of the total voting votes.
- 19.3. If the second meeting does not satisfy the quorum, a notice of the third meeting shall be sent within 20 days from the intended date of the second meeting. The third meeting shall be conducted regardless of the total voting votes represented by attending shareholders.

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

- 20.1. Before opening, the Company shall register shareholders until all attending shareholders entitled to attend have registered. When registering, the Company shall issue each voting shareholder or authorized representative a voting card stating registration number, shareholder name, authorized representative name and number of voting votes. The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be by approval, disapproval and no opinion. At the meeting, cards approving a resolution shall be collected first, then cards disapproving it, and finally the total approving or disapproving votes shall be counted. Vote counting results shall be announced by the chair before closing. The meeting shall elect vote counters or supervisors at the chair's proposal.
- 20.2. Election of the chair, secretary and vote-counting committee shall be as follows: the Chairman of the Board of Management shall chair or authorize another Board member to chair a meeting convened by the Board of Management. If the Chairman is absent or temporarily unable to work, remaining Board members shall elect one of them by majority. If no chair is elected, the Head of the Supervisory Board shall preside over the election of a chair by the General Meeting of Shareholders, and the person receiving the highest votes shall chair. In other cases, the person signing the meeting convocation shall preside over the election of the chair, and the person receiving the highest votes shall chair. The chair shall appoint one or more secretaries. The General Meeting of

Shareholders shall elect one or more persons to the vote-counting committee at the chair's proposal.

- 20.3. The meeting agenda and contents must be approved by the General Meeting of Shareholders at the opening session and must clearly specify time for each agenda item.
- 20.4. The chair has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees, including arranging seating, ensuring safety, and enabling shareholders to attend or continue attending. The convener may change such measures and apply all necessary measures, including issuing entry cards or other selection forms.
- 20.5. The General Meeting of Shareholders shall discuss and vote on each agenda item by approval, disapproval and no opinion. Vote counting results shall be announced before closing.
- 20.6. Shareholders or authorized attendees arriving after opening may register and vote after registration; resolutions already voted on before their registration remain unchanged.
- 20.7. The convener or chair may require all attendees to undergo lawful and reasonable security checks, and request competent authorities to maintain order and expel persons who fail to comply with the chair's authority, intentionally disturb order, obstruct normal progress or fail to comply with security requirements.
- 20.8. The chair may postpone a meeting with sufficient registered attendees for a maximum of 03 working days from the intended opening date, and may postpone or change the venue only where the venue lacks convenient seating for all attendees, communication facilities do not ensure shareholders can participate, discuss and vote, or an attendee obstructs or disrupts order and risks preventing a fair and lawful meeting.
- 20.9. If the chair postpones or suspends the meeting contrary to Clause 20.8, the General Meeting of Shareholders shall elect another person from attendees to replace the chair until the end; all resolutions adopted at that meeting shall be effective.
- 20.10. Where the Company applies modern technology to hold an online General Meeting of Shareholders, it shall ensure that shareholders may attend and vote by electronic voting or other electronic means as prescribed in Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020.

Article 21. Conditions for adoption of resolutions of the General Meeting of Shareholders

- 21.1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting votes of all shareholders attending and voting at the meeting, except where adopted by written opinion collection under Article

22 of this Charter and Clauses 3 and 6 Article 148 of the Law on Enterprises: classes of shares and total number of shares of each class; change of business lines and sectors; change of organizational management structure; investment projects or sale of assets valued at 35% or more of total assets recorded in the latest financial statements; and reorganization or dissolution of the Company.

- 21.2. Resolutions on other matters shall be adopted when approved by shareholders owning more than 50% of the total voting votes of all shareholders attending and voting at the meeting, except as provided in Clause 1 Article 17, Clause 1 Article 21, Clause 8 Article 22 of this Charter, and Clauses 3 and 6 Article 148 of the Law on Enterprises. Resolutions adopted by 100% of the total voting shares are lawful and effective even if the procedures for convening and adopting such resolutions violate the Law on Enterprises or the Company Charter.

Article 22. Authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders

- 22.1. The Board of Management may collect written opinions to adopt resolutions on: amendments and supplements to the Company Charter; amendments and supplements to Internal Governance Regulations, Operating Regulations of the Board of Management and Operating Regulations of the Supervisory Board; development orientation; classes and total number of shares of each class, offering purpose, plan for use of proceeds and related contents; election, dismissal and discharge of Board members; investment or sale of assets valued at 35% or more of total assets recorded in the latest audited consolidated financial statements; approval of annual financial statements; reorganization and dissolution; change of business lines and sectors; change of organizational management structure; change of plan for use of capital and proceeds from securities offerings or issuances; approval of independent auditing companies and selection or dismissal of independent auditors where necessary; and other matters deemed necessary for the interests of the Company.
- 22.2. The Board of Management shall prepare opinion forms, draft resolutions and explanatory documents and send them to all voting shareholders no later than ten (10) days before the deadline for returning completed forms. Requirements and methods for sending forms and attached documents shall comply with Clause 3 Article 18 of this Charter.
- 22.3. An opinion form must contain the Company's name, headquarters address and enterprise identification number; purpose of opinion collection; shareholder or representative information, number and class of shares and voting votes; matter for opinion; voting

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options of approval, disapproval and no opinion for each matter; return deadline; and full name and signature of the Chairman of the Board of Management.

- 22.4. Shareholders may return completed forms by mail, fax or email. Mailed forms must bear appropriate signatures, be sealed in an envelope and not opened before vote counting. Forms sent by fax or email must be kept confidential until vote counting. Forms received after the deadline, opened before vote counting or disclosed before vote counting are invalid. Forms not returned are deemed non-participating votes.
- 22.5. The Board of Management shall count votes and prepare minutes under the witness of the Supervisory Board or a shareholder not holding a managerial position. The minutes must contain the Company's name, headquarters address and enterprise identification number; purposes and matters; number of shareholders and total voting votes participating, valid and invalid votes and sending methods, with a shareholder list appendix; total approvals, disapprovals and no opinions for each matter; adopted matters and corresponding approval ratios; and names and signatures of the Chairman, vote counter and supervisor. Board members, vote counters and supervisors are jointly liable for the truthfulness and accuracy of the minutes and for damage arising from decisions adopted due to untruthful or inaccurate vote counting.
- 22.6. The minutes and resolutions must be sent to shareholders within fifteen (15) days from the end of vote counting. Posting them on the Company's website within twenty-four (24) hours from the end of vote counting may substitute for sending.
- 22.7. Completed opinion forms, minutes, adopted resolutions and related documents enclosed with opinion forms must be retained at the Company's headquarters.
- 22.8. A resolution adopted by written opinion collection is passed if approved by shareholders owning more than 50% of the total voting votes of all voting shareholders, and has the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and minutes of meetings of the General Meeting of Shareholders

- 23.1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and retained in another electronic form. Minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must contain the Company's name, headquarters address and enterprise identification number; meeting time and venue; agenda and contents; names of chair and secretary; summary of developments and opinions on each agenda item; number of shareholders and total voting votes of attendees with appendix; total votes for each matter, voting method, valid and invalid votes, approvals, disapprovals and no opinions, and corresponding ratios;

adopted matters and approval ratios; and names and signatures of the chair and secretary. If the chair or secretary refuses to sign, the minutes are effective if signed by all other attending Board members and contain the required contents, and must state the refusal.

- 23.2. Minutes must be completed and approved before closing. The chair, secretary or other signatories are jointly responsible for the truthfulness and accuracy of the minutes.
- 23.3. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of discrepancy, the Vietnamese version shall prevail.
- 23.4. Resolutions, minutes, appendix of registered attendees with signatures, powers of attorney, attachments and related documents accompanying the meeting notice must be disclosed as required by securities market information disclosure laws and retained at the Company's headquarters.

Article 24. Request for cancellation of resolutions of the General Meeting of Shareholders

Within ninety (90) days from receipt of a resolution, meeting minutes or vote-counting minutes, the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises may request a Court or Arbitration to consider canceling the resolution or part thereof where the order and procedures for convening or decision-making seriously violate the Law on Enterprises or the Company Charter, except as provided in Clause 3 Article 21 of this Charter, or where the resolution content violates law or this Charter.

CHAPTER VII. BOARD OF MANAGEMENT

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

- 25.1. Where candidates for the Board of Management have been identified in advance, the Company must disclose candidate information at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. A candidate must provide a written undertaking that disclosed personal information is truthful and accurate and that, if elected, he or she will perform duties honestly, prudently and in the best interests of the Company. Disclosed information includes full name and date of birth; professional qualifications; work history; other managerial positions, including positions on boards of directors of other companies; interests related to the Company and its related parties; and other information, if any, as required by the Company Charter. A public company must disclose information on companies in which the candidate holds Board or other managerial positions and related interests of the candidate, if any.

- 25.2. Shareholders holding at least 10% of total ordinary shares have the right to nominate candidates: from 10% to under 20% may nominate one (01) candidate; from 20% to under 30% up to two (02); from 30% to under 40% up to three (03); from 40% to under 50% up to four (04); from 50% to under 60% up to five (05); from 60% to under 70% up to six (06); from 70% to 80% up to seven (07); and from 80% to under 90% up to eight (08) candidates.
- 25.3. Where the number of candidates through nomination and candidacy remains insufficient under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Management shall introduce additional candidates or organize nomination in accordance with the Company Charter, Internal Governance Regulations and Operating Regulations of the Board of Management. Such introduction must be clearly disclosed before the General Meeting of Shareholders votes to elect Board members.
- 25.4. Members of the Board of Management must satisfy the criteria and conditions prescribed in Clauses 1 and 2 Article 155 of the Law on Enterprises and the Company Charter.

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

- 26.1. The Board of Management shall have at least 05 members.
- 26.2. The term of office of a Board member shall not exceed 05 years and members may be re-elected for an unlimited number of terms. An individual may be elected as an independent Board member of a company for no more than 02 consecutive terms. Where all Board members' terms expire simultaneously, they shall continue to serve until new members are elected and take over.
- 26.3. The Board structure of a public company must ensure that at least one third of total Board members are non-executive members. The Company shall minimize Board members concurrently holding executive positions to ensure independence. The total number of independent Board members must satisfy the following: at least 01 where the Board has 03 to 05 members; at least 02 where the Board has 06 to 08 members; and at least 03 where the Board has 09 to 11 members.
- 26.4. A Board member ceases to have such status when dismissed, discharged or replaced by the General Meeting of Shareholders under Article 160 of the Law on Enterprises.
- 26.5. Appointment of Board members must be disclosed in accordance with securities market information disclosure laws.
- 26.6. A Board member is not required to be a shareholder of the Company.

Article 27. Powers and obligations of the Board of Management

- 27.1. The Board of Management is the management body of the Company, having full authority to act in the name of the Company to decide and perform the Company's rights and obligations, except for rights and obligations within the jurisdiction of the General Meeting of Shareholders.
- 27.2. The powers and obligations of the Board of Management shall be prescribed by law, the Company Charter and the General Meeting of Shareholders. In particular, the Board of Management has the following powers and obligations: decide strategies, medium-term development plans and annual business plans; propose classes and total number of shares authorized for offering of each class; decide sale of unsold shares within authorized shares and other capital raising; decide selling prices of shares and bonds; decide repurchase of shares under Clauses 1 and 2 Article 133 of the Law on Enterprises; decide investment plans and projects within its authority; decide market development, marketing and technology solutions; approve purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of total assets recorded in the latest financial statements, except contracts and transactions under the authority of the General Meeting of Shareholders as prescribed by law; elect, dismiss and discharge the Chairman; appoint, dismiss, sign and terminate contracts with the General Director and other important managers, decide their salaries, remuneration, bonuses and benefits, appoint authorized representatives at other companies and decide their remuneration and benefits; supervise and direct the General Director and other managers in daily business; decide organizational structure, internal management regulations, establishment of subsidiaries, branches and representative offices and capital contribution or share purchase in other enterprises; approve agenda and documents for meetings and convene or collect opinions for resolutions of the General Meeting of Shareholders; submit audited annual financial statements; propose dividend levels and decide dividend payment time and procedures or handling of losses; propose reorganization, dissolution or bankruptcy request; issue Operating Regulations of the Board of Management and Internal Governance Regulations after approval by the General Meeting of Shareholders and issue Operating Regulations of the Audit Committee under the Board and Information Disclosure Regulations; and exercise other rights and obligations under the Law on Enterprises, Law on Securities, other laws and the Company Charter.
- 27.3. The Board of Management must report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020.

Article 28. Remuneration, bonuses and other benefits of Board members

- 28.1. The Company may pay remuneration and bonuses to Board members according to business results and efficiency.
- 28.2. Board members are entitled to work remuneration and bonuses. Work remuneration is calculated based on necessary working days and daily remuneration rate. The Board of Management estimates remuneration for each member by consensus. The total remuneration and bonuses of the Board shall be decided by the General Meeting of Shareholders at the annual meeting.
- 28.3. 28.3. Remuneration of each Board member shall be recorded as a business expense under corporate income tax law, presented as a separate item in the annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
- 28.4. 28.4. Board members holding executive positions, working on Board subcommittees or performing work outside ordinary duties may receive additional remuneration as a lump sum, salary, commission, profit percentage or other form as decided by the Board of Management.
- 28.5. Board members are entitled to reimbursement of all travel, accommodation and other reasonable expenses incurred in performing their responsibilities, including costs of attending meetings of the General Meeting of Shareholders, Board of Management or Board subcommittees.
- 28.6. Board members may be insured by the Company for liability after approval by the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of law or the Company Charter.

Article 29. Chairman of the Board of Management

- 29.1. The Chairman shall be elected, dismissed and discharged by the Board of Management from among Board members.
- 29.2. The Chairman has the rights and obligations to prepare programs and working plans of the Board; prepare agendas, contents and documents, convene, preside over and chair Board meetings; organize adoption of Board resolutions and decisions; supervise implementation of Board resolutions and decisions; chair meetings of the General Meeting of Shareholders; and exercise other rights and obligations under the Law on Enterprises and the Company Charter.
- 29.3. If the Chairman resigns or is dismissed or discharged, the Board must elect a replacement within 10 days from receipt of the resignation or from dismissal or discharge.

- 29.4. If the Chairman is absent or unable to perform duties, he or she must authorize another Board member in writing to perform the Chairman's rights and obligations in accordance with the Company Charter. If there is no authorized person or the Chairman dies, is missing, detained, imprisoned, serving an administrative measure at compulsory detoxification or education institution, absconds, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by a Court from holding positions, practicing or doing certain work, the remaining members shall elect one of them as Chairman by majority until a new decision of the Board is issued.

Article 30. Meetings of the Board of Management

- 30.1. The Chairman shall be elected at the first Board meeting within 07 working days from completion of election of the Board. This meeting shall be convened and chaired by the member with the highest number or rate of votes; if more than one member is equal, members shall elect by majority one of them to convene the meeting.
- 30.2. The Board of Management must meet at least once every quarter and may hold extraordinary meetings.
- 30.3. The Chairman shall convene a meeting upon request of the Supervisory Board or an independent Board member; the General Director or at least 05 other managers; or at least 02 Board members.
- 30.4. A request must be in writing and specify the purpose and matters for discussion and decision within the Board's authority.
- 30.5. The Chairman must convene the meeting within 07 working days from receipt of a request. If failing to do so, the Chairman shall be liable for damage to the Company and the requester may convene the meeting in place of the Chairman.
- 30.6. The Chairman or convener must send a meeting notice no later than 03 working days before the meeting. The notice must specify time, venue, agenda and matters for discussion and decision, and enclose meeting documents and voting ballots. Notices may be sent by invitation letter, telephone, fax, electronic means or other methods prescribed in the Company Charter, ensuring delivery to each Board member's registered contact address.
- 30.7. Notices and attached documents shall also be sent to members of the Supervisory Board as to Board members. Members of the Supervisory Board may attend and discuss at Board meetings but may not vote.
- 30.8. A Board meeting shall be conducted when at least three quarters of total members attend. If the first meeting lacks quorum, a second meeting may be convened within 07

days from the intended date of the first meeting and shall be conducted if more than half of Board members attend.

- 30.9. A Board member is deemed to attend and vote if attending and voting directly; authorizing another person with approval of the majority of Board members; attending and voting online, by electronic voting or other electronic forms; sending voting ballots by mail, fax or email; or by another means.
- 30.10. If sent by mail, a voting ballot must be sealed and delivered to the Chairman no later than 01 hour before opening. It may be opened only in the presence of all attendees.
- 30.11. Members must fully attend Board meetings and may authorize another person to attend and vote if approved by the majority of Board members.
- 30.12. Resolutions and decisions of the Board are adopted if approved by the majority of attending members; in case of equal votes, the final decision shall follow the opinion of the Chairman.

Article 31. Subcommittees under the Board of Management

- 31.1. The Board may establish subcommittees for development policy, human resources, remuneration, internal audit and risk management. The number of members of each subcommittee shall be decided by the Board and must be at least 03, including Board members and external members. Independent or non-executive Board members should constitute the majority of the subcommittee, and one of them shall be appointed head of the subcommittee by the Board. Subcommittee operations must comply with Board regulations. A subcommittee resolution is effective only when approved by the majority of attending and voting members.
- 31.2. Implementation of decisions of the Board or its subcommittees must comply with current laws, the Company Charter and Internal Governance Regulations.

Article 32. Person in charge of corporate governance

- 32.1. The Board of Management must appoint at least 01 person in charge of corporate governance to assist corporate governance at the enterprise. This person may concurrently act as Company Secretary under Clause 5 Article 156 of the Law on Enterprises.
- 32.2. The person in charge of corporate governance may not concurrently work for the approved auditing organization auditing the Company's financial statements.
- 32.3. The person in charge of corporate governance has the rights and obligations to advise the Board on organizing General Meetings of Shareholders and related work between the Company and shareholders; prepare meetings of the Board, Supervisory Board and

General Meeting of Shareholders as requested; advise on meeting procedures; attend meetings; advise on preparation of Board resolutions in compliance with law; provide financial information, copies of Board minutes and other information to Board members and Supervisors; monitor and report to the Board on information disclosure; act as contact point with stakeholders; keep information confidential; and exercise other rights and obligations under law and the Company Charter.

CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The management system of the Company must ensure that the management apparatus is accountable to and subject to supervision and direction by the Board of Management in the Company's daily business. The Company has a General Director, Deputy General Directors, Chief Accountant and other managerial titles appointed by the Board of Management. Appointment, dismissal and discharge of such titles must be approved by resolutions or decisions of the Board of Management

Article 34. Executives of the Company

- 34.1. Executives of the Company include the General Director, Deputy General Directors, Chief Accountant and other executives as provided in the Company Charter.
- 34.2. At the proposal of the General Director and with approval of the Board of Management, the Company may recruit other executives in numbers and with criteria suitable to the Company's structure and management regulations prescribed by the Board. Enterprise executives are responsible for assisting the Company to achieve its operational and organizational objectives.
- 34.3. The General Director shall receive salary and bonuses as decided by the Board of Management.
- 34.4. Salaries of executives shall be recorded as business expenses under corporate income tax law, presented as a separate item in annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, duties and powers of the General Director

- 35.1. The Board of Management shall appoint one Board member or hire another person as General Director.

- 35.2. The General Director manages daily business, is subject to supervision by the Board, and is accountable to the Board and the law for performance of assigned rights and obligations.
- 35.3. The term of office of the General Director shall not exceed 05 years and may be renewed without limit. The General Director must satisfy criteria and conditions prescribed by law and the Company Charter.
- 35.4. The General Director has the rights and obligations to decide matters relating to daily business outside the Board's authority; organize implementation of Board resolutions and decisions; organize implementation of business and investment plans; propose organizational structure and internal management regulations; appoint, dismiss and discharge managerial titles except those under the Board's authority; decide salaries and other benefits of employees, including managers within the General Director's appointing authority; recruit employees; propose dividend payment or loss handling plans; and exercise other rights and obligations under law, the Company Charter and Board resolutions and decisions.
- 35.5. The Board of Management may dismiss the General Director when approved by a majority of voting Board members attending the meeting and appoint a new General Director.

CHAPTER IX. Supervisory Board

Article 36. Candidacy and nomination of members of the Supervisory Board (Supervisors)

- 36.1. Candidacy and nomination of members of the Supervisory Board shall be conducted similarly to Clauses 1 and 2 Article 25 of this Charter.
- 36.2. Where the number of candidates through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination in accordance with the Company Charter, Internal Governance Regulations and Operating Regulations of the Supervisory Board. Such introduction must be clearly disclosed before the General Meeting of Shareholders votes.

Article 37. Composition of the Supervisors

- 37.1. The Supervisory Board of the Company shall have at least 03 members. The term of office of a Supervisors shall not exceed 05 years and Supervisors may be re-elected without term limit.
- 37.2. Supervisors must satisfy the criteria and conditions under Article 169 of the Law on Enterprises and must not work in the accounting or finance department of the Company

or be a member or employee of the independent auditing company auditing the Company's financial statements in the preceding three (03) consecutive years.

- 37.3. Supervisors shall be dismissed if they no longer satisfy criteria and conditions, resign and are accepted, or in other cases prescribed in this Charter.
- 37.4. Supervisors shall be discharged if they fail to complete assigned tasks, fail to exercise rights and perform obligations for 06 consecutive months except force majeure, repeatedly or seriously violate obligations under the Law on Enterprises and the Company Charter, or in other cases under resolutions of the General Meeting of Shareholders.

Article 38. Head of the Supervisor Board

- 38.1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; election, dismissal and discharge shall follow the majority principle. More than half of Supervisors must be residents of Vietnam. The Head must have a university degree or higher in economics, finance, accounting, auditing, law, business administration or a major relevant to the enterprise's business, unless the Company Charter provides higher criteria.
- 38.2. The Head has the rights and obligations to convene meetings; request the Board of Management, General Director and other executives to provide relevant information for reporting to the Supervisors; and prepare and sign reports of the Supervisory Board after consulting the Board of Management for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Supervisory Board

The Supervisory Board has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations: propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to audit the Company's financial statements and decide approved auditing organizations to inspect Company operations and dismiss approved auditors where necessary; be accountable to shareholders for supervisory activities; supervise the Company's financial position and legal compliance by Board members, General Director and other managers; ensure coordination with the Board, General Director and shareholders; upon discovering violations by Board members, General Director or other executives, notify the Board in writing within 48 hours and request cessation and remedial measures; formulate Operating Regulations of the Supervisory Board for approval by the General Meeting of Shareholders; report to the General Meeting of

Shareholders under Article 290 of Decree No. 155/2020/ND-CP; access Company records and documents at the headquarters, branches and other locations and workplaces of managers and employees during working hours; request the Board, Board members, General Director and other managers to provide full, accurate and timely information and documents on management, administration and business operations; and exercise other rights and obligations under law and this Charter.

Article 40. Meetings of the Supervisory Board

- 40.1. The Supervisory Board must meet at least twice per year with at least two thirds of its members attending. Meeting minutes shall be detailed and clear. The minute taker and attending Supervisors must sign the minutes, which shall be retained to determine responsibility of each Supervisors.
- 40.2. The Supervisory Board may request Board members, the General Director and representatives of the approved auditing organization to attend and answer matters requiring clarification.

Article 41. Salaries, remuneration, bonuses and other benefits of Supervisors

- 41.1. Supervisors shall receive salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salaries, remuneration, bonuses, benefits and annual operating budget of the Supervisory Board.
- 41.2. Supervisors shall be reimbursed reasonable accommodation, travel and independent consultancy service costs. The total remuneration and costs shall not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- 41.3. Salaries and operating costs of the Supervisory Board shall be recorded as business expenses under corporate income tax law and relevant laws and presented as a separate item in annual financial statements.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF MANAGEMENT, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Management, members of the Supervisory Board, the General Director and other executives shall perform their duties, including duties as members of Board subcommittees, honestly and prudently in the interests of the Company.

Article 42. Duty of honesty and avoidance of conflicts of interest

- 42.1. Board members, Supervisors, the General Director and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.
- 42.2. Board members, Supervisors, the General Director, other managers and their related persons may use information obtained by virtue of their positions only for the interests of the Company.
- 42.3. Board members, Supervisors, the General Director and other managers must notify in writing the Board of Management and the Supervisory Board of transactions between the Company, subsidiaries or other companies controlled by the public company with more than 50% of charter capital and themselves or their related persons as prescribed by law. For transactions approved by the General Meeting of Shareholders or the Board of Management, the Company must disclose information on such resolutions in accordance with securities information disclosure laws.
- 42.4. Board members may not vote on transactions bringing benefits to themselves or their related persons as prescribed by the Law on Enterprises and the Company Charter.
- 42.5. Board members, Supervisors, the General Director, other managers and their related persons may not use or disclose internal information to others to conduct related transactions.
- 42.6. Transactions between the Company and one or more Board members, Supervisors, the General Director, other executives and their related individuals or organizations shall not be invalid in the following cases: for transactions valued at 35% or less of total assets in the latest financial statements, material contents of the contract or transaction and related relationships and interests have been reported to the Board and approved by a majority of disinterested Board members; for transactions valued at more than 35% or transactions resulting in an aggregate transaction value within 12 months from the first transaction reaching 35% or more of total assets in the latest financial statements, material contents and related relationships and interests have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of disinterested shareholders.

Article 43. Liability for damage and indemnification

- 43.1. Board members, Supervisors, the General Director and other executives who breach duties of honesty and prudence or fail to fulfill obligations shall be liable for damage caused by their violations.
- 43.2. The Company shall indemnify persons who were, are or may become related parties in complaints, lawsuits or prosecutions (including civil and administrative cases and cases not initiated by the Company as plaintiff) if such persons were or are Board members,

Supervisors, the General Director, other executives, employees or authorized representatives of the Company performing duties under Company authorization honestly and prudently in the interests of the Company, in compliance with law, and there is no evidence that they breached their responsibilities.

- 43.3. Indemnifiable costs include judgment costs, fines and actually incurred payments, including attorney fees, in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons to avoid the above indemnification liabilities.

CHAPTER XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to inspect books and records

- 44.1. Ordinary shareholders have the right to inspect books and records as follows: ordinary shareholders may inspect, look up and extract names and contact addresses in the list of voting shareholders, request correction of inaccurate information, and inspect, look up, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders. A shareholder or group of shareholders owning at least 05% of total ordinary shares may inspect, look up and extract minutes books and resolutions and decisions of the Board, mid-year and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to Board approval and other documents, except documents relating to trade secrets and business secrets of the Company.
- 44.2. Where an authorized representative of a shareholder or group requests inspection, the request must be accompanied by the power of attorney or a notarized copy.
- 44.3. Board members, Supervisors, the General Director and other executives may inspect the Company's shareholder register, shareholder list, books and other records for purposes related to their positions, provided such information is kept confidential.
- 44.4. The Company shall retain this Charter and amendments, the Certificate of Enterprise Registration, regulations, documents evidencing asset ownership, resolutions of the General Meeting of Shareholders and Board, minutes of meetings, Board reports, Supervisory Board reports, annual financial statements, accounting books and other documents required by law at the headquarters or another location, provided shareholders and the business registration authority are informed of the storage location.
- 44.5. The Company Charter must be published on the Company's website.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

- 45.1. The General Director must prepare plans for the Board of Management to approve matters relating to recruitment, termination, salaries, social insurance, welfare, rewards and discipline for employees and enterprise executives.
- 45.2. The General Director must prepare plans for the Board of Management to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies prescribed in this Charter, Company regulations and current laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

- 46.1. The General Meeting of Shareholders shall decide annual dividend payment rates and forms from the Company's retained profits.
- 46.2. The Company shall not pay interest on dividend payments or payments relating to any class of shares.
- 46.3. The Board of Management may propose that the General Meeting of Shareholders approve payment of all or part of dividends in shares, and the Board shall implement such decision.
- 46.4. Where dividends or other payments relating to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payment may be made directly or through banks based on bank account details provided by shareholders. If the Company has transferred money according to bank details provided by a shareholder and the shareholder does not receive it, the Company is not liable for the transferred amount. Dividend payment for listed/registered shares may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
- 46.5. Pursuant to the Law on Enterprises and the Law on Securities, the Board shall adopt a resolution or decision determining a specific record date. On that basis, persons registered as shareholders or holders of other securities are entitled to receive cash or share dividends, notices or other documents.
- 46.6. Other matters relating to profit distribution shall comply with law.

CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 47. Bank accounts

- 47.1. The Company shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.
- 47.2. Subject to prior approval of competent authorities where necessary, the Company may open overseas bank accounts in accordance with law.
- 47.3. The Company shall conduct all payments and accounting transactions through Vietnamese dong or foreign currency accounts at banks where it opens accounts.

Article 48. Fiscal year

The fiscal year of the Company starts on the first day of January and ends on the thirty-first day of December each year.

Article 49. Accounting regime

- 49.1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued or approved by a competent authority.
- 49.2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with accounting law and relevant laws. Such records must be accurate, updated, systematic and sufficient to evidence and explain the Company's transactions.
- 49.3. The Company shall use Vietnamese dong as its accounting currency. Where its economic transactions arise mainly in a foreign currency, the Company may select such foreign currency as its accounting currency, be responsible for such selection before law, and notify the directly managing tax authority.

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

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

- 50.1. The Company must prepare annual financial statements and have them audited in accordance with law. The Company shall disclose audited annual financial statements as prescribed by securities market information disclosure laws and submit them to competent state authorities.

- 50.2. Annual financial statements must include all reports, appendices and notes required by enterprise accounting law and must truthfully and objectively reflect the Company's operations.
- 50.3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with securities market information disclosure laws and submit them to competent state authorities.

Article 51. Annual report

The Company must prepare and disclose annual reports in accordance with securities and securities market laws.

CHAPTER XVI. COMPANY AUDIT

Article 52. Audit

- 52.1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Management to select one of them to audit the Company's financial statements for the next fiscal year based on terms and conditions agreed with the Board.
- 52.1. The audit report shall be attached to the Company's annual financial statements.
- 52.2. Independent auditors auditing the Company's financial statements may attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the meeting on matters relating to the audit of the Company's financial statements.

CHAPTER XVII. ENTERPRISE SEAL

Article 53. Enterprise seal

- 53.1. The seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature as prescribed by e-transaction laws.
- 53.2. The Board of Management shall decide the type, quantity, form and contents of seals of the Company and its branches and representative offices, if any.
- 53.3. The Board of Management and General Director shall use and manage seals in accordance with current law.

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

- 54.1. The Company may be dissolved in the following cases: expiry of the term stated in the Company Charter without an extension decision; under a resolution or decision of the General Meeting of Shareholders; revocation of the Certificate of Enterprise Registration, unless otherwise provided by the Law on Tax Administration; and other cases prescribed by law.
- 54.2. Early dissolution, including before an extended term expires, shall be decided by the General Meeting of Shareholders and implemented by the Board of Management. The dissolution decision must be notified to or approved by competent authorities where required.

Article 55. Extension of operation

- 55.1. The Board of Management shall convene a General Meeting of Shareholders at least seven (07) months before expiry of the term of operation so that shareholders may vote on extension of the Company's operation at the Board's proposal.
- 55.2. The term of operation shall be extended when approved by shareholders representing at least 65% of the total voting votes of all shareholders attending the General Meeting of Shareholders.

Article 56. Liquidation

- 56.1. At least 06 months before expiry of the Company's term or after a dissolution decision, the Board of Management must establish a Liquidation Committee of 03 members, of whom 02 are appointed by the General Meeting of Shareholders and 01 is appointed by the Board of Management from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Its members may be selected from Company employees or independent experts. All liquidation-related costs shall be paid by the Company with priority over other debts.
- 56.2. The Liquidation Committee shall report its establishment date and commencement date to the business registration authority. From that time, it shall represent the Company in all liquidation-related work before Courts and administrative authorities.
- 56.3. Proceeds from liquidation shall be paid in the following order: liquidation expenses; salary debts, severance allowances, social insurance and other employee benefits under the collective labor agreement and signed labor contracts; tax debts; other debts of the

Company; and the remainder after payment of all such debts shall be distributed to shareholders, with preference shares paid with priority.

CHAPTER XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 57. Settlement of internal disputes

- 57.1. Where disputes or complaints arise relating to the Company's operations, rights and obligations of shareholders under the Law on Enterprises, the Company Charter, other laws or agreements between shareholders and the Company, or between shareholders and the Board of Management, Supervisory Board, General Director or other executives, the parties shall endeavor to resolve them through negotiation and mediation. Except for disputes involving the Board or Chairman, the Chairman shall preside over dispute resolution and request each party to present relevant information within seven (07) working days from the date the dispute arises. Where a dispute involves the Board or Chairman, any party may request commercial arbitration to appoint an independent expert as mediator.
- 57.2. If no mediated decision is reached within six (06) weeks from commencement of mediation, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to Arbitration or Court.
- 57.3. The parties shall bear their own costs relating to negotiation and mediation. Court costs shall be paid in accordance with the Court's judgment.

CHAPTER XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 58. Company Charter

- 58.1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
- 58.2. Where law contains provisions relating to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from this Charter, such provisions shall apply to regulate the Company's operations.

CHAPTER XXI. EFFECTIVE DATE

Article 59. Effective date

- 59.1. This Charter consists of 21 chapters and 59 articles and takes effect from 09 May 2026. This Charter replaces the Charter promulgated together with Decision No. 28/2025/QĐ-

ENGLISH TRANSLATION
FOR REFERENCE PURPOSE ONLY

HDQT dated 17 June 2026 of the Board of Management of Everland Group Joint Stock Company.

- 59.2. The Charter is made in 01 (one) copy and retained at the headquarters of Everland Group Joint Stock Company.
- 59.3. This Charter is the sole and official Charter of the Company.
- 59.4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Management or at least one half of the total members of the Board of Management /.

**ON BEHALF OF THE BOM
CHAIRMAN**

(signed)

Le Dinh Vinh

APPENDIX 1 - LIST OF FOUNDING SHAREHOLDERS

No.	Name of founding shareholder	Permanent residence	Number of shares
1	Le Dinh Vinh		56,669,100
2	Le Dinh Tuan		6,514,525

