



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, May 15, 2026

DECISION

On the issuance of the amendments and supplements to the Company Charter, the Corporate Governance Regulations, and the Regulations on Operations of the Board of Directors pursuant to the Resolution of the General Meeting of Shareholders No.: 02/NQ-ĐP-ĐHĐCĐ dated April 25, 2026

CHAIRMAN OF THE BOARD OF DIRECTORS OF DAT PHUONG GROUP JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;

Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;

Pursuant to the Charter of Dat Phuong Group Joint Stock Company; the Corporate Governance Regulations of Dat Phuong Group Joint Stock Company; the current Regulations on Operations of the Board of Directors of Dat Phuong Group Joint Stock Company;

Pursuant to Resolution No.: 02/NQ-ĐP-ĐHĐCĐ dated 25/04/2026 of the General Meeting of Shareholders of Dat Phuong Group Joint Stock Company,

HEREBY DECIDES:

Article 1. To issue together with this Decision the following documents pursuant to Resolution No.: 02/NQ-ĐP-ĐHĐCĐ dated 25/04/2026 of the General Meeting of Shareholders:

- Charter of Dat Phuong Group Joint Stock Company (28th amendment and supplement).
- Corporate Governance Regulations of Dat Phuong Group Joint Stock Company (amended and supplemented version of May 2026).
- Regulations on Operations of the Board of Directors of Dat Phuong Group Joint Stock Company (amended and supplemented version of May 2026).

Article 2. The amended and supplemented documents mentioned in Article 1 shall replace the corresponding documents previously issued.

Article 3. Members of the Board of Directors, the Board of Management, the Company's functional departments, shareholders, and relevant divisions shall be responsible for the implementation of this Decision.

This Decision takes effect from the date of signing./.

**CHAIRMAN
OF THE BOARD OF DIRECTORS**

Recipients:

- As stated in Article 3;
- Archived at the Administration Office.

(signed and sealed)

Luong Minh Tuan



TRANSLATION

REGULATIONS ON CORPORATE GOVERNANCE

OF

DAT PHUONG GROUP JOINT STOCK COMPANY

*(These Regulations were adopted pursuant to Resolution No. 02/NQ-ĐP-ĐHĐCĐ
dated April 25, 2026 of the General Meeting of Shareholders
of Dat Phuong Group Joint Stock Company)*

Hanoi, May 2026

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LEGAL BASIS:

- Pursuant to the Law on Enterprises, the Law on Securities, and guiding legal documents.
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles on corporate governance applicable to public companies.
- Pursuant to the Charter of Dat Phuong Group Joint Stock Company.

CHAPTER I: GENERAL PROVISIONS

Article 1. Scope of Regulation and Applicable Entities

1. Scope of regulation: The internal regulations on corporate governance provide for the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the Audit Committee, and the General Director; the order and procedures for convening meetings of the General Meeting of Shareholders; nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the Audit Committee, the General Director and other activities in accordance with the Company Charter and other prevailing provisions of law.
2. Applicable entities: These Regulations shall apply to members of the Board of Directors, the Audit Committee, the General Director and relevant persons.

Article 2. Explanation of Terms

1. The following terms are understood as follows:
 - a. Corporate governance is a system of principles, including:
 - Ensuring a reasonable and effective governance structure;
 - Ensuring the effective operation of the Board of Directors and the Audit Committee; enhancing the responsibility of the Board of Directors toward the Company and shareholders;
 - Ensuring shareholders' rights and equal treatment among shareholders;
 - Ensuring the role of investors, the securities market and intermediary organizations in supporting corporate governance activities;
 - Respecting and ensuring the lawful rights and interests of stakeholders in corporate governance;
 - Disclosing information in a timely, complete, accurate and transparent manner regarding the Company's operations; ensuring shareholders' fair access to information.
 - b. "Company" means Dat Phuong Joint Stock Company.
 - c. "Law on Securities" means the Law on Securities No. 54/2019/QH14 promulgated by the National Assembly on November 26, 2019.
 - d. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 promulgated by the National Assembly on June 17, 2020.
 - e. "Shareholder" means an individual or organization owning at least one share of a joint stock company.

- f. "Founding shareholder" means a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company.
- g. "Major shareholder" means a shareholder owning 5% or more of the voting shares of an issuing organization.
- h. "Enterprise manager" means managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors and the Chief Accountant.
- i. "Executive officer" means the General Director and Deputy General Directors.
- j. "Non-executive member of the Board of Directors" (hereinafter referred to as "non-executive member") means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant or other executives as prescribed in the Company Charter.
- k. "Independent member of the Board of Directors" (hereinafter referred to as "independent member") means a member prescribed in Clause 2, Article 155 of the Law on Enterprises.
- l. "Family-related person" includes: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father of wife, mother of wife, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, younger biological sibling, brother-in-law, younger brother-in-law, sister-in-law, younger sister-in-law, wife's elder brother, husband's elder brother, wife's elder sister, husband's elder sister, wife's younger sibling, and husband's younger sibling.
- m. "Internal person" means a person holding an important position in the governance and management apparatus of the enterprise as prescribed in Clause 45, Article 4 of the Law on Securities.
- n. "Related person" means an individual or organization prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.
- o. Dividend means the after-tax profit distributed to each share in cash or other assets.
- p. Market price:
 - The average trading price during the 30 consecutive days preceding the valuation date, or the price agreed between the seller and buyer, or the price determined by a valuation organization, applicable to listed shares or shares registered for trading on the securities trading system.
 - The market trading price at the immediately preceding time, or the price agreed between the seller and buyer, or the price determined by a valuation organization, applicable to capital contributions or shares not being listed shares or shares registered for trading on the securities trading system.
- q. Personal legal documents: These include one of the following types of documents: Identity Card, Citizen Identification Card, Passport, or other legally valid personal identification documents.
- r. Beneficiary owners of a business are individuals who actually own the charter capital or have controlling power over that business, except for the direct owner's

representative in a business wholly owned by the State and the representative of the State's capital in a joint-stock company or limited liability company with two or more members, as stipulated by the law on the management and investment of State capital in enterprises.

2. In these Regulations, references to any provision or legal document shall include any amendments, supplements or replacement documents thereto.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

I. Role, rights and obligations of the General Meeting of Shareholders

Article 3. Role, rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the financial year. If necessary, the Board of Directors may decide to extend the annual General Meeting of Shareholders, but not more than six months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined by where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The General Meeting of Shareholders has the rights and obligations as stipulated in the Enterprise Law and Articles 12 and 13 of the company's charter.

Article 4. Exercising the right to attend the General Meeting of Shareholders

Shareholders attend the General Meeting of Shareholders and exercise their voting rights through the following forms:

1. Attend and vote in person at the meeting;
2. Authorize someone else to attend and vote at the meeting;
3. Participate and vote via online meetings, electronic voting, or other electronic means;
4. Submit your ballot to the meeting via mail, fax, or email.
5. Submit your ballot by other means;

II. Procedures for the General Meeting of Shareholders to adopt resolutions by direct voting at the General Meeting of Shareholders.

Article 5. Convening the General Meeting of Shareholders

1. The convening of annual and extraordinary general meetings of shareholders is governed by Article 14 of the Company's Charter.
2. The annual general meeting of shareholders is not to be held in the form of obtaining shareholder opinions in writing.
3. The person convening the General Meeting of Shareholders must perform the tasks as stipulated in Clause 2, Article 18 of the Company's Charter.

Article 6. Preparation of the list of shareholders entitled to attend the meeting.

1. The person convening the General Meeting of Shareholders must prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is compiled based on the shareholder registration number and the securities owner register of the company. The list of shareholders entitled to attend the General Meeting of Shareholders must be compiled no more than ten (10) days before the date of sending the first General Meeting of Shareholders invitation.
2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal document number of individual shareholders; the name, business registration number or legal document number of organizational shareholders, and the head office address of organizational shareholders; the number of shares of each type, and the number and date of shareholder registration for each shareholder (if any).

Article 7. Notification regarding the closing of the list of shareholders entitled to attend the General Meeting of Shareholders.

The Board of Directors shall hold a meeting and issue a Board of Directors Resolution approving the final registration date for compiling the list of shareholders entitled to attend the General Meeting. The Company must disclose information about compiling the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date.

Article 8. Notice of convening the General Meeting of Shareholders

The notification of the General Meeting of Shareholders is carried out in accordance with the provisions of the Enterprise Law and Clause 3, Article 18 of the Company's Charter. The documents for the General Meeting of Shareholders must be posted and updated with any amendments or additions (if any) until the conclusion of the General Meeting of Shareholders.

Article 9. Agenda and content of the Congress

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.
2. Recommendations by shareholders to include matters in the meeting agenda shall comply with Clauses 4, 5 and 6, Article 18 of the Company Charter.

Article 10. Authorization of representatives to attend the General Meeting of Shareholders

Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may authorize individuals or organizations to attend as representatives. The authorization of representatives to attend the General Meeting of Shareholders shall comply with Article 16 of the Company Charter. An organizational shareholder holding at least ten percent (10%) of the total ordinary shares may authorize a maximum of three (03) authorized representatives.

Article 11. Methods of registration for attendance at the General Meeting of Shareholders

1. Methods of registration for attendance at the General Meeting of Shareholders prior to the opening date of the meeting:
 - a. Shareholders and their authorized representatives may register to attend the meeting via mail, fax, email, or other electronic means. The specific method for registering to attend the General Meeting of Shareholders is stipulated in the Notice of the General Meeting of Shareholders.
 - b. Shareholders registering to attend the General Meeting of Shareholders shall choose their method of attendance as guided in the Notice of the General Meeting of Shareholders and as stipulated in Article 5 of these Regulations.
2. Instructions on how to register to attend the General Shareholders' Meeting and verify delegate eligibility on the day of the General Shareholders' Meeting:
 - a. When attending the meeting, shareholders or their authorized representatives must bring the legally valid identification documents specified in the notice of the General Meeting of Shareholders to confirm their delegate status.
 - b. Before the meeting commences, the Company must conduct shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting have registered.
 - c. When registering shareholders, the Company issues each shareholder or authorized representative a voting card and/or Voting ballots and/or ballots, which bear the registration number, the full name of the shareholder or authorized representative, and the number of votes/elections cast by that shareholder or authorized representative.
 - d. Shareholders or their authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

Article 12. Conditions for conducting the General Meeting of Shareholders

The General Meeting of Shareholders shall be conducted when satisfying the conditions prescribed in Article 19 of the Company Charter.

Article 13. Procedures for conducting meetings and voting on issues at the congress.

1. General principle:
 - a. The procedures for conducting meetings and voting at the General Meeting of Shareholders are stipulated in Article 20 of the Company's Charter.
 - b. All resolutions and matters included in the agenda must be discussed and voted on at the General Meeting of Shareholders. The General Meeting of Shareholders will discuss and vote on each item on the agenda.
 - c. Voting cards and/or ballots are printed, stamped, and sent directly to delegates at the general meeting (along with the shareholder meeting attendance documents) by the

Company. These cards clearly state the delegate's registration number, full name, number of shares owned, and authorized voting rights.

- d. Voting is conducted by means of affirmative, negative, or abstention votes, either by raising voting cards or filling in the options on Voting ballots and placing the ballots in the ballot box, or by other methods specified in detail in the Regulations on the Organization of the General Meeting of Shareholders for each meeting. The chairperson proposes the voting methods for each item on the agenda of the General Meeting of Shareholders.
 - e. The General Meeting elects those responsible for counting or supervising the vote count upon the recommendation of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the recommendation of the Chairman of the meeting.
2. Provisions on the validity of voting cards and voting ballots
 - a. A valid voting card is one that conforms to the pre-printed template issued by the Organizing Committee, and is not altered, scratched, torn, or damaged.
 - b. A valid voting ballot is one that is printed according to the template provided by the Organizing Committee, is not erased, altered, torn, damaged, etc., does not contain any additional content beyond what is stipulated for this ballot, and must be signed, with the full handwritten name of the participating delegate below the signature.

On the Voting ballot, the voting content is valid when the delegate marks one (01) of the three (03) voting squares.

- c. Invalid ballot:

Add other information to the Voting ballot;

Voting ballots that are not in the format provided by the Organizing Committee, ballots without the company's red seal, or have been altered, erased, or have had additional content added beyond what is permitted on the ballot, will all voting content on the ballot be considered invalid.

3. Voting methods

- a. Voting by raising the Voting Card: When voting by raising the Voting Card, the front of the Voting Card must be raised towards the Chairperson. If a delegate does not raise the Voting Card in all three times of voting in Approve, Disapprove, or Abstain on an issue, it will be considered as a vote in favor of that issue. If a delegate raises the Voting Card more than once (01) when voting in Approve, Disapprove, or Abstain on an issue, it will be considered an invalid vote.
- b. Voting by ballot: When voting by ballot, for each item, delegates attending the meeting choose one of three options - "Agree," "Disagree," or "No opinion" - printed on the ballot by marking "X" or "O" in their chosen box. After completing all items to be voted on at the Congress, delegates cast their ballots into the sealed ballot box at the Congress according to the instructions of the Ballot Counting Committee. The ballot must be signed and clearly state the full name of the delegate.

Article 14. Voting methods for election

1. General principles
 - a. Comply strictly with the law and the company's charter;
 - b. Members of the vote counting committee are not allowed to be on the list of nominees or candidates for the Board of Directors.
2. Forms of voting in elections
 - Election by cumulative voting method
 - Accordingly, each delegate has a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of elected members of the Board of Directors;
 - Attendees have the right to cast all or part of their total votes for one or more candidates;
3. Principles of election:

The elected members of the Board of Directors or Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached.

In the event that two (02) or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or selection will be made according to the criteria stipulated in the election regulations or the company's charter.

If the results of the first round of elections do not yield the required number of members for the Board of Directors or Supervisory Board, elections will be held until the required number of members are elected.

Article 15. Method of vote counting

1. According to the voting method using the raising of voting cards, the vote counting committee marks the delegate code and the corresponding number of votes for each shareholder as Approved, Disapproved, Absent, and Invalid.
2. When conducting voting/elections by ballot, shareholders or their authorized representatives place their ballots into a sealed ballot box for the counting committee to count. The counting committee is responsible for verifying the number of ballots received against the number issued and checking the validity of the received ballots. For each voting item, the number of "Approved," "Disapproved," "No opinion," and invalid votes for each item will be compiled separately and clearly recorded in the vote counting report.
3. If necessary and at the request of shareholders, the Company may appoint an independent organization to collect and count the votes.

Article 16. Announcement of vote counting results

The vote counting committee will check, compile, and report the results of the vote count for each issue to the Chairperson. The results of the vote count will be announced by the Chairperson immediately before the closing of the meeting.

Article 17. Forms of adopting resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders adopts decisions within its authority by voting at the meeting or by obtaining opinions in writing.

Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the General Meeting of Shareholders:

- Amendments and supplements to the contents of the Company Charter;
- Development orientation of the Company;
- Classes of shares and total number of shares of each class;
- Election, dismissal and removal of members of the Board of Directors;
- Decisions on investment or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company, or another lower ratio or value as prescribed in the Company Charter;
- Approval of annual financial statements;
- Reorganization or dissolution of the Company.

Article 18. Conditions for a resolution to be adopted at the General Meeting of Shareholders

The conditions for a resolution to be passed at the General Meeting of Shareholders are stipulated in Article 21 of the Company's Charter.

Article 19. Methods of objecting to Resolutions and Minutes of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution, minutes of the General Meeting of Shareholders, or minutes of the vote count results of the General Meeting of Shareholders, shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening and making decisions of the General Meeting of Shareholders were not carried out in accordance with the provisions of the Enterprise Law and the company's charter, except in cases where resolutions of the General Meeting of Shareholders are passed by 100% of the total number of voting shares, which are legal and effective even if the procedures for passing those resolutions were not carried out as prescribed.
2. The resolution's content violates the law or the Company's Articles of Association. In the event that a decision of the General Meeting of Shareholders is annulled by a court or arbitration decision, the person who convened the annulled General Meeting of

Shareholders may consider reconvening the meeting within 90 days in accordance with the procedures stipulated in the Enterprise Law and the Company's Articles of Association.

Article 20. Drafting resolutions and minutes of the General Meeting of Shareholders

1. General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, and may also be prepared in English, and must include the following main contents:
 - a. Name, registered office address, business registration number;
 - b. Time and location of the Shareholders' General Meeting;
 - c. Meeting agenda and content;
 - d. Full name of the chairperson and secretary;
 - e. Summarize the proceedings and statements made at the General Shareholders' Meeting on each item on the agenda;
 - f. The number of shareholders and the total number of voting shares of shareholders attending the meeting, the appendix listing registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
 - g. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting.
 - h. The issues were approved and the corresponding percentage of votes were cast in favor;
 - i. The full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign.
2. Resolutions and minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

Resolutions and minutes drawn up in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies between the content of the Vietnamese and foreign language minutes, the content in the Vietnamese version shall prevail.

Article 21. Publication of the Minutes and Resolutions of the General Meeting of Shareholders

1. Resolutions and minutes of the General Meeting of Shareholders must be fully published on the Company's website, the electronic portal of the State Securities Commission and the Stock Exchange within twenty-four (24) hours from the time they are approved by the General Meeting of Shareholders and in accordance with the provisions of the Enterprise Law.
2. Resolutions, minutes of the General Meeting of Shareholders, along with other attached appendices (if any) that have been publicly published on the Company's website, the electronic portal of the State Securities Commission and the Stock Exchange are considered authentic evidence of the work carried out at the General Meeting of Shareholders unless objections to the content of the minutes are raised in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes in accordance with the prescribed procedures in Article 20 of this Regulation.
3. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders, and related documents attached to the meeting invitation notice must be kept at the company's head office.

III. Procedures for holding a General Meeting of Shareholders to adopt resolutions through online conference and electronic voting.

Article 22. Procedures for holding a General Meeting of Shareholders to adopt resolutions through online conference and electronic voting.

1. Convene the General Meeting of Shareholders
The convening of the General Meeting of Shareholders via online conference shall be carried out in accordance with the provisions of Article 5 of these Regulations.
2. Prepare a list of shareholders entitled to attend the meeting and issue a notice convening the General Meeting of Shareholders.
 - a. The preparation of the list of shareholders entitled to attend the online General Meeting of Shareholders and the notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders shall be implemented similarly to the provisions of Articles 6 and 7 of these Regulations.
 - b. The notice of invitation to the online General Meeting of Shareholders shall comply with Article 8 of these Regulations.
3. Methods of Registration for Attendance at the General Meeting of Shareholders
Shareholders or authorized representatives (if any) attending the meeting via online conference, electronic voting, or accessing the online General Meeting of Shareholders system to register for attendance will be assigned to each shareholder a (01) login name and corresponding password to access the above-mentioned system. Specific instructions will be recorded in the notice of the General Meeting of Shareholders and the Regulations on the organization of the General Meeting of

- Shareholders or in the form of login information notification as prescribed by the Board of Directors in accordance with the actual situation.
4. Authorization of a representative to attend the General Meeting of Shareholders.
Authorization for representatives to attend the General Meeting of Shareholders online and vote electronically shall be carried out in accordance with Article 16 of the Company's Charter and the methods stipulated in the notice of the General Meeting of Shareholders, or in the form of login information notification as prescribed by the Board of Directors in accordance with the actual situation.
 5. Conditions for holding a General Meeting of Shareholders
The online General Shareholders' Meeting is conducted in compliance with the provisions of Article 19 of the Company's Charter.
 6. The process of voting, counting votes, and announcing vote results.
 - a. The voting procedures at online General Shareholders' Meetings, including electronic voting, will be specified in detail in the Regulations on the Organization of General Shareholders' Meetings for each meeting.
 - b. Shareholders attending through online conference and electronic voting shall access the online General Meeting of Shareholders system prescribed in Clause 3 of this Article to conduct voting/election. When shareholders conduct electronic voting, the numbers of "Approve", "Disapprove" and "No opinion" votes for each voting matter and the number of votes for each candidate shall be recorded on the online General Meeting of Shareholders system.
 - c. The Vote-counting Committee shall examine, summarize and report to the chairperson the vote-counting results for each matter. The vote-counting results shall be announced by the chairperson immediately before the closing of the meeting.
 7. Forms and conditions for adopting resolutions of the General Meeting of Shareholders
 - a. The procedure for adopting resolutions at the General Meeting of Shareholders shall be similar to that stipulated in Article 17 of these Regulations.
 - b. The conditions for a resolution to be passed at the General Meeting of Shareholders are stipulated in Article 21 of the Company's Charter.
 8. Preparation of resolutions and minutes for the online General Shareholders' Meeting.
The preparation of resolutions and minutes of the General Meeting of Shareholders is carried out in accordance with Article 23 of the Company's Charter.
 9. Methods of protesting resolutions and minutes of the General Meeting of Shareholders.
The method for objecting to resolutions and minutes of the General Meeting of Shareholders adopted at an online meeting or through electronic voting shall be in accordance with the provisions of Article 19 of these Regulations.
 10. Disclosure of the Minutes and Resolutions of the General Shareholders' Meeting

The disclosure of resolutions and minutes of the General Meeting of Shareholders shall be carried out in accordance with the provisions of Article 21 of these Regulations.

Section 4. Order and Procedures for the General Meeting of Shareholders to Adopt Resolutions by Collecting Written Opinions.

Article 23. Cases permitted and not permitted for collecting written opinions.

Except for matters and issues that must be approved by the General Meeting of Shareholders through voting at the General Meeting of Shareholders as stipulated in Article 17 of these Regulations, the Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company.

Article 24. Order and Procedures for the General Meeting of Shareholders to adopt resolutions by collecting written opinions.

1. Notice of Closing the List of Shareholders for Collecting Written Opinions.

The Board of Directors shall convene a meeting and issue a Resolution of the Board of Directors approving the record date for preparing the list of shareholders with voting rights. The Company shall disclose information on the preparation of the list of shareholders with voting rights for adoption of resolutions of the General Meeting of Shareholders by collecting shareholders' written opinions at least twenty (20) days prior to the record date. The preparation of the list of shareholders to whom opinion collection ballots are sent shall comply with Clauses 1 and 2, Article 141 of the Law on Enterprises. The list of shareholders entitled to vote for adoption of resolutions of the General Meeting of Shareholders by collecting shareholders' written opinions shall be prepared based on the shareholder register of the Company. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending documents and opinion collection ballots to shareholders. The list of shareholders with voting rights must contain the full name, contact address, nationality, legal personal identification number for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares of each class, and the shareholder registration number and date of each shareholder (if any).

2. Preparation of documents and delivery of documents and opinion collection ballots to shareholders

The Board of Directors must prepare the opinion collection ballots, draft resolutions of the General Meeting of Shareholders and explanatory documents for the draft resolutions. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable period for consideration and voting and must send such documents at least ten (10) days prior to the deadline for receipt of opinion collection ballots. Requirements and methods for sending opinion collection ballots and enclosed documents shall be implemented similarly to the provisions on sending notices of invitation to meetings under Article 18 of the Company Charter.

Opinion collection ballots must contain the contents prescribed in Clause 3, Article 22 of the Company Charter.

3. Receipt of returned opinion collection ballots from shareholders.

Returned opinion collection ballots must bear the signatures of:

- Individual shareholders, or
- The legal representative of organizational shareholders, or
- An individual authorized by a shareholder, or
- The legal representative of the organization is authorized by the shareholders.

Opinion collection ballots may be submitted to the Company in the forms stipulated in Clause 4, Article 22 of the Company's Charter.

4. Count the votes and prepare the vote counting report.

The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Audit Committee or a shareholder who is not a business manager. The vote counting report must contain the contents stipulated in Clause 5, Article 22 of the Company's Charter.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

5. Conditions for the adoption of a resolution by the General Meeting of Shareholders in the form of written consultation

Resolutions adopted through written shareholder consultation must be approved by shareholders representing more than 50% of the total voting shares and shall have the same validity as resolutions adopted at a General Meeting of Shareholders.

6. Disclosure of the vote count minutes and resolutions of the General Shareholders' Meeting.

The vote count minutes and resolution must be posted on the company's website within twenty-four (24) hours from the time the vote count ends.

7. Retention of documents.

Returned opinion collection ballots, vote-counting minutes, adopted resolutions and related documents enclosed with the opinion collection ballots must be retained at the Company's head office.

Article 25. Reporting of the Board of Directors' activities at the Annual General Meeting of Shareholders

The Board of Directors' activity report submitted to the Annual General Meeting of Shareholders must comply with the provisions of Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law and Decree No. 245/2025/ND-CP amending and supplementing a number of articles of Decree No. 155/2020/ND-CP, the company's charter, and must ensure that it includes the following contents:

- a. The remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors are regulated by Clause 3, Article 163 of the Enterprise Law and the company's charter.
- b. Summarize the meetings of the Board of Directors and the decisions made by the Board of Directors.
- c. Report on transactions between the company, its subsidiary, or a company in which the public company holds fifty percent (50%) or more of the charter capital and a member of the Board of Directors and related persons of that member; transactions between the company and a company in which a member of the Board of Directors is a founding member or a business manager in the three (03) years immediately preceding the transaction.
- d. The performance of independent members of the Board of Directors and the results of independent members' evaluations of the Board of Directors' performance.
- e. Activities of other subcommittees of the Board of Directors (if any).
- f. Results of the monitoring of the General Director...
- g. The results of monitoring other executives.
- h. Future plans.

Article 26. Reporting on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders.

The report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:

1. The remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee are regulated by the Enterprise Law and the company's charter.
2. Summary of the Audit Committee meetings and the conclusions and recommendations of the Audit Committee.
3. The results of monitoring the company's financial statements, operational performance, and financial situation.
4. Report on the assessment of transactions between a company, subsidiary, or company in which a public company holds control of more than fifty percent (50%) of the charter capital with a member of the Board of Directors, General Director and related persons of that member; transactions between a company and a company in which a member of the Board of Directors is a founding member or a business manager in the three (03) years immediately preceding the transaction.
5. Results of the assessment of the company's internal control and risk management systems.
6. The results of monitoring the Board of Directors, the CEO, and other business executives.
7. The results of the assessment of the coordination of activities between the Audit Committee and the Board of Directors, the General Director, and the shareholders.
8. Other content (if any).

CHAPTER III. BOARD OF DIRECTORS

I. General Provisions

Article 27. Role, rights and obligations of the Board of Directors, responsibilities of of Members of the Board of Directors.

1. The Board of Directors is the governing body of the company, having full authority to act on behalf of the company to decide and exercise the rights and obligations of the company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a. Making strategic decisions, developing medium-term growth plans, and formulating annual business plans for the company;
 - b. Propose the types of shares and the total number of shares authorized for sale for each type;
 - c. Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
 - d. Deciding on the selling price of the company's shares and bonds;
 - e. The decision to repurchase shares is governed by Clauses 1 and 2 of Article 133 of the Enterprise Law;
 - f. Decisions on investment options and investment projects are made within the authority and limits prescribed by law;
 - g. Deciding on solutions for market development, marketing, and technology;
 - h. To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value equal to or exceeding thirty-five percent (35%) of the total asset value or transactions resulting in the total transaction value arising within 12 months from the date of the first transaction being equal to or exceeding 35% of the total asset value recorded in the latest financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clause 3, Article 167 of the Law on Enterprises;
 - i. To elect, dismiss and remove the Chairman of the Board of Directors; appoint, dismiss, enter into contracts with and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, heads of professional departments of the Company and directors of affiliated divisions; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies, and decide remuneration and other benefits of such persons;
 - j. To supervise and direct the General Director and other managers in the daily operation of the company's business;

- k. Deciding on the organizational structure and internal management regulations of the company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other businesses;
 - l. To approve agendas and contents of documents serving meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt resolutions;
 - m. To submit audited annual financial statements to the General Meeting of Shareholders;
 - n. To recommend dividend levels; to decide the time limit and procedures for dividend payment or handling of losses arising during business operations; the Board of Directors shall be responsible for making dividend payments to shareholders in accordance with law after approval by the annual General Meeting of Shareholders;
 - o. To recommend the reorganization or dissolution of the Company; to request bankruptcy of the Company;
 - p. To decide the offering of private bonds, including bond type, total bond value and offering time, except for the case prescribed in Point a, Clause 1, Article 130 of the Law on Enterprises, but must report to the General Meeting of Shareholders at the nearest meeting;
 - q. To decide the promulgation of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; to decide the promulgation of the Operating Regulations of the Audit Committee under the Board of Directors and the Regulations on Information Disclosure of the Company;
 - r. To resolve complaints of the Company against enterprise executives as well as decide the selection of representatives of the Company to resolve matters related to legal proceedings concerning such executives;
 - s. To propose the issuance of convertible bonds and bonds with warrants;
 - t. To decide the offering prices of shares and bonds in cases authorized by the General Meeting of Shareholders;
 - u. To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;
 - v. To determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;
 - w. Other rights and obligations as prescribed by the Law on Enterprises, relevant laws, this Charter and the Internal Regulations on Corporate Governance.
3. The following matters require approval from the Board of Directors:
- a. Establish branches or representative offices of the Company;
 - b. Establish subsidiaries of the Company;
 - c. Within the scope stipulated in Clause 2, Article 153 of the Enterprise Law, and except for cases stipulated in Clause 2, Article 138 and Clause 3, Article 167 of the Enterprise Law which require approval by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment, and cancellation of the Company's contracts;

- d. Appointing and dismissing persons authorized by the Company to act as the Company's commercial representatives and legal counsel;
- e. The Company's borrowing and its fulfillment of mortgages, guarantees, collateral, and claims;
- f. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
- g. Valuation of non-cash assets contributed to the Company during the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
- h. Repurchase or recovery of not more than ten percent (10%) of the total offered shares of each class within twelve (12) months;
- i. Decision on repurchase or recovery prices of shares of the Company;
- j. Business matters or transactions which the Board of Directors deems necessary to be approved within its authority and responsibilities.

4. Rights and responsibilities of Board of Directors members:

Members of the Board of Directors have all the rights and responsibilities as stipulated in the Enterprise Law, the Company's charter, and the following rights and responsibilities:

- a. To be provided with information and documents on the financial status and business operations of the Company and its units in accordance with Article 159 of the Law on Enterprises;
- b. To perform their duties honestly and prudently for the best interests of shareholders and the Company;
- c. To fully attend meetings of the Board of Directors and provide opinions on matters discussed;
- d. To promptly and fully report to the Board of Directors on remuneration received from subsidiaries, affiliated companies and other organizations;
- e. To report to the Board of Directors on transactions between the Company, subsidiaries and companies in which the Company holds more than fifty percent (50%) of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or enterprise managers within the latest three (03) years prior to the transaction date; transactions between the Company and companies in which related persons of the aforesaid members are members of the Board of Directors, the General Director or major shareholders;
- f. To disclose information when conducting transactions in shares of the Company in accordance with law;
- g. Independent members of the Board of Directors must prepare reports assessing the activities of the Board of Directors;
- h. Members of the Board of Directors and their related persons must not use information obtained by virtue of their positions for personal gain or for the interests of other organizations or individuals;

- i. Members of the Board of Directors shall have the responsibility to act honestly and avoid conflicts of interest of enterprise managers as prescribed in Article 43 of the Company Charter;
- j. To study financial statements prepared by independent auditors and provide opinions or request explanations from Company executives, independent auditors and internal auditors regarding issues related to such statements;
- k. To attend meetings of the Board of Directors, discuss and vote on all matters falling within the duties and authority of the Board of Directors in accordance with the Company Charter, except where voting is not permitted due to conflicts of interest. To bear personal responsibility before the law, the General Meeting of Shareholders and the Board of Directors for their decisions;
- l. To implement resolutions of the General Meeting of Shareholders and resolutions of the Board of Directors;
- m. To explain before the General Meeting of Shareholders and the Board of Directors the performance of assigned duties upon request.

5. Rights and obligations of the Chairman of the Board of Directors

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

- a. To formulate programs and operation plans of the Board of Directors;
- b. To prepare agendas, contents and documents serving meetings; to convene, preside over and chair meetings of the Board of Directors;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;
- e. To chair meetings of the General Meeting of Shareholders;
- f. To ensure that the Board of Directors submits annual financial statements, reports on Company operations, audit reports and reports of the Board of Directors to shareholders at meetings of the General Meeting of Shareholders;
- g. The Chairman of the Board of Directors shall sign resolutions, decisions and documents or approve documents falling under the authority of the Board of Directors; authorization for other members of the Board of Directors to sign on behalf must be made in writing.

Article 28. Standards for Members of the Board of Directors

Members of the Board of Directors must meet the following standards and conditions:

- a. Not falling under the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b. Having professional qualifications and experience in business administration or in the business sectors and lines of the Company and not necessarily being shareholders of the Company;
- c. Members of the Board of Directors of the Company may concurrently serve as members of the Board of Directors or Members' Councils of up to 05 other companies;

- d. Other standards and conditions prescribed by the Company Charter.

II. Regulations on the nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors

Article 29. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors

1. Nomination and self-nomination of members of the Board of Directors shall comply with Article 25 of the Company Charter. Shareholders or groups of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. Nomination of persons to the Board of Directors shall be conducted as follows:
 - Ordinary shareholders forming groups to nominate persons to the Board of Directors must notify attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
 - Based on the number of members of the Board of Directors, shareholders or groups of shareholders prescribed in this Clause shall have the right to nominate one or more persons as candidates to the Board of Directors according to the decision of the General Meeting of Shareholders. Shareholders holding voting shares shall have the right to combine their voting rights to nominate candidates to the Board of Directors.
2. Where the number of candidates to the Board of Directors through nomination and self-nomination under Clause 1 of this Article remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in Clause 4, Article 30 of these Regulations. Procedures for the incumbent Board of Directors to introduce candidates to the Board of Directors shall comply with Article 30 of these Regulations and must be clearly disclosed before conducting nominations in accordance with law.

Article 30. Procedures for introducing candidates for the Board of Directors.

1. The Board of Directors or other entities prescribed in Clause 2, Article 36 of these Regulations shall convene a meeting of the Board of Directors regarding the election of members of the Board of Directors to disseminate contents relating to the election, including the number of members, standards of candidates participating in the election, and methods of nomination and self-nomination in accordance with Article 29 of these Regulations.
2. The Company shall issue a public notice regarding the election of members of the Board of Directors and the order and procedures for convening and conducting the election in accordance with Chapter III of these Regulations, clearly stating the reasons for the election, number of members, standards and conditions, election methods, procedures for self-nomination and nomination, and other information (if any).
3. The Board of Directors shall compile the list of candidates through nomination and self-nomination and verify information of each candidate to ensure that candidates fully satisfy the standards and conditions for becoming members of the Board of

Directors in accordance with Article 28 of these Regulations and other criteria stated in the notice prescribed in Clause 2 of this Article.

4. Where the number of candidates to the Board of Directors through nomination and self-nomination remains insufficient, the Board of Directors shall prepare a list of introduced candidates according to the following criteria:
 - The number of introduced candidates shall be the number still lacking after compiling the list of valid candidates through nomination and self-nomination under Clause 3 of this Article;
 - Candidates introduced by the Board of Directors must be approved by majority vote of incumbent members of the Board of Directors;
 - Candidates introduced by the Board of Directors must satisfy at least the conditions and standards prescribed in Article 28 of these Regulations.

Article 31. Disclosure of information on candidates participating in the election of Board of Directors members

Where candidates for membership of the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may study such candidates before voting. Candidates for membership of the Board of Directors must provide written commitments on the truthfulness and accuracy of disclosed personal information and commit to performing duties honestly, prudently and for the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for membership of the Board of Directors to be disclosed includes:

- a. Full name, date of birth (day, month, year);
- b. Professional qualifications;
- c. Work experience;
- d. Other managerial positions (including board positions in other companies);
- e. The benefits relate to the Company and its related parties;
- f. Other information (if any) as stipulated in the company's charter;
- g. Public companies are required to disclose information about the companies in which candidates hold positions on the Board of Directors, other management positions, and any related interests in the companies of the candidates for the Board of Directors (if any).

Article 32. Method of electing members of the Board of Directors

The election of members of the Board of Directors must comply with Article 14 of these Regulations.

Article 33. Dismissal, removal and election of additional members of the Board of Directors

1. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

- a. Failing to satisfy standards and conditions prescribed in Article 155 of the Law on Enterprises;
 - b. Submitting resignation letters and obtaining approval;
 - c. Other cases prescribed in the Company Charter.
2. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:
 - a. Not participating in Board of Directors activities for 06 consecutive months, except in cases of force majeure;
 - b. Other cases are stipulated in the Company's Charter.
 3. When deemed necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in the cases stipulated in Clauses 1 and 2 of this Article.
 4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors decreases by more than one-third compared to the number prescribed in the Company Charter. In such case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members decreases by more than one-third;
 - b. Except for the case prescribed in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 34. Notification of election, dismissal, and removal of members of the Board of Directors

The election, appointment, dismissal, and removal of members of the Board of Directors must be publicly disclosed in accordance with the regulations of the law on securities and the securities market. After the decision to elect, dismiss, or remove members of the Board of Directors is made, the Company is responsible for disclosing the information internally and to relevant authorities, through the information disclosure channels of the State Securities Commission and the Stock Exchange, and on the Company's website, in accordance with the procedures and regulations of current law.

Article 35. Salaries, remuneration, bonuses, and other benefits of members of the Board of Directors.

Members of the Board of Directors are entitled to salaries, remuneration, bonuses, and other benefits as stipulated in Article 28 of the Company's Charter.

III. Regulations on Meetings of the Board of Directors

Article 36. Meetings of the Board of Directors

1. The Board of Directors must hold regular meetings at least once every quarter and may hold extraordinary meetings.
2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in the following cases:

- a. Upon request of an independent member of the Board of Directors;
 - b. Upon request of the Director or at least five (05) other executives;
 - c. Upon request of at least two (02) members of the Board of Directors.
3. The proposals stipulated in Clause 2 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions falling within the authority of the Board of Directors.
 4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the proposal mentioned in Clause 2 of this Article. If the meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.
 5. Upon request of the independent audit firm auditing the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

Article 37. Notice of Meeting of Board of Directors

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting to members of the Board of Directors and Supervisors at least three (03) working days prior to the meeting date. The notice of meeting of the Board of Directors must be made in Vietnamese and must fully specify the time, venue, agenda, matters for discussion, together with necessary documents relating to matters to be discussed and voted on at the meeting, and voting ballots of members.
2. The notice of invitation to the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods as prescribed in the Charter of the Company, ensuring delivery to the registered contact address of each member of the Board of Directors at the Company.

The Chairman of the Board of Directors or the convening person shall send the notice of invitation and attached documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

Article 38. Conditions for holding a meeting of the Board of Directors

1. Meetings of the Board of Directors shall be conducted when attended directly or through representatives (authorized persons), if approved by the majority of members of the Board of Directors, by at least three-fourths (3/4) of the total number of members of the Board of Directors.
2. In case the required quorum is not met, the second meeting must be convened within seven (07) days from the intended date of the first meeting. The second meeting shall be conducted if attended by more than one-half (1/2) of the members of the Board of Directors.

3. Members of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend the meeting when approved by the majority of members of the Board of Directors.
 - c. Attending and voting through online conferences or other similar forms;
 - d. Sending voting ballots to the meeting by post, fax or email.

In case voting ballots are sent by post, the ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors at least one (01) hour before the opening time, and the envelopes containing the ballots shall be opened in the presence of all attendees.

4. Meetings of the Board of Directors discussing the following matters require the direct attendance of members of the Board of Directors:
 - a. Approve the Company's strategic plan and business plan.
 - b. Election of the Chairman of the Board of Directors.
 - c. Dismissal and new appointment.
 - d. Reorganize or dissolve the company.
 - e. Increase charter capital and issue shares.

Article 39. Authorization for Others to Attend Meetings by Members of the Board of Directors.

Members must attend all meetings of the Board of Directors in full. Members may authorize others to attend and vote if approved by the majority of members of the Board of Directors.

Article 40. Voting Methods

1. Except for the case specified in Clause 2 of this Article, each member of the Board of Directors or authorized person specified in Article 38 of this Regulation attending the meeting in person shall have one (01) vote.
2. Members of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or related persons of such member have interests that conflict or may conflict with the interests of the Company. Such member shall not be counted toward the minimum quorum required for conducting the meeting of the Board of Directors regarding decisions on matters for which such member has no voting right.
3. Pursuant to Clause 2 of this Article, where issues arise at the meeting relating to interests or voting rights of a member of the Board of Directors and such member does not voluntarily waive his/her voting right, the decision of the chairperson shall be final, except where the nature or extent of the interests of the relevant member has not been fully disclosed.

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or expected to be signed with the Company and knows that he/she has interests therein must disclose such interests at the first meeting of the Board discussing the execution of such contract or transaction. In case the member does not know that he/she and related persons have interests at the time the contract or transaction is signed with the Company, such member must disclose related interests at the first meeting of the Board of Directors held after such member becomes aware that he/she has or will have interests in the aforesaid transaction or contract.

Article 41. Procedures for adopting resolutions of the Board of Directors

1. The Board of Directors shall adopt decisions and issue resolutions based on the approval of the majority of attending members of the Board of Directors. In case the numbers of approving and dissenting votes are equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.
2. Written resolutions adopted by collection of written opinions shall be passed based on approval by the majority of members of the Board of Directors having voting rights. Such resolutions shall have the same validity and effect as resolutions adopted at meetings.

Article 42. Minutes of the Board of Directors Meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, electronically recorded and stored in other electronic forms. The minutes must contain the following principal contents:
 - a. Name, address of head office, and enterprise registration number;
 - b. Purpose, agenda and contents of the meeting;
 - c. Time and venue of the meeting;
 - d. Full names of each attending member or authorized representative and methods of attendance; names of absent members and reasons for absence;
 - e. Matters discussed and voted on at the meeting;
 - f. Summary of opinions expressed by each attending member according to the sequence of the meeting proceedings;
 - g. Voting results, clearly stating approving, dissenting and abstaining members;
 - h. Matters adopted;
 - i. Full names and signatures of the chairperson and minute recorder, except for the case specified in Clause 2 of this Article.
2. In case the chairperson and minute recorder refuse to sign the minutes, but all other attending members of the Board of Directors sign the minutes and the minutes contain all contents specified in Points a, b, c, d, e, f, g and h Clause 1 of this Article, such minutes shall remain valid. The minutes must clearly state the refusal of the chairperson and minute recorder to sign. Persons signing the minutes shall bear joint responsibility for the accuracy and truthfulness of the contents of the minutes of

meetings of the Board of Directors. The chairperson and minute recorder shall bear personal responsibility for damages caused to the enterprise due to refusal to sign the minutes in accordance with this Law, the Charter of the Company and relevant laws.

3. The chairperson and minute recorder shall be responsible for the truthfulness and accuracy of the contents of the minutes of meetings of the Board of Directors.
4. Minutes of meetings of the Board of Directors and documents used at meetings must be retained at the Company's head office.
5. Minutes made in Vietnamese and foreign languages shall have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

The Chairman of the Board of Directors is responsible for sending the minutes of meetings of the Board of Directors to members, and such minutes shall constitute authentic evidence of the work conducted at the meeting unless objections to the contents of the minutes are raised within ten (10) days from the date of dispatch. The minutes must bear the signatures of the chairperson and minute recorder.

Article 43. Notification of Board of Directors Resolutions

Resolutions of the Board of Directors shall be notified and disclosed in accordance with the Charter of the Company and the laws on securities and the securities market.

Article 44. Subcommittees of the Board of Directors

1. The Board of Directors may establish subordinate sub-committees responsible for development policy, personnel, remuneration and internal audit. The number of members of each sub-committee shall be decided by the Board of Directors but should consist of at least three (03) persons, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should account for the majority in the sub-committee, and one of such members shall be appointed as Head of the sub-committee by decision of the Board of Directors. Activities of the sub-committee must comply with regulations of the Board of Directors. Resolutions of the sub-committee shall only be effective when approved by the majority of attending and voting members at meetings of the sub-committee.
2. The implementation of decisions of the Board of Directors or sub-committees under the Board of Directors must comply with current laws, the Charter of the Company and this Regulation.

Article 45. Selection and Appointment of the Person in Charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) person as the Person in Charge of Corporate Governance to support effective corporate governance activities. The term of office of the Person in Charge of Corporate Governance shall be decided by the Board of Directors but must not exceed five (05) years. The Person in Charge of Corporate Governance may concurrently serve as Company Secretary.
2. The Person in Charge of Corporate Governance must satisfy the following standards:

- a. Having knowledge of laws;
 - b. Not concurrently working for the independent audit firm auditing the Company's financial statements;
 - c. Other standards as prescribed by laws, this Charter and decisions of the Board of Directors.
3. The Person in Charge of Corporate Governance must not concurrently work for an approved audit organization auditing the Company's financial statements.
 4. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary but not contrary to current labor laws. The Board of Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.
 5. The Person in Charge of Corporate Governance shall have the following rights and obligations:
 - a. Advising the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to relations between the Company and shareholders;
 - b. Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
 - c. Advising on meeting procedures;
 - d. Attending meetings;
 - e. Advising on procedures for preparation of resolutions of the Board of Directors in compliance with laws;
 - f. Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and the Internal Audit Committee;
 - g. Supervising and reporting to the Board of Directors on information disclosure activities of the Company.
 - h. Acting as the contact point with stakeholders;
 - i. Maintaining confidentiality of information in accordance with laws and the Charter of the Company;
 - j. Other rights and obligations as prescribed by laws and the Charter of the Company.

Article 46. Cases of dismissal of the person in charge of corporate governance.

1. The Board of Directors shall dismiss the person in charge of the Company's administration in the following cases:
 - Failing to satisfy standards and conditions specified in Article 46 of this Regulation;
 - Submitting a resignation letter and having it accepted;
 - Failing to complete assigned duties;
 - Other cases permitted by laws.

2. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary but not contrary to current labor laws.

Article 47. Announcement of appointment and dismissal of the person in charge of company administration.

After decisions on appointment or dismissal of the Person in Charge of Corporate Governance are issued, the Company shall be responsible for internal disclosure and disclosure in accordance with the laws on securities and the securities market.

CHAPTER IV. AUDIT COMMITTEE

Article 48. Establishment and operation of the Audit Committee

1. The role, rights, and responsibilities of the Audit Committee.
The Audit Committee is a specialized body under the Board of Directors, with rights and obligations as stipulated in the Enterprise Law, Article 37 of the Company Charter, and the following rights and obligations:
 - a. Supervising the integrity of the Company's financial statements and official announcements relating to the Company's financial results.
 - b. Reviewing the internal control and risk management systems;
 - c. Reviewing related-party transactions subject to approval by the Board of Directors or the General Meeting of Shareholders and making recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;
 - d. Supervising the Company's internal audit department;
 - e. Recommending the independent auditing company, remuneration level and related terms in the contract with the auditing company for approval by the Board of Directors prior to submission to the Annual General Meeting of Shareholders for approval;
 - f. Monitoring and assessing the independence and objectivity of the auditing company and the effectiveness of the audit process, especially where the Company uses non-audit services of the auditor;
 - g. Supervising compliance by the Company with laws, requirements of regulatory authorities and other internal regulations of the Company.
 - h. Using external legal, accounting or other consultancy services when necessary.
 - i. Preparing written reports to the Board of Directors upon discovering that members of the Board of Directors, the General Director and the Chief Accountant fail to fully perform their responsibilities in accordance with the Law on Enterprises and the Company Charter.
 - j. Developing the Operating Regulation of the Audit Committee and submitting it to the Board of Directors for approval.
2. Number, standards, and structure of the Audit Committee:
 - a. The number and structure of members of the Audit Committee comply with the Enterprise Law and Clause 36 of the Company's Charter.

- b. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the law and the company's operations, and must not fall into any of the following categories:
 - Working in the accounting and finance department of the company;
 - Being a member or employee of an audit firm approved to audit the company's financial statements for the three consecutive years preceding the audit.
- c. The term of office of a member of the Audit Committee of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as Chairman of the Audit Committee of a company for no more than two (02) consecutive terms .
3. Nomination and candidacy for members of the Audit Committee
 The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.
 The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.
4. Meeting of the Audit Committee
 - a. The audit committee must hold meetings at least twice a year , as specifically stipulated in the audit committee's operating regulations.
 - b. The audit committee makes decisions by voting at meetings, obtaining opinions in writing, or through other means as stipulated in the company's charter or the audit committee's operating regulations.
 - c. Each member of the Audit Committee has one vote. Unless the company's charter or the Audit Committee's operating regulations stipulate a higher percentage, a decision of the Audit Committee is adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Audit Committee.
5. The report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:
 - a. The remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee are regulated by the Enterprise Law and the company's charter;
 - b. Summarize the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;
 - c. The results of monitoring the company's financial statements, operational performance, and financial situation;
 - d. Assessment report on transactions between the Company, subsidiaries and companies in which the public company holds more than 50% of the charter capital with members of the Board of Directors, the General Director, other executives of the enterprise and related persons of such persons; transactions between the Company and

companies in which members of the Board of Directors, the General Director or other executives are founding members or enterprise managers within the latest three (03) years prior to the transaction time.

- e. Results of the assessment of the company's internal control and risk management systems;
- f. The results of monitoring the Board of Directors, the General Director, and other executives of the enterprise;
- g. The results of the assessment of the coordination of activities between the Audit Committee and the Board of Directors, the General Director, and the shareholders.

CHAPTER V. GENERAL DIRECTOR

Article 49. Role, responsibilities, rights and obligations of the General Director

1. The General Director is the highest executive officer managing all operations of the Company; has full authority to decide and perform the rights and obligations of the Company in accordance with regulations, except for matters falling under the authority of the General Meeting of Shareholders and the Board of Directors; is subject to the supervision of the Board of Directors and the Audit Committee; and is accountable to the General Meeting of Shareholders, the Board of Directors and the law for the management of the Company's operations and the performance of assigned rights and duties.
2. The General Director has the rights and obligations prescribed in Clause 6 Article 35 of the Company Charter and the following rights and obligations:
 - a. Deciding on investment, purchase or sale of assets with a value of less than ten percent (10%) of the total asset value recorded in the Company's latest financial statements.
 - b. Approving contracts and transactions with a value of less than 10% of the total asset value of the enterprise or resulting in the aggregate transaction value arising within twelve (12) months from the date of the first transaction being less than 10% of the total asset value recorded in the Company's latest financial statements between the Company and the subjects specified at Point v Clause 2 Article 15 of the Company Charter.
 - c. Approving loan agreements, lending agreements and other contracts and transactions with a value of less than thirty-five percent (35%) of the total asset value recorded in the Company's latest financial statements, except for contracts signed with persons specified at Point v Clause 2 Article 15 of the Company Charter.
 - d. The General Director must manage the daily business operations of the Company in accordance with the law, the Company Charter, the labor contract signed with the Company and the resolutions and decisions of the Board of Directors. In cases where management is conducted contrary to the provisions of this Clause causing damage to the Company, the General Director shall be liable before the law and must compensate the Company for damages.

Article 50. Term of office, standards and conditions of the General Director

1. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. Such appointment may terminate in accordance with the provisions of the labor contract.
2. Standards of the General Director:
 - The General Director must not be a person prohibited by law from holding such position and must satisfy the standards and conditions prescribed by law and the Company Charter.
 - Having full civil act capacity and not falling into cases prohibited from enterprise management under the Law on Enterprises and prevailing laws.
 - Possessing professional qualifications and practical experience relevant to the Company's principal business lines.
 - The General Director must not be a related person of enterprise managers, representatives of state capital, representatives of enterprise capital at the Company and its parent company as prescribed at Point d Clause 46 Article 4 of the Law on Securities.
 - Other standards as decided by the Board of Directors.

Article 51. Dismissal and termination of employment contract with the General Director

1. The Board of Directors may dismiss the General Director upon approval by a majority of attending members of the Board of Directors having voting rights and appoint a new General Director as replacement.
2. The General Director shall be dismissed, removed from office or have the labor contract terminated prior to expiry in the event of violating one of the following provisions:
 - Acting dishonestly in performing duties and powers or abusing position and authority for personal gain or for the benefit of others;
 - Making dishonest reports on the Company's financial situation;
 - Other acts causing damage to the reputation and interests of the Company;
 - Other cases decided by the General Meeting of Shareholders.

Article 52. Salary and other benefits of the Director

The remuneration, salary, benefits, and other terms of the employment contract for the Director are determined by the Board of Directors.

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

CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE, AND THE EXECUTIVE OFFICERS

Article 53. Coordination of activities between the Board of Directors and the Audit Committee

1. The Board of Directors shall be responsible for closely cooperating with the Audit Committee, facilitating the provision of all documents and information necessary for the Audit Committee, and respecting the independent and objective status of the Audit Committee.
2. The Board of Directors shall create the best conditions for members of the Audit Committee in performing the functions and duties of the Audit Committee and shall be responsible for directing and supervising the rectification and handling of violations as proposed by the Audit Committee.
3. Timely notify the Board of Directors upon detecting violations committed by managerial personnel in accordance with the law and the Company's Charter.
4. The Board of Directors shall have the right to request the Audit Committee to conduct inspections and audits upon request.

Article 54. Coordination of activities between the Board of Directors and the Executive Officers

1. The Board of Directors shall direct and supervise all activities of the Board of Management on the basis of creating the best possible conditions in terms of mechanisms, policies, human resources, and facilities to assist the Board of Management in fulfilling assigned duties.
2. On a quarterly and annual basis, the General Director shall submit written reports to the Board of Directors on the Company's business performance and operational orientation for the upcoming period.
3. The General Director concurrently serving as a member of the Board of Directors shall be responsible for reporting to the Board of Directors on all matters relating to the Company's executive operations. The General Director who is not concurrently a member of the Board of Directors shall be invited to attend (without voting rights) meetings of the Board of Directors.
4. For research programs, surveys, negotiations, and contract signing activities of the Company related to the functions and duties of the Board of Directors, the General Director shall be responsible for reporting to the Chairman of the Board of Directors so that members of the Board of Directors may be designated to attend.

CHAPTER VII. REGULATIONS ON ANNUAL EVALUATION OF PERFORMANCE, REWARDS AND DISCIPLINARY ACTIONS APPLICABLE TO MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS.

Article 55. Performance evaluation

1. Annually, based on assigned functions and duties, the Board of Directors shall organize evaluations of the level of fulfillment of assigned duties by each member of the Board of Directors and the General Director.
2. The General Director shall take charge of evaluating the level of fulfillment of assigned duties by other executive officers.

Article 56. Awards

1. Annually, based on the evaluation results of the Board of Directors and the General Director, the General Director shall submit to the Board of Directors proposed reward levels for individuals according to their level of task fulfillment.
2. Rewards for members of the Board of Directors shall be submitted by the Board of Directors to the General Meeting of Shareholders for approval at the annual meeting. Rewards for other executive officers shall be decided by the Board of Directors.
3. Reward forms:
 - In cash;
 - In shares under the employee stock option program (if any).
4. Funding sources for rewards shall be appropriated from the Company's Reward Fund and other lawful sources.
5. Reward levels: Based on the actual situation of each year, specific reward levels shall be determined.

Article 57. Handling of violations and disciplinary actions

1. The Board of Directors shall be responsible for developing a disciplinary system based on the nature and severity of violations.
2. Members of the Board of Directors and other executive officers who fail to fulfill their duties, violate the Company's regulations or violate legal regulations shall, depending on the nature of the violation, be subject to disciplinary measures, administrative penalties, or criminal prosecution in accordance with the Company's regulations and the law. In cases causing damage to the Company, such persons shall bear personal responsibility for the damages caused by them.

CHAPTER VIII. IMPLEMENTATION PROVISIONS

Article 58. Amendments and supplements

1. Any amendments and supplements to this Regulation shall be drafted and prepared by the Board of Directors and submitted to the General Meeting of Shareholders for approval.

2. In cases where legal provisions relating to the Company's operations are not yet provided for in this Regulation, or where new legal provisions differ from the provisions of this Regulation, such legal provisions shall automatically apply and govern the Company's operations.

Article 59. Effectiveness

1. This Regulation consists of 08 Chapters and 59 Articles, unanimously approved by the General Meeting of Shareholders of Dat Phuong Group Joint Stock Company under Resolution No. 02/NQ-ĐP-DHDCĐ dated April 25, 2026, and authorizing the Chairman of the Board of Directors to promulgate it under Decision No. 48./QĐ-ĐP-CT dated 15 May 2026.
2. Copies or extracts of the Internal Corporate Governance Regulation must bear the signature of the Chairman of the Board of Directors of the Company or at least one-half (1/2) of the total members of the Board of Directors.
3. The Board of Directors, the Audit Committee, the Board of Management, and related individuals and organizations of Dat Phuong Group Joint Stock Company shall be responsible for implementing this Regulation.

**ON BEHALF OF THE
GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**

(Signed and sealed)

Luong Minh Tuan





TRANSLATION

CHARTER

DAT PHUONG GROUP JOINT STOCK COMPANY

28th Amendment

May 2026

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PREAMBLE

This Charter was adopted pursuant to Resolution No. 02/NQ-ĐP-DHDCD dated April 25, 2026 of the General Meeting of Shareholders of Dat Phuong Group Joint stock company

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Explanation of Terms

1. In these Charter, the following terms are understood as follows:

a. Charter capital means the total par value of shares sold or subscribed upon the establishment of the joint stock company and in accordance with Article 6 of this Charter;

b. Voting capital means share capital whereby the holders are entitled to vote on matters within the decision-making authority of the General Meeting of Shareholders;

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

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

d. Vietnam means the Socialist Republic of Vietnam;

c. Date of establishment means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate and other equivalent documents);

g. Executive officers means the General Director, Deputy General Director(s), Chief Accountant and other executives appointed by the Board of Directors;

h. Managers means the Company's managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Director(s), and the Chief Accountant;

i. Related persons means individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities;

k. Shareholder means an individual or organization owning at least one share of the joint stock company;

l. Founding shareholder means a shareholder owning at least one ordinary share and whose name appears on the list of founding shareholders of the joint stock company;

m. Major shareholder means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

n. Operating term means the duration of operation of the Company as specified in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;

o. Stock exchange means the Vietnam Stock Exchange and its subsidiaries.

p. Dividend: means the after-tax profit distributed to each share in cash or other assets.

q. Market price:

- The average trading price within thirty (30) consecutive days preceding the price determination date or the price agreed upon between the seller and the purchaser or the price determined by a valuation organization in respect of shares listed or registered for trading on the securities trading system.

- The market trading price at the immediately preceding time or the price agreed upon between the seller and the purchaser or the price determined by a valuation organization in respect of capital contributions or shares not falling under the case of shares listed or registered for trading on the securities trading system.

r. **Personal legal documents:** means one of the following documents: Identity Card, Citizen Identity Card, Passport, or other lawful personal identification documents.

s. **Beneficial owner of an enterprise:** means an individual who has actual ownership rights over the charter capital or has the right to control such enterprise, except for the representative of the direct owner at an enterprise wholly owned by the State and the representative of the State capital portion in a joint stock company or a multiple-member limited liability company in accordance with the laws on management and investment of State capital in enterprises.

2. In this Charter, references to any provision or document shall include any amendments, supplements, or replacements thereof.

3. Headings (Sections, Articles of this Charter) are included for convenience of reference only and shall not affect the interpretation of this Charter.

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

1. **Company Name**

- Company name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN DAT PHƯƠNG
- Company name written in a foreign language: DAT PHUONG GROUP JSC
- Trading name: DAT PHUONG GROUP
- Abbreviated name: DAT PHUONG GROUP

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

3. **Registered head office of the Company**

Head office address: 15th Floor, Handico Building, Mc Tri Ha New Urban Area, Pham Hung Street, Tu Liem Ward, Hanoi City

Tel: 024.37830856

Fax: 024.37830859

Email: info@datphuong.vn

Website: www.datphuong.com.vn

4. **Branches and representative offices:**

The Board of Directors shall decide on the relocation of the head office and the establishment or dissolution of branches and representative offices of the Company.

5. Unless terminated prior to its expiry or extended in accordance with Article 56 of this Charter, the duration of operation of the Company shall be indefinite from the date of establishment.

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

Article 3. Legal Representative of the Company

1. The company has one legal representative, who is the General Director.
2. The rights and obligations of the legal representative shall be as prescribed in Articles 12 and 13 of the Law on Enterprises and other relevant provisions of law.

III. BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Business lines of the Company

No.	Business line	Code
1	Wholesale of construction materials and installation equipment Details: Manufacture and trading of construction materials	4673
2	Freight transport by road	4933
3	Real estate business, land use rights owned, used or leased Details: - Investment in construction of infrastructure works, residential clusters, urban areas; - Real estate business (Excluding investment in cemetery and graveyard infrastructure for transfer of land use rights attached to such infrastructure)	6810
4	Restaurants and mobile food service activities Details: Restaurant, eatery and food services (excluding bar, karaoke and nightclub businesses)	5610
5	Renting and leasing of motor vehicles	7710
6	Quarrying of stone, sand, gravel and clay	0810
7	Passenger transport by road within urban and suburban areas (excluding bus transport)	4931
8	Construction of other civil engineering works Details: Construction and installation of civil, industrial, transport and irrigation works; - Construction and installation of hydropower plants, power transmission lines and substations up to 35kV; (The Company does not provide goods and services under State monopoly and does not conduct commercial activities under the Electricity Law 2004 and Decree No. 94/2017/NĐ-CP on State monopoly goods and services)	4299 (main)

9	Renting and leasing of machinery, equipment and other tangible goods without operator	7730
10	Manufacture of concrete and products from concrete, cement and plaster	2395
11	Demolition Details: Leasing of construction and civil engineering machinery and equipment with operator	4311
12	Site preparation Details: Leasing of construction and civil engineering machinery and equipment with operator	4312
13	Installation of water supply, drainage, heating and air-conditioning systems Details: Leasing of construction and civil engineering machinery and equipment with operator	4322
14	Other construction installation activities Details: Leasing of construction and civil engineering machinery and equipment with operator	4329
15	Building completion and finishing Details: Leasing of construction and civil engineering machinery and equipment with operator	4330
16	Other specialized construction activities Details: Hiring and leasing of cranes with operators	4390
17	Business and other management consultancy activities	7020
18	Other financial service support activities not elsewhere classified Details: Investment consultancy	6619
19	Market research and public opinion polling (Excluding public opinion polling)	7320
20	Office administrative and support activities	8210
21	Architectural and engineering activities and related technical consultancy Details: Construction investment project management	7110
22	Advertising (Excluding advertising of tobacco and prohibited goods)	7310
23	Construction of residential buildings	4101

24	Construction of non-residential buildings	4102
25	Construction of railways	4211
26	Construction of roads and highways	4212
27	Construction of electrical works (Excluding construction and operation of multi-purpose hydropower plants and nuclear power projects of special socio-economic importance)	4221
28	Construction of water supply and drainage works	4222
29	Construction of telecommunications and communication works	4223
30	Construction of other utility projects (Excluding construction and operation of multi-purpose hydropower plants and nuclear power projects of special socio-economic importance)	4229
31	Construction of hydraulic works (Excluding: - Construction and operation of multi-purpose hydropower plants and nuclear power projects of special importance to socio-economic development; - Services of establishment, operation, maintenance and repair of maritime aids to navigation, waters, water areas, public maritime channels and shipping routes; services of survey of waters, water areas, public maritime channels and shipping routes for the purpose of publication of Notices to Mariners; services of survey, construction and publication of nautical charts for waters, seaports, maritime channels and shipping routes; construction and publication of maritime safety documents and publications)	4291
32	Construction of mining works	4292
33	Construction of processing and manufacturing works	4293
34	Electrical installation	4321
35	Operation of sports facilities (Excluding electronic gaming business)	9311
36	Hotels and similar accommodation services	5510
37	Other short-term accommodation services	5520

	(For conditional business lines, the enterprise shall only conduct business upon satisfying all conditions as prescribed by law)	Business lines not yet matched with the Vietnam Standard Industrial Classification system.
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Depending on business conditions, the General Meeting of Shareholders shall have the authority to decide on amendments and supplements to the Company's business lines in accordance with law.

Article 5. Scope of business and operations of the Company

The Company is entitled to conduct business activities in the registered business lines as stipulated in this Charter, after duly registering or notifying any changes to the business registration authority and publishing such information on the National Business Registration Portal, in accordance with applicable laws, and to implement appropriate measures to achieve the Company's objectives.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company is VND 1,185,870,960,000 (In words: One trillion one hundred eighty-five billion eight hundred seventy million nine hundred sixty thousand dong). Of which 100% of the charter capital is privately owned.

The total charter capital of the Company is divided into 118,587,096 shares (One hundred eighteen million five hundred eighty-seven thousand and ninety-six shares) with a par value of VND 10,000 (Ten thousand dong).

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

3. The shares of the Company at the time of adoption of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each class of shares are provided in Article 12 and Article 13 of this Charter.

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

5. The names, addresses, number of shares and other information of the founding shareholders in accordance with the Law on Enterprises are set out in Appendix 01 attached hereto. This Appendix forms an integral part of this Charter.

6. Ordinary shares shall be offered for sale to existing shareholders in priority in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not fully subscribed by shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase shares issued by itself in the manner provided for in this Charter and applicable laws. Shares repurchased by the Company shall be treasury shares and the

Board of Directors may offer them for sale in accordance with the Law on Securities, relevant guiding documents and this Charter.

8. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Share Certificate

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

2. A share certificate is a type of security certifying the lawful rights and interests of the holder with respect to a portion of the share capital of the issuing organization. A share certificate must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. In case of any error in the contents and form of share certificates issued by the Company, the rights and interests of the holder shall not be affected. The legal representative of the Company shall be responsible for any damage caused by such errors.

4. In case a share certificate is lost, damaged or destroyed in another form, the shareholder shall be re-issued a share certificate by the Company upon request of such shareholder. The request of the shareholder must include undertakings on the following contents:

a. The share certificate has actually been lost, burnt or otherwise destroyed; in case of loss, an additional undertaking that all possible efforts have been made to search for it and that if it is found, it will be returned to the Company for destruction;

b. To be responsible for any disputes arising from the re-issuance of a new share certificate.

For shares with a nominal value exceeding ten million Vietnamese Dong, before accepting a request for new shares, the legal representative of the Company may require the shareholder to publish a notice regarding the loss, burning, or destruction of the shares in any other form. After fifteen days from the date of publication of the notice, the owner may then request the company to issue new shares.

5. Within 10 days of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within 10 days of making full payment for the shares as stipulated in the Company's share issuance plan (or other period as stipulated in the issuance terms), the shareholder will be issued a share certificate. The shareholder is not required to pay the Company the cost of printing the share certificate.

Article 8. Other securities certificates

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

Article 9. Transfer of shares

1. All shares are freely transferable except as otherwise provided in this Charter and by law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares which have not been fully paid shall not be transferred and shall not be entitled to related rights such as the right to receive dividends, the right to receive bonus shares issued from equity, the right to subscribe for newly issued shares and other rights in accordance with the provisions of law.

Article 10. Recovery of shares (applicable to enterprise registration stage)

1. In case a shareholder fails to fully and timely pay for the subscribed shares, the Board of Directors shall notify and has the right to request such shareholder to pay the remaining amount and be liable corresponding to the total par value of the subscribed shares for the financial obligations of the Company arising from such failure.
2. The notice mentioned above must clearly state the new payment deadline (at least [07 days] from the date of dispatch of the notice), the place of payment, and must clearly state that if payment is not made as required, the unpaid shares shall be subject to recovery.
3. The Board of Directors has the right to recover shares which are not fully and timely paid in case the requirements stated in the above notice are not fulfilled.
4. Recovered shares shall be deemed shares permitted to be offered for sale as provided in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of such shares under such conditions and methods as it deems appropriate.
5. Shareholders holding recovered shares must forfeit their status as shareholders in respect of such shares, but shall still be liable corresponding to the total par value of the subscribed shares for the financial obligations of the Company arising at the time of recovery in accordance with the decision of the Board of Directors from the date of recovery until full payment is made. The Board of Directors has full authority to decide on enforcement of payment of the full value of the shares at the time of recovery.
6. Notice of recovery shall be sent to the holder of the recovered shares prior to the recovery. The recovery shall remain effective even in case of errors or negligence in sending such notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational structure, management and control

A joint stock company shall have the General Meeting of Shareholders, the Board of Directors, and the General Director.

In which at least twenty percent (20%) of the members of the Board of Directors must be independent members and there shall be an Audit Committee under the Board of Directors.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders have the following rights:

- a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through authorized representatives or to vote remotely, vote electronically or by other forms as prescribed in Article 4 of the Internal Regulations on Corporate Governance. Each ordinary share shall carry one (01) vote;

- b. To receive dividends at the rate decided by the General Meeting of Shareholders;

- c. To be given priority in subscribing for new shares in proportion to their respective holdings of ordinary shares in the Company;

- d. To freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;

- e. To examine, look up and extract information on names and contact addresses in the list of shareholders entitled to vote; to request correction of their inaccurate information;

f. To examine, look up, extract or copy the Company's 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 a portion of the remaining assets corresponding to their shareholding ratio in the Company after the Company has paid all debts (including obligations to the State, taxes and fees) and payments to shareholders holding other classes of shares in accordance with the law;

h. To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same class shall confer equal rights, obligations and interests on its holder. In case the Company has preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. To have access to full periodic and ad hoc information disclosed by the Company in accordance with the law;

k. To have their lawful rights and interests protected; to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l. Other rights as provided by law and this Charter.

Shareholders holding preferred shares (if any) shall also have rights as prescribed in Articles 116, 117 and 118 of the Law on Enterprises.

2. Shareholders or groups of shareholders owning five percent (05%) or more of the total number of ordinary shares have the following rights:

a. To examine, look up and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

b. Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 Article 115 and Article 140 of the Law on Enterprises. Such request for convening the General Meeting of Shareholders must be accompanied by documents and evidence of the violations committed by the Board of Directors, the extent of such violations or decisions made beyond its authority. The shareholder or group of shareholders shall take full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of the General Meeting of Shareholders.

c. To propose matters to be included in the agenda of the General Meeting of Shareholders in accordance with Clauses 4, 5 and 6, Article 18 of this Charter;

d. Other rights as provided by law and this Charter.

3. A shareholder or group of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination of candidates to the Board of Directors shall be carried out as follows:

a. Ordinary shareholders voluntarily forming a group to nominate candidates to the Board of Directors must notify the meeting of such grouping to attending shareholders prior to the opening of the General Meeting of Shareholders;

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

Article 13. Obligations of Shareholders

1. Pay in full and on time for the number of shares committed to be purchased.

Shareholders are not allowed to withdraw capital contributed in the form of ordinary shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. In case a shareholder withdraws part or all of the contributed share capital in violation of this Clause, the members of the Board of Directors and the legal representative of the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the value of the withdrawn shares.

2. Comply with the Company's Charter and internal management regulations.
3. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
4. Perform other obligations in accordance with the provisions of law and the Company's Charter.
5. Ordinary shareholders shall bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
 - a. Violating the law;
 - b. Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. Paying debts that are not yet due in the face of potential financial risks to the Company.
6. Maintain confidentiality of information provided by the Company in accordance with the Charter and the law; use such information only to exercise and protect their lawful rights and interests; strictly prohibited from disseminating, copying or sending information provided by the Company to other organizations or individuals.
7. Attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another individual or organization to attend and vote at the meeting;
 - c. Attending and voting via online conference, electronic voting or other electronic forms;
 - d. Sending voting ballots to the meeting by mail, fax or email.

Article 14. General Meeting of Shareholders

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

hold an annual meeting once (01) per year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular approving the audited annual financial statements. In case the audit report on the Company's annual financial statements contains material exceptions, adverse opinions or disclaimers of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

- a. The Board of Directors deems it necessary for the interests of the Company;
- b. The number of remaining members of the Board of Directors is less than the minimum number prescribed by law;
- c. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in this Charter;
- d. Upon request of a shareholder or group of shareholders as provided in Clause 2, Article 12 of this Charter. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the full signatures of the relevant shareholders, or be made in multiple documents and collectively bear the full signatures of the relevant shareholders;
- e. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary general meeting of shareholders.

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date when the number of remaining members of the Board of Directors or independent members falls to the level specified at Point b, Clause 3 of this Article, or upon receipt of the request specified at Points d and e, Clause 3 of this Article.

b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, the Chairman of the Board of Directors and its members shall be liable before the law and must compensate for any damages incurred by the Company.

c. Within the next thirty (30) days, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene a General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures

for convening, conducting the meeting and passing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. At the request of shareholders or a group of shareholders specified in Clause 2 Article 12 of this Charter. The request for convening the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting and must include the following contents: full name, contact address, nationality, and legal document number in respect of shareholders being individuals; name, enterprise code number or legal document number of the organization, and head office address in respect of shareholders being organizations; number of shares and date of share registration of each shareholder, total number of shares of the shareholder group and ownership ratio in the total number of shares of the Company, grounds and reasons for requesting the convening of the General Meeting of Shareholders. Such request must be accompanied by documents and evidence of the violations committed by the Board of Directors, the extent of such violations or decisions made beyond its authority. The shareholder or group of shareholders shall take full legal responsibility before the law for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of the General Meeting of Shareholders;

e. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

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

- a. To approve the development orientation of the Company;
- b. To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide the annual dividend rate for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares; such dividend rate shall not exceed the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
- c. To elect, dismiss and remove members of the Board of Directors;
- d. To decide on investment or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets recorded in the most recent financial statements of the Company;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than ten percent (10%) of the total number of shares sold of each class;
- h. To examine and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
- i. To decide on reorganization and dissolution of the Company;

j. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;

k. To approve the internal corporate governance regulations and the operating regulations of the Board of Directors;

l. To approve the list of approved auditing firms; to decide the approved auditing firm to audit the Company's activities; to dismiss an approved auditor when deemed necessary;

m. Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following matters:

a. The annual business plan of the Company;

b. The audited annual financial statements;

c. The report of the Board of Directors on corporate governance and performance results of the Board of Directors and each member thereof;

f. The dividend rate for each share of each class;

g. The number of members of the Board of Directors;

h. The election, dismissal and removal of members of the Board of Directors;

i. The budget or total remuneration, bonuses and other benefits for the Board of Directors;

j. Approval of the list of approved auditing organizations; decision on the approved auditing organization to audit the Company's activities when deemed necessary;

k. Amendments and supplements to the Company's Charter;

l. The classes of shares and the number of new shares to be issued for each class;

m. Division, separation, consolidation, merger or conversion of the Company;

n. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;

o. Investment or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets recorded in the most recent financial statements of the Company;

p. Repurchase of more than ten percent (10%) of the total number of shares sold of each class;

q. Types, total value of bonds and timing of issuance of convertible bonds and bonds with warrants;

r. Examination and handling of violations committed by the Board of Directors causing damage to the Company and its shareholders;

s. Granting loans or guarantees to members of the Board of Directors, the General Director, other managers who are not shareholders and their related persons; except for the case of granting loans or guarantees to related organizations of members of the Board of Directors, the General Director and other managers where the public company and such organizations are companies within the same group or companies operating under a group structure, including parent company - subsidiary relationships, which shall be decided by the Board of Directors;

t. To decide on contracts and transactions between the Company and the persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than thirty-five percent (35%) of the total value of assets of the Company recorded in the most recent financial statements, except for the case specified at Point v of this Clause;

u. To decide on transactions with a value of thirty-five percent (35%) or more, or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction reaching thirty-five percent (35%) or more of the total value of assets recorded in the most recent financial statements, between the Company and one of the following persons:

- Members of the Board of Directors, the General Director, other managers and their related persons;

- Shareholders and their authorized representatives holding more than ten percent (10%) of the total ordinary share capital of the Company and their related persons;

- Enterprises in which members of the Board of Directors, the General Director and other managers of the Company are required to declare interests in accordance with Clause 2, Article 164 of the Law on Enterprises;

In this case, shareholders having related interests in the parties to such contracts or transactions shall not have voting rights.

v. To decide on contracts and transactions involving borrowing, lending, or sale of assets with a value greater than ten percent (10%) of the total value of assets of the enterprise recorded in the most recent financial statements between the Company and a shareholder holding fifty-one percent (51%) or more of the total voting shares or their related persons;

w. Other matters within its authority.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person, authorize in writing one or more individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to attend the General Meeting of Shareholders must be made in writing. The power of attorney shall be made in accordance with civil law and must clearly state the name of the authorizing shareholder; the name of the authorized individual or organization and the number of shares authorized; the contents and scope of authorization; the term of authorization; and the signatures of the authorizing party and the authorized party. The authorized individual or organization attending the General Meeting of Shareholders must present the power of attorney upon registration for attendance before entering the meeting room.

3. The voting ballots of the authorized representative attending the meeting within the scope of authorization shall remain valid in any of the following cases:

- a) The authorizing person has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the authorized person.

This provision shall not apply in cases where the Company has received notice of one of the above events prior to the opening time of the General Meeting of Shareholders or prior to the reconvening of the meeting.

Article 17. Variation of rights

1. Dividends paid on preferred shares shall be implemented in accordance with the conditions applicable to each type of preferred shares. In case of variation or cancellation of the special rights attached to a type of preferred shares, the payment of dividends shall be carried out in accordance with the provisions of law, in which the conditions, order and procedures for such variation or cancellation shall be implemented as follows:

The variation or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing sixty-five percent (65%) or more of the total voting votes of all attending shareholders. A resolution of the General Meeting of Shareholders on contents that adversely change the rights and obligations of shareholders holding preferred shares shall only be passed if approved by shareholders of the same class of preferred shares attending the meeting and holding seventy-five percent (75%) or more of the total number of such preferred shares, or approved by shareholders of the same class of preferred shares holding seventy-five percent (75%) or more of the total number of such preferred shares in the case of approval by written opinions.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above variation 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 total par value of the issued shares of that class. In case the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and those holding shares of such class (regardless of the number of attendees and the number of shares) present in person or through authorized representatives shall be deemed to constitute a valid quorum. At such meetings of shareholders holding preferred shares, those present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be implemented in a manner similar to the provisions in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be varied when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

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

a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the invitation notice for the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date. The list of shareholders entitled to attend the General Meeting

of Shareholders shall be prepared based on the shareholder register and the securities holder register of the Company.

- b. Prepare the agenda and contents of the meeting;
- c. Prepare documents for the meeting;
- d. Prepare draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
- f. Determine the time and venue of the meeting;
- e. Notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g. Other tasks for serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and at the same time published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case such documents are not enclosed with the notice of invitation, the notice must clearly state the link to all meeting documents so that shareholders may access them, including:

- a. The meeting agenda and documents used at the meeting;
- b. The list and detailed information of candidates in case of election of members of the Board of Directors;
- c. Voting ballots;
- d. Draft resolutions for each matter in the meeting agenda.

4. A shareholder or group of shareholders as provided in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by the shareholder, and the matter proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse a proposal specified in Clause 4 of this Article in one of the following cases:

- a. The proposal is not submitted in accordance with Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as provided in Clause 2, Article 12 of this Charter;
- c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as provided by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article; such proposal shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting votes.
2. In case the first meeting does not satisfy the conditions for conducting as prescribed in Clause 1 of this Article, the notice of invitation for the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least thirty-three percent (33%) of the total voting shares.
3. In case the second meeting does not satisfy the conditions for conducting as prescribed in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the number of voting votes of the attending shareholders.
4. Only the General Meeting of Shareholders has the right to decide on any change to the meeting agenda attached to the notice of invitation in accordance with Article 142 of the Law on Enterprises.

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

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:
 - a. When registering shareholders, the Company shall issue to each shareholder or authorized representative having voting rights a voting card and/or voting ballot, election ballot (if any), stating the registration number, full name of the shareholder or authorized representative and the number of voting/election rights of such shareholder or authorized representative;
 - b. In case the Company organizes an online General Meeting of Shareholders and electronic voting, shareholders and their authorized representatives (if any) shall access the online meeting and electronic voting system to attend and exercise voting and election rights;
 - c. Voting results shall be announced by the chairperson or the head of the vote-counting committee immediately after the counting results are available;
 - d. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising vote counting upon the proposal of the chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the chairperson;
 - e. Shareholders, authorized representatives of institutional shareholders or authorized attendees who arrive after the opening of the meeting may still register and have the right to participate in voting immediately after registration. The chairperson is not required to suspend the

meeting for late attendees to register, and the validity of matters already voted on shall not be affected.

2. The election of the chairperson, secretary and vote-counting committee shall be conducted as follows:

a. The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to act as chairperson of the meeting on the principle of majority. In case no chairperson can be elected, the Chairman of the Audit Committee shall preside over the election of the chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall act as chairperson;

b. Except for the case specified in Point a of this Clause, the person signing the decision to convene the General Meeting of Shareholders shall preside over the election of the chairperson, and the person receiving the highest number of votes shall act as chairperson;

c. The chairperson shall appoint one or more persons as secretaries of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time for each matter included therein.

4. The chairperson 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.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval and abstention. The vote-counting results shall be announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or authorized attendees arriving after the opening of the meeting shall be registered and have the right to participate in voting immediately after registration. The chairperson shall not suspend the meeting for late arrivals to register; in this case, the validity of votes already conducted shall not be affected.

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

a. To require all attendees to undergo inspection or other lawful and reasonable security measures;

b. To request competent authorities to maintain order at the meeting; to expel persons who do not comply with the chairperson's authority, intentionally cause disorder, obstruct the normal progress of the meeting or fail to comply with security inspection requirements from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders which has a sufficient number of registered attendees for a maximum period of three (03) working days from the intended opening date and may only postpone or change the meeting venue in the following cases:

- a. The meeting venue does not have sufficient seating for all attendees;
- b. The means of communication at the meeting venue do not ensure that attending shareholders can participate, discuss and vote;
- c. There are attendees who obstruct or cause disorder, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In case the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson to conduct the meeting until its completion; all resolutions adopted at such meeting shall remain valid.

10. A shareholder shall be deemed to attend and vote at the General Meeting of Shareholders in one of the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote at the meeting;
- c. Attending and voting via online conference, electronic voting or other electronic forms;
- d. Sending voting ballots to the meeting by mail, fax or email.

Article 21. Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing sixty-five percent (65%) or more of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6 of this Article:

- a. Types of shares and total number of shares of each type;
- b. Changes in business lines, trades and sectors;
- c. Changes in the organizational and management structure of the Company;
- d. Investment projects or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total asset value as recorded in the most recent financial statements of the Company;
- e. Reorganization or dissolution of the Company.

2. Resolutions shall be adopted when approved by shareholders representing more than fifty percent (50%) of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.

3. Voting for the election of members of the Board of Directors may be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to allocate all or part of their total votes to one or several candidates. Elected members of the Board of Directors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is reached. In case two (02) or more candidates receive the same number of votes for the last position on the Board of Directors, a re-election shall be conducted among those candidates with equal votes or selection shall be made according to criteria specified in the election regulations. In addition, voting for the election of members of the Board of Directors may be conducted by other methods as provided in the election regulations for each election.

4. Decisions adopted at a General Meeting of Shareholders attended, directly or by proxy, by shareholders representing one hundred percent (100%) of the total voting shares shall be lawful and valid even if the order and procedures for convening the meeting, the meeting agenda and the procedures for conducting the meeting are not carried out in accordance with the regulations.

5. In case resolutions are adopted by written consultation, a resolution of the General Meeting of Shareholders shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting votes of all shareholders having voting rights.

6. A resolution of the General Meeting of Shareholders on contents that adversely change the rights and obligations of shareholders holding preference shares shall only be adopted if approved by shareholders holding at least seventy-five percent (75%) of the total number of such preference shares of the same class attending the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such preference shares of the same class in case the resolution is adopted by written consultation.

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

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders on all matters within the decision-making authority of the General Meeting of Shareholders if it deems necessary and for the benefit of the Company.
2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions and send them to all shareholders having voting rights no later than ten (10) days prior to the deadline for returning the opinion ballots. The preparation of the list of shareholders to whom opinion ballots are sent shall comply with Clauses 1 and 2, Article 141 of the Law on Enterprises. The requirements and methods of sending opinion ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. The opinion ballot issued by the Company must contain the following principal contents:
 - a. Name, address of the head office, and enterprise code;
 - b. Purpose of the opinion collection;
 - c. Full name, contact address, nationality, and legal identification number of an individual shareholder; name, enterprise code or legal document number, and head office address of an organizational shareholder; or full name, contact address, nationality, and legal identification number of the representative of an organizational shareholder; number of shares of each class and number of voting rights of the shareholder;
 - d. Matters to be voted on for decision;
 - e. Voting options including approval, disapproval, and abstention for each matter;
 - f. Deadline for returning the completed opinion ballot to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

4. Shareholders may return the completed opinion ballots to the Company by post, fax or email in accordance with the following provisions:

a. In case of sending by post, the completed opinion ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of an organizational shareholder. The opinion ballot sent to the Company must be enclosed in a sealed envelope and must not be opened by anyone prior to vote counting;

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

c. Opinion ballots returned to the Company after the deadline specified in the ballot, or opened in the case of postal delivery, or disclosed prior to the time of vote counting in the case of fax or email, shall be deemed invalid. Opinion ballots not returned shall be deemed as not participating in voting.

5. The Board of Directors shall organize the vote counting and prepare the vote-counting minutes under the supervision of shareholders who do not hold management positions in the Company. The vote-counting minutes must contain the following principal contents:

a. Name, address of the head office, and enterprise code;

b. Purpose and matters subject to voting for adoption of resolutions;

c. Number of shareholders and total number of voting votes participating in voting, specifying the number of valid and invalid votes and the method of submission of voting ballots, attached with a list of shareholders participating in voting;

d. Total number of votes for approval, disapproval, and abstention for each matter;

e. Matters adopted and the corresponding approval ratios;

f. Full names and signatures of the Chairman of the Board of Directors, the legal representative of the Company, the vote-counting supervisor and the vote counters.

Members of the Board of Directors, vote counters and vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damages arising from decisions adopted due to untruthful or inaccurate vote counting.

6. The vote-counting minutes must be sent to shareholders within fifteen (15) days from the completion of vote counting. In case the Company has a website, the vote-counting minutes and the resolution must be posted on the Company's website within twenty-four (24) hours from the completion of vote counting.

7. Completed opinion ballots, vote-counting minutes, adopted resolutions and related documents sent together with the opinion ballots must be retained at the head office of the Company.

8. A resolution adopted in the form of collecting written opinions of shareholders shall be valid if approved by shareholders representing more than fifty percent (50%) of the total voting votes of all shareholders having voting rights and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be made in

Vietnamese and may also be made in a foreign language; both versions shall have equal legal validity. In case of any inconsistency between the two versions, the Vietnamese version shall prevail. The minutes must contain the following principal contents:

- a. Name, address of the head office, and enterprise code;
- b. Time and location of the General Meeting of Shareholders;
- c. Meeting agenda and contents of the meeting;
- d. Full name of the chairperson and the secretary;
- e. Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;
- f. Number of shareholders and total number of voting votes of the attending shareholders; appendix listing registered shareholders and representatives of shareholders attending the meeting, together with the number of shares and corresponding voting rights;
- g. Total number of votes for each matter voted on, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against and abstentions; corresponding ratios based on the total number of voting votes of attending shareholders;
- h. Matters adopted and the corresponding approval ratios;
- i. Full names and signatures of the chairperson and the secretary. In case the chairperson or the secretary refuses to sign the minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all contents as prescribed in this Clause. The minutes must clearly state the refusal of the chairperson or the secretary to sign the minutes.

2. The resolutions and minutes of the General Meeting of Shareholders must be completed and adopted before the closing of the meeting. The chairperson and the secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the closing date of the meeting. The sending of the minutes may be replaced by posting them on the Company's website within twenty-four (24) hours from the closing date of the meeting.

The minutes of the General Meeting of Shareholders shall be considered authentic evidence of the matters conducted at the meeting unless objections to the contents of the minutes are raised in accordance with prescribed procedures within ten (10) days from the date of sending the minutes.

The minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting, the adopted resolutions and related documents attached to the notice of invitation must be retained at the head office of the Company.

3. The resolutions and minutes of the General Meeting of Shareholders must be fully disclosed on the Company's website, the portal of the State Securities Commission and the Stock Exchange within twenty-four (24) hours from the date they are adopted by the General Meeting of Shareholders and in accordance with the Law on Enterprises.

Article 24. Request for annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the minutes of vote-counting results of the collection of shareholders' opinions, a member of the Board of Directors, the General Director, a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to consider and annul the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting shareholders' opinions in writing and adopting decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 4, Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and candidacy for members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment on the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Working experience;
- d. Other managerial positions (including positions on the Board of Directors of other companies);
- d. Interests related to the Company and related parties of the Company;
- e. Other information (if any) as prescribed in the Company's Charter;
- g. A public company must be responsible for disclosing information about companies in which the candidate is currently holding positions as a member of the Board of Directors, other managerial positions, and the candidate's related interests in such companies (if any).

2. A shareholder or group of shareholders owning from ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors as follows:

A shareholder or group of shareholders owning from 10% to 20% shall be entitled to nominate up to two (02) candidates; from over 20% to 30% shall be entitled to nominate up to three (03) candidates; from over 30% to 40% shall be entitled to nominate up to four (04) candidates; from over 40% to 50% shall be entitled to nominate up to five (05) candidates; and from over 50% or more shall be entitled to nominate a number of candidates equal to the number of members of the Board of Directors approved by the General Meeting of Shareholders.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Internal Regulations on Corporate Governance and/or the Regulations on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders conducts voting for the election of members of the Board of Directors in accordance with the law.
4. Members of the Board of Directors and independent members of the Board of Directors must meet the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

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

1. The Board of Directors shall have no fewer than five (05) members and no more than eleven (11) members, and at least twenty percent (20%) of the members of the Board of Directors must be independent members. The number of members of the Board of Directors must reside in Vietnam. The term of office of a member of the Board of Directors is five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. The total number of non-executive members of the Board of Directors must account for at least one-third of the total number of members of the Board of Directors.
2. The Board of Directors of the preceding term shall continue to operate until a new Board of Directors is elected and takes over the duties.
3. In case a member is elected as an addition or replacement for a member who is dismissed or removed during the term, the term of such member shall be the remaining term of the Board of Directors.
4. The composition of the Board of Directors must ensure a balance among members with knowledge and experience in law, finance, and the Company's business sectors, and must take gender factors into consideration.
5. The total number of independent members of the Board of Directors must comply with the following:
 - a. There must be at least one independent member in the case where the company has a Board of Directors with 3 to 5 members;
 - b. There must be at least two independent members in the case of a company with 6 to 8 members on its Board of Directors;
 - c. There must be at least 3 independent members in the case where the company has 9 to 11 members on its Board of Directors.
6. A member of the Board of Directors shall no longer hold such position in case he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
7. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.
8. Members of the Board of Directors are not necessarily required to be shareholders of the Company.

9. The number of non-executive members of the Board of Directors of a public company must satisfy the following requirements:

a. There must be at least one (01) non-executive member in case the company has from three (03) to five (05) members of the Board of Directors;

b. There must be at least two (02) non-executive members in case the company has from six (06) to eight (08) members of the Board of Directors;

c. There must be at least three (03) non-executive members in case the company has from nine (09) to eleven (11) members of the Board of Directors.

Article 27. Rights and obligations of the Board of Directors

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

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

a. To decide on the Company's strategies, medium-term development plans, and annual business plans;

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

c. To decide on the sale of unsold shares within the number of shares authorized to be offered for each type; to decide on raising additional capital in other forms;

d. To decide on the selling price of shares and bonds of the Company;

e. To decide on share repurchase in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

f. To decide on investment plans and projects within its authority and limits as prescribed by law;

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

h. To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clause 3, Article 167 of the Law on Enterprises;

i. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, heads of professional departments, and directors of affiliated units; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies; and to decide their remuneration and other benefits;

j. To supervise and direct the General Director and other managers in the daily business operations of the Company;

k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and on capital contribution or share acquisition in other enterprises;

l. To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for passing resolutions;

m. To submit audited annual financial statements to the General Meeting of Shareholders;

n. To propose dividend levels; to decide on the timing and procedures for dividend payment or handling of business losses;

o. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

p. To decide on private placements of bonds, including types, total value, and timing of issuance, except as provided in Point a, Clause 1, Article 130 of the Law on Enterprises, and to report to the General Meeting of Shareholders at the nearest meeting;

q. To decide on the issuance of the Board of Directors' operating regulations and internal corporate governance regulations after approval by the General Meeting of Shareholders; to issue regulations on the operation of the Audit Committee under the Board of Directors and regulations on information disclosure of the Company;

r. To resolve complaints of the Company against executive officers and decide on representatives of the Company to handle legal procedures related to such persons;

s. To propose the issuance of convertible bonds and bonds with warrants;

t. To decide on offering prices of shares and bonds when authorized by the General Meeting of Shareholders;

u. To report to the General Meeting of Shareholders on the appointment of the General Director;

v. To determine operational objectives based on strategic objectives approved by the General Meeting of Shareholders;

w. Other rights and obligations as prescribed by the Law on Enterprises, relevant laws, and the Company's internal governance regulations.

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

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope prescribed in Clause 2, Article 153 of the Law on Enterprises and except for cases requiring approval by the General Meeting of Shareholders under Clause 2, Article 138 and Clause 3, Article 167 of the Law on Enterprises, to decide on the execution, amendment, and termination of contracts of the Company;

d. Appointment and dismissal of persons authorized by the Company to act as its commercial representatives and lawyers;

e. Borrowings and the implementation of mortgages, guarantees, indemnities, and other security obligations of the Company;

f. Purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;

- g. Valuation of non-cash contributed assets in share or bond issuance, including gold, land use rights, intellectual property rights, technology, and technical know-how;
 - h. Repurchase or redemption of not more than ten percent (10%) of the total number of shares of each type already offered within twelve (12) months;
 - i. Determination of repurchase or redemption prices of the Company's shares;
 - j. Business matters or transactions that the Board deems require its approval within its authority and responsibility.
4. The Board of Directors must report to the General Meeting of Shareholders on the operational results of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and Decree No. 245/2025/ND-CP amending and supplementing a number of articles of Decree No. 155/2020/ND-CP.
 5. The Board of Directors may authorize subordinate employees and other executives to act on behalf of the Board of Directors in handling the affairs of the Company.

Article 28. Remuneration, Salaries and Other Benefits of Members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to fulfill the duties of each member and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members serving on committees of the Board of Directors or performing tasks beyond the normal scope of duties of a Board member, may be paid additional remuneration in the form of lump-sum payments per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in performing their duties, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members. The Chairman is elected from among the Board members according to the principle that each Board member has one vote; the person with the

highest number of votes becomes the Chairman of the Board. In the event that more than one person has the same highest number of votes, a re-election will be held according to the same principle, only among those with the highest number of votes.

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

- a. To formulate the agenda and operational plans of the Board of Directors;
- b. To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;
- e. To chair meetings of the General Meeting of Shareholders;
- f. To ensure that the Board of Directors submits annual financial statements, reports on the Company's operations, audit reports, and reports of the Board of Directors to shareholders at the General Meeting of Shareholders;
- g. To sign resolutions, decisions, and other documents, or approve documents within the authority of the Board of Directors; any authorization for other Board members to sign on behalf must be made in writing;
- h. Other rights and obligations as prescribed by law and the Company's Charter.

3. In the event that the Chairman is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman in accordance with the Company's Charter. In the absence of such authorization, or where the Chairman dies, is missing, is detained, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or compulsory education institution, absconds from the place of residence, has limited or lost legal capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding positions, practicing a profession, or performing certain work, the remaining members shall elect one among themselves as Chairman based on the majority vote of the remaining members until a new decision of the Board of Directors is issued.

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

5. In the event that the Chairman resigns or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the decision on dismissal or removal.

Article 30. Meetings of the Board of Directors

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

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings. Meetings may be held at the Company's head office or at another location.

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

- a. At the request of an independent member of the Board of Directors;
 - b. At the request of the General Director or at least five (05) other managers;
 - c. At the request of at least two (02) members of the Board of Directors;
 - d. Other cases as prescribed by the Company's Charter or internal corporate governance regulations.
4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.
5. The Chairman must convene a Board meeting within seven (07) working days from the date of receipt of such request. If the Chairman fails to convene the meeting, he/she shall be liable for any damage incurred by the Company; the requesting person(s) shall have the right to convene the meeting in place of the Chairman.
6. Meetings of the Board of Directors shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman and with the consent of the Board of Directors.
7. The Chairman or the person convening the meeting must send a notice of invitation at least three (03) working days prior to the meeting date. The notice must specify the time, venue, agenda, matters for discussion, and decisions. The notice must be accompanied by meeting materials and voting ballots for members.

The notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, ensuring delivery to the registered contact address of each Board member.

8. The Chairman or the convener shall send the notice and accompanying documents to the General Director in the same manner as to Board members.

The General Director has the right to attend and discuss at Board meetings but does not have voting rights.

9. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members attend in person or through authorized representatives, if approved by the majority of Board members.

If the first meeting does not meet the quorum, a second meeting must be convened within seven (07) days from the scheduled date of the first meeting. The second meeting shall be conducted if more than one-half (1/2) of the members attend.

10. With the approval of the Chairman, Board meetings may be conducted via teleconference among members located in different places, provided that each participating member can:

- a. Hear every other member speaking during the meeting;
- b. Speak to all other participants simultaneously. Discussions may take place directly by telephone or other communication means, or a combination thereof. Members participating in such meetings shall be deemed "present" at the meeting. The meeting location shall be deemed to be the place where the largest number of Board members are present or where the Chairman is present.

Decisions adopted at such meetings shall be valid immediately upon the conclusion of the meeting.

11. The Board of Directors shall adopt decisions and pass resolutions based on the approval of members attending the meeting. In case of a tie, the Chairman's vote shall be decisive.

Resolutions adopted by written consultation shall be approved if more than half of the members with voting rights agree. Such resolutions shall have the same validity as those adopted at a meeting.

12. Where voting ballots are sent to the meeting by mail, they must be enclosed in sealed envelopes and delivered to the Chairman no later than one (01) hour before the opening of the meeting. Ballots shall only be opened in the presence of all attendees.

13. A Board member shall be deemed to attend and vote at a meeting if he/she:

- a. Attends and votes in person;
- b. Authorizes another person to attend and vote in accordance with Clause 12 of this Article;
- c. Attends and votes via teleconference, electronic voting, or other electronic means;
- d. Sends voting ballots by mail, fax, or email;
- e. Sends voting ballots by other means as prescribed in the Company's Charter.

14. Members must attend all Board meetings. A member may authorize another person to attend and vote on his/her behalf if approved by more than half of the Board members.

15. Voting:

a. Except as provided in Point b of this Clause, each Board member or authorized representative attending in person has one (01) vote;

b. A Board member shall not vote on contracts, transactions, or proposals in which he/she or a related person has an interest that conflicts or may conflict with the interests of the Company;

c. Where an issue arises relating to the interests or voting rights of a Board member and such member does not voluntarily abstain, the Chairman's decision shall be final, unless the nature or scope of such interest has not been fully disclosed;

d. A Board member benefiting from a contract as specified in Clause 1, Article 167 of the Law on Enterprises shall be deemed to have a material interest in that contract.

16. A Board member who directly or indirectly benefits from a contract or transaction already entered into or to be entered into with the Company, and who is aware of such interest, must disclose such interest at the first Board meeting discussing that contract or transaction. If the member becomes aware of such interest after the contract or transaction has been entered into, he/she must disclose it at the first Board meeting held thereafter.

17. Minutes of Board meetings:

All meetings of the Board must be recorded in the minutes book. Minutes shall be prepared in Vietnamese and may also be prepared in a foreign language; both versions have equal legal validity, but in case of discrepancy, the Vietnamese version shall prevail. The minutes must include the following principal contents:

- a. Name, head office address, number and date of issuance of the Business Registration Certificate, and place of registration;
- b. Purpose, agenda, and contents of the meeting;
- c. Time and venue of the meeting;

d. Full names of attending members or their authorized representatives; names of absent members and reasons for absence;

d. Matters discussed and voted on;

c. Summary of opinions expressed by each attending member in chronological order;

g. Voting results, clearly indicating votes for, against, and abstentions;

h. Decisions adopted;

i. Full name and signature of the chairperson and the minute taker, except where the chairperson and the minute taker refuse to sign the meeting minutes; provided that such minutes are signed by all other members of the Board of Directors attending the meeting and contain all contents prescribed in Points a, b, c, d, e, f, g and h of this Clause, such minutes shall remain valid. The meeting minutes must clearly state the refusal of the chairperson and the minute taker to sign the meeting minutes. Persons signing the meeting minutes shall bear joint responsibility for the accuracy and truthfulness of the contents of the minutes of the Board of Directors meeting. The chairperson and the minute taker shall bear personal responsibility for any damage caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the provisions of this Law, the Company Charter and relevant laws.

The Chairman and the secretary shall be responsible for the truthfulness and accuracy of the minutes.

Minutes of Board meetings and related documents must be kept at the Company's head office.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish subordinate committees to be in charge of development policy, personnel, remuneration, internal audit, risk management, and other matters. The number of members of each committee shall be decided by the Board of Directors and may include members of the Board and external members. Independent members and/or non-executive members of the Board of Directors should constitute a majority of the committee, and one of them shall be appointed as the head of the committee as decided by the Board of Directors. The operation of each committee must comply with the regulations of the Board of Directors. Resolutions of a committee shall only be valid if approved by a majority of members attending and voting at the committee meeting.

In cases where personnel and remuneration committees are not established, the Board of Directors may assign independent Board members to assist the Board in personnel and remuneration matters.

2. The implementation of decisions of the Board of Directors, its subordinate committees, or any person acting in the capacity of a committee member must comply with applicable laws, the Company's Charter, and the internal corporate governance regulations.

Article 32. Person in charge of corporate governance

1. The Company's Board of Directors must appoint at least one (01) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance must meet the following standards:

a. Possesses knowledge of the law;

b. They are not permitted to simultaneously work for an approved auditing firm that is auditing the Company's financial statements;

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

3. The Board of Directors may dismiss the Head of Corporate Governance when necessary, provided that such dismissal does not violate applicable labor laws.

4. The person in charge of corporate governance has the following rights and responsibilities:

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

b. Prepare for Board of Directors meetings and General Shareholders' Meetings as requested by the Board of Directors;

c. Providing advice on meeting procedures;

d. Attend meetings;

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

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

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

h. To serve as the point of contact with relevant stakeholders;

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

j. Other rights and obligations as prescribed by law and the company's charter.

5. The company secretary has the following rights and responsibilities:

a. Assisting in organizing and convening General Meetings of Shareholders and Board of Directors; recording meeting minutes;

b. To assist members of the Board of Directors in exercising their assigned rights and obligations;

c. Assisting the Board of Directors in applying and implementing corporate governance principles;

d. Assisting the company in building shareholder relations and protecting the legitimate rights and interests of shareholders;

d. Assisting the company in complying with its obligations regarding information provision, information disclosure, and administrative procedures;

e. Other rights and obligations as prescribed by law

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Management Structure

1. The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions

appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolutions or decisions of the Board of Directors.

2. The supporting structure for the General Director includes: Deputy General Directors and professional departments/divisions.

The Board of Directors shall decide on the establishment or dissolution of professional departments/divisions based on the operational needs of the Company.

Article 34. Executives

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in such number and with such qualifications as are appropriate to the organizational structure and internal management regulations of the Company as determined by the Board of Directors. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.
2. Remuneration, salary, benefits, and other terms of the employment contract of the General Director shall be decided by the Board of Directors. Employment contracts of other executives shall be decided by the Board of Directors after consultation with the General Director.
3. The General Director shall receive salary and bonuses. Such salary and bonuses shall be determined by the Board of Directors.
4. Salaries of executives shall be recorded as operating expenses of the Company in accordance with laws on corporate income tax, separately presented in the Company's 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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to act as the General Director;
2. The General Director is the person who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the company's charter.
4. Standards and qualifications for the Company's General Director:
 - Possess full legal capacity and not be subject to any prohibitions on managing businesses as stipulated in the Enterprise Law and current legislation.
 - Possess professional qualifications and practical experience in the Company's core business area.
 - Other standards as decided by the Board of Directors

5. The Board of Directors may dismiss the CEO when a majority of the Board members with voting rights present at the meeting approve and appoint a new CEO to replace him.

The General Director may be dismissed, removed from office, or have their contract terminated prematurely if they violate any of the following regulations:

- Dishonesty in the performance of duties and responsibilities, or abuse of position and authority for personal gain or the benefit of others;
- The report provided a false account of the company's financial situation.
- Other actions that harm the reputation and interests of the Company;
- Other cases will be decided by the General Meeting of Shareholders.

6. The General Director has the following rights and responsibilities:

a. To make decisions on matters relating to the company's day-to-day business operations without requiring a decision from the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's day-to-day business operations in accordance with best management practices;

b. To organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, as well as the business plan and investment plan of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;

c. To propose to the Board of Directors a plan for the organizational structure and internal management regulations of the Company;

d. Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;

e. Deciding on salaries and allowances (if any) for employees in the company, including managers appointed by the General Director;

f. Recruitment of employees;

g. Propose a plan for paying dividends or handling business losses;

h. Deciding on matters outside the authority of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, organizing and managing the Company's day-to-day business operations in accordance with best management practices;

i. Propose the number and type of business managers that the Company needs to recruit for the Board of Directors to appoint or dismiss in accordance with internal regulations, and propose remuneration, salaries, and other benefits for business managers for the Board of Directors to decide;

j. Propose measures to improve the company's operations and management;

k. Consult with the Board of Directors to decide on the number of employees, their appointments, dismissals, salaries, allowances, benefits, and other terms related to their employment contracts;

l. Annually, submit to the Board of Directors for approval the detailed business plan for the following fiscal year, based on meeting the requirements of the relevant budget as well as the 5 (five) year financial plan;

m. Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as budgets) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan.

n. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to higher authorities when requested.

1. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and employment contracts signed with the Company.

7. The General Director must manage the day-to-day business operations of the Company in accordance with the law, the Company's Charter, the labor contract signed with the Company, and decisions of the Board of Directors. In case of acting in violation of these provisions causing damage to the Company, the General Director shall be liable before the law and must compensate the Company for such damage.

IX. AUDIT COMMITTEE

Article 36. Organizational Structure

1. The Audit Committee is a specialized body under the Board of Directors. The Audit Committee shall have at least two (02) members.

2. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

3. Members of the Audit Committee must have knowledge of accounting and auditing, have general understanding of law and the Company's operations, and must not fall into the following cases:

- a) Working in the accounting and finance department of a company;
- b) Being a member or employee of an auditing firm approved to audit the company's financial statements for the three consecutive years preceding the audit.

4. The Chairman of the Audit Committee must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration, and must have certain understanding related to the Company's business activities.

5. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

Article 37. Rights and obligations of the Audit Committee:

1. Supervise the integrity of the Company's financial statements and official disclosures relating to the Company's financial results;

2. Review the internal control system and risk management;

3. Review transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;

4. Supervise the Company's internal audit function;

5. Recommend the independent auditing firm, audit fees and related terms in the audit contract for the Board of Directors to approve prior to submission to the Annual General Meeting of Shareholders for approval;

6. Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially in cases where the Company uses non-audit services of the auditor;

7. Supervise to ensure that the Company complies with laws, requirements of regulatory authorities, and other internal regulations of the Company;

8. Use external legal, accounting or other advisory services when necessary;
9. Prepare written reports to the Board of Directors upon detecting that members of the Board of Directors, the General Director, and the Chief Accountant fail to fully perform their responsibilities in accordance with the Law on Enterprises and the Company's Charter;
10. Develop the operating regulations of the Audit Committee and submit them to the Board of Directors for approval.

Article 38. Audit Committee Meeting:

1. The Audit Committee must hold meetings at least once every quarter and such meetings shall be specifically regulated in the operating regulations of the Audit Committee.
2. The Audit Committee shall pass decisions by voting at meetings, by collecting written opinions, or by other forms as prescribed by the Company's Charter or the operating regulations of the Audit Committee.
3. Each member of the Audit Committee shall have one vote. Unless otherwise provided by the Company's Charter or the operating regulations of the Audit Committee with a higher voting threshold, decisions of the Audit Committee shall be passed if approved by a majority of members attending the meeting; in case of a tie, the final decision shall follow the opinion of the Chairman of the Audit Committee.

Article 39. Report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders.

1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting their activities at the Annual General Meeting of Shareholders.
2. The report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:
 - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee in accordance with the Law on Enterprises and the Company's Charter;
 - b) Summary of meetings of the Audit Committee and its conclusions and recommendations;
 - c) Results of supervision of the Company's financial statements, operational performance and financial status;
 - d) Report evaluating transactions between the Company, its subsidiaries, and companies in which the public company holds more than 50% of charter capital, with members of the Board of Directors, the General Director, other executives of the enterprise and their related persons; transactions between the Company and companies in which members of the Board of Directors, the General Director, or other executives are founding members or have acted as managers within three (03) years prior to the time of the transaction;
 - đ) Results of evaluation of the Company's internal control system and risk management;
 - e) Results of supervision of the Board of Directors, the General Director and other executives of the enterprise;
 - g) Results of evaluation of coordination between the Audit Committee and the Board of Directors, the General Director and shareholders.

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

Article 42. Responsibility for care

Members of the Board of Directors, the General Director and other executives shall perform their duties, including those performed in their capacity as members of subcommittees of the Board of Directors, honestly and prudently for the best interests of the Company.

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

1. Members of the Board of Directors, the General Director and other managers must disclose their related interests in accordance with Article 164 of the Law on Enterprises and relevant legal documents as follows:

a. The Company must compile and update the list of related persons of the Company in accordance with Clause 23 Article 4 of the Law on Enterprises No. 59/2020/QH14, Clause 46 Article 4 of the Law on Securities No. 54/2019/QH14, and their corresponding contracts and transactions with the Company;

b. Members of the Board of Directors, the General Director, and other managers of the company must declare to the company their related interests, including:

Name, enterprise code, head office address, business lines of enterprises in which they are owners or hold capital contributions or shares; the ownership ratio and the time of such ownership;

Name, enterprise code, head office address, business lines of enterprises in which their related persons are owners, co-owners or separately own capital contributions or shares of more than ten percent (10%) of charter capital;

c. The declaration specified in Clause 1(b) of this Article must be made within seven (07) working days from the date the related interest arises; any amendment or supplementation must be notified to the Company within seven (07) working days from the date of such amendment or supplementation; if the declaration obligation is violated, contracts to be entered into in the future between the Company and the related enterprises mentioned above shall be deemed invalid unless otherwise decided by the Board of Directors;

d. The storage, disclosure, review, extraction and copying of the list of related persons and declared related interests specified in Points a and b of this Clause shall be carried out as follows:

- The Company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;

- The list of related persons and related interests shall be kept at the head office of the enterprise; where necessary, part or all of such list may be kept at branches of the Company;

- Shareholders, authorized representatives of shareholders, members of the Board of Directors, the General Director and other managers have the right to review, extract and copy part or all of the declared contents;

- The Company must facilitate the persons specified at this point to access, review, extract and copy the list of related persons and related interests in the fastest and most convenient manner; it must not obstruct or cause difficulties to them in exercising this right. The order and procedures for reviewing, extracting and copying such declarations shall comply with the Charter of the Company;

e. Members of the Board of Directors and the General Director, whether acting in their own name or on behalf of others to perform work in any form within the scope of the Company's business, must disclose the nature and content of such work to the Board of Directors and may only perform such work upon approval by the majority of the remaining members of the Board of Directors; if performed without disclosure or without approval, all income derived from such activities shall belong to the Company.

2. Members of the Board of Directors, the General Director, other managers and their related persons may only use information obtained by virtue of their position for the benefit of the Company.

3. Members of the Board of Directors, the General Director and other managers are obliged to notify in writing the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company holds more than fifty percent (50%) of the charter capital, with such persons or their related persons in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Charter of the Company.

5. Members of the Board of Directors, the General Director, other managers and their related persons must not use or disclose to others internal information to carry out related transactions.

6. Contracts or transactions between the Company and one or more members of the Board of Directors, the General Director, other executives and their related individuals or organizations shall not be invalidated in the following cases:

a. In respect of transactions having a value less than or equal to thirty-five percent (35%) of the total asset value or transactions resulting in the aggregate transaction value arising within twelve (12) months from the date of execution of the first transaction reaching thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements, the material contents of such contracts or transactions as well as the relationships and interests of members of the Board of Directors, the General Director and other executives must have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors having no related interests;

b. In respect of transactions having a value greater than thirty-five percent (35%) of the total asset value or transactions resulting in the aggregate transaction value arising within twelve (12) months from the date of execution of the first transaction reaching thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements, the material contents of such contracts or transactions as well as the relationships and interests of members of the Board of Directors, the General Director and other executives must have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders having no related interests;

7. Members of the Board of Directors and the General Director must report to the Board of Directors in the following cases:

- Transactions between the Company and enterprises in which the above-mentioned persons are founding members or members of the Board of Directors or the General Director within the three (03) most recent years prior to the time of the transaction;

- Transactions between the Company and enterprises in which related persons of the above-mentioned persons are members of the Board of Directors, the General Director or major shareholders.

Article 44. Liability for Damages and Indemnification

1. Members of the Board of Directors, the General Director and other executives who breach their obligations and duties of loyalty and care, or fail to properly perform their duties, shall be liable for any damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become a party to claims, lawsuits or prosecutions (including civil and administrative cases and cases not initiated by the Company) if such person has been or is a member of the Board of Directors, the General Director, other executives, employees or authorized representatives of the Company, who has performed or is performing duties as authorized by the Company, acted honestly and prudently for the benefit of the Company, in compliance with the law, and there is no evidence confirming that such person has breached his/her responsibilities.
3. Indemnification expenses include judgment costs, fines, and actual payable amounts incurred (including attorneys' fees) in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons to mitigate the above indemnification liabilities.

XI. RIGHTS TO INSPECT COMPANY BOOKS AND RECORDS

Article 45. Rights to inspect books and records

1. Ordinary shareholders shall have the right to inspect books and records as follows:
 - a. Ordinary shareholders have the right to examine, inspect and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; examine, inspect, extract or copy the Charter of the Company, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b. A shareholder or group of shareholders holding five percent (05%) or more of the total ordinary shares shall have the right to examine, inspect and extract minutes books and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company.
2. In case an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, a power of attorney of such shareholder or group of shareholders or a notarized copy thereof must be enclosed.
3. Members of the Board of Directors, the General Director and other executives shall have the right to inspect the Company's register of shareholders, the list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other documents in accordance with the law at its head office or at another location, provided that shareholders and the Business Registration Authority are notified of the location where such documents are kept.
5. The Charter of the Company must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

1. The General Director must prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and discipline applicable to employees and executives of the Company.
2. The General Director must prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relations with trade union organizations in accordance with standards, practices and policies of good governance, as well as the practices and policies stipulated in this Charter, the internal regulations of the Company and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 47. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend payment level and the form of annual dividend payment from the retained earnings of the Company.
2. The Company shall not pay interest on any dividend amount or any amount payable relating to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of dividends in whole or in part in shares, and the Board of Directors shall be the body responsible for implementing such decision.
4. In case dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnamese Dong. Such payment may be made directly or through banks based on bank account details provided by shareholders. In case the Company has made a transfer in accordance with the bank details provided by a shareholder but such shareholder does not receive the money, the Company shall not be liable for the amount transferred to such shareholder. Dividend payment for shares listed or registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific record date for closing the list of shareholders. Based on such date, persons registered as shareholders or owners of other securities shall be entitled to receive cash or share dividends, notices or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with the law.

XIV. BANK ACCOUNTS, RESERVES, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through its accounts in Vietnamese Dong or foreign currencies at the banks where the Company opens its accounts.

Article 49. Fiscal Year

The fiscal year of the Company shall commence on the first day of January each year and end on the thirty-first (31st) day of December of the same year. The first fiscal year shall commence from the date of issuance of the Enterprise Registration Certificate and end on the thirty-first (31st)

day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 50. Accounting Regime

1. The accounting regime applied by the Company shall be the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or another specific accounting regime issued by a competent authority and approved by the Ministry of Finance.
2. The Company shall prepare its accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and relevant laws. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may choose such foreign currency as its accounting currency, shall be responsible for such choice before the law, and must notify the directly managing tax authority.

XV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE OBLIGATIONS

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

1. The Company must prepare annual financial statements in accordance with the law as well as the regulations of the State Securities Commission, and such statements must be audited in accordance with Article 53 of this Charter.
2. The annual financial statements must include an income statement reflecting truthfully and objectively the Company's profit/loss for the fiscal year, a statement of financial position reflecting truthfully and objectively the Company's financial condition as at the reporting date, a cash flow statement and notes to the financial statements.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange, and submit them to the relevant tax authorities and other competent authorities in accordance with the law.
4. The audited annual financial statements (including the auditor's opinion), the reviewed semi-annual financial statements and the quarterly financial statements must be published on the Company's website.
5. Organizations and individuals concerned shall have the right to inspect or copy the audited annual financial statements, the reviewed semi-annual financial statements and the quarterly financial statements during working hours at the Company's head office and must pay a reasonable fee for copying.

Article 52. Annual Report

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

XVI. COMPANY AUDIT

Article 53. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following fiscal year based on terms

and conditions agreed with the Board of Directors. The Company must prepare and submit its annual financial statements to the independent auditing firm after the end of the fiscal year.

2. A copy of the audit report shall be attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company is entitled to attend meetings of the General Meeting of Shareholders, to receive notices and other information relating to such meetings that shareholders are entitled to receive, and to express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 54. Company seal

1. The seal includes a seal made by a seal engraving service provider or a seal in the form of a digital signature in accordance with the laws on electronic transactions. The Company's seal must be kept and preserved at the head office.

2. The seal is an asset of the Company. The legal representative of the Company shall be responsible for the management and use of the seal in accordance with the law.

3. The Board of Directors shall decide on the type, quantity, form and contents of the seals of the Company, its branches and representative offices (if any) in accordance with government regulations.

4. The Board of Directors and the General Director shall use and manage the seal in accordance with the applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of a company

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

a. Upon the expiry of the operation term stated in the Company's Charter without any decision on extension;

b. By decision of the General Meeting of Shareholders;

c. The Company no longer satisfies the minimum number of members or shareholders as prescribed by the Law on Enterprises for a continuous period of six (06) months without carrying out procedures for conversion of the enterprise type;

d. The Enterprise Registration Certificate is revoked.

2. The enterprise shall only be dissolved when all debts and other property obligations have been fully paid.

3. The early dissolution of the Company (including the extended term, if any) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authorities (if required) in accordance with regulations.

Article 56. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiry of the operation term so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.

2. The operation term shall be extended when it is approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all attending shareholders at the General Meeting of Shareholders.

Article 57. Liquidation

1. At least six (06) months prior to the expiry of the Company's operation term or after a decision on dissolution of the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses related to liquidation shall be paid by the Company with priority over other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority on the date of its establishment and the commencement date of its operation. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the Courts and administrative authorities.

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

- a. Liquidation expenses;
- b. Salary debts, severance allowances, social insurance and other benefits of employees in accordance with collective labor agreements and signed labor contracts;
- c. Tax liabilities;
- d. Other debts of the Company;
- e. The remaining amount after payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Resolution of internal disputes

1. In the event that disputes or complaints arise relating to the operation of the Company, or the rights and obligations of shareholders in accordance with the Law on Enterprises, the Company's Charter, other legal regulations or agreements between:

- a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, the General Director or other executives;
2. The relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of disputes and request each party to present information relating to the dispute within five (05) working days from the date the dispute arises. In cases where the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.
3. In the event that no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Economic Arbitration or the Court.

XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER

Article 59. Company Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In cases where the law provides regulations relating to the operation of the Company that have not yet been specified in this Charter, or where there are new legal provisions different from those stipulated in this Charter, such legal provisions shall automatically apply and govern the operation of the Company.

XXI. IMPLEMENTATION PROVISIONS

Article 60: Implementation provisions

1. This Charter consists of 21 Chapters and 60 Articles and was unanimously approved by the General Meeting of Shareholders of Dat Phuong Group Joint Stock Company under Resolution No. 02/NQ-DP-DHDCĐ dated 25 April 2026 and authorizes the Chairman of the Board of Directors to promulgate it under Decision No. 42/QĐ-DP-CT dated 15 May 2026.
2. This Charter replaces the Charter approved on 25 March 2026.
3. This Charter is made in two (02) original copies of equal validity and shall be kept at the head office of the Company.
4. This Charter is the sole and official Charter of the Company.
5. Copies or extracts of the Company's Charter shall be valid when bearing the signature of the Chairman of the Board of Directors or at least one half (1/2) of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE
GENERAL MANAGER**

(Signed)

Tran Anh Tuan

**ON BEHALF OF THE
GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**

(Signed and sealed)

Luong Minh Tuan

APPENDIX 01

DETAILS OF SHAREHOLDING RATIO AND NUMBER OF SHARES HELD BY CURRENT FOUNDING SHAREHOLDERS

No.	Name of Organization/Individual	Permanent Address	Current Address	Personal Legal Document No.	Number of Shares Held	Ownership Ratio
1	LUONG MINH TUAN	No. 49, Alley 61/17 Phung Chi Kien Street, Nghia Do Ward, Cau Giay District, Hanoi	No. 49, Alley 61/17 Phung Chi Kien Street, Nghia Do Ward, Cau Giay District, Hanoi	001070002520	16,069,851	15.94%
2	LUONG TUAN MINH	Xom Noi Hamlet, Hop Dong Commune, Chuong My District, Hanoi	Xom Noi Hamlet, Hop Dong Commune, Chuong My District, Hanoi	001061007782	2,340,599	2.32%
3	PHAM VAN DICH	No. 49, Tran Hung Dao Street, De Tham Ward, Thai Binh City, Thai Binh Province	Group 36, Alley 850, Lang Street, Lang Thuong Ward, Dong Da District, Hanoi	No. 150009317 issued by Thai Binh Provincial Police on May 20, 2004	Fully transferred	0%
4	TRAN THI HA	20C, Extended Hoang Van Thu Street, Larking Ward, Pleiku City, Gia Lai Province	20C, Extended Hoang Van Thu Street, Larking Ward, Pleiku City, Gia Lai Province	No. 230002989 issued by Gia Lai Provincial Police on June 02, 1990	Fully transferred	0%
5	NGUYEN THI CHINH	No. 6, Group 1, Vinh Phuc 1, Cong Vi Ward, Ba Dinh District, Hanoi	No. 594, Bui Street, Cong Vi Ward, Ba Dinh District, Hanoi	No. 010029170 issued by Hanoi Police on June 29, 2000	Fully transferred	0%

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

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TRANSLATION

**REGULATIONS ON THE OPERATION OF
THE BOARD OF DIRECTORS
DAT PHUONG GROUP JOINT STOCK COMPANY**

*(Promulgated together with the Resolution of the General Meeting of Shareholders No.
02/NQ-ĐP-DHĐCĐ dated April 25, 2026)*

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- Pursuant to the 2020 Law on Enterprises and amendments and supplements thereto;
- Pursuant to the Charter of Dat Phuong Group Joint Stock Company.

The General Meeting of Shareholders hereby promulgates the Regulation on Operation of the Board of Directors of Dat Phuong Group Joint Stock Company.

The Regulation on Operation of the Board of Directors of Dat Phuong Group Joint Stock Company includes the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of application:

The operating regulations of the Board of Directors of Dat Phuong Group Joint Stock Company stipulate the organizational structure, operating principles, powers, functions, and duties of the Board of Directors and its members, in order to operate in accordance with the company's charter and other current legal regulations.

2. Subjects of application:

This Regulation shall apply to members of the Board of Directors of Dat Phuong Group Joint Stock Company.

Article 2. Legal liability of the Board of Directors

In performing its functions, powers and duties, the Board of Directors shall comply with the provisions of law, the Charter and resolutions of the General Meeting of Shareholders and shall bear responsibility in accordance with the Law on Enterprises.

Article 3. Operating principles of the Board of Directors

1. The Board of Directors shall work on the principle of collective decision-making. Members of the Board of Directors shall bear personal responsibility for their assigned duties and jointly bear responsibility before the General Meeting of Shareholders and before the law for resolutions and decisions of the Board of Directors relating to the development of the Company.
2. The Board of Directors shall assign responsibility to the General Director to organize and implement resolutions and decisions of the Board of Directors.

CHAPTER II. MEMBER OF THE BOARD OF DIRECTORS

Article 4. Rights and responsibilities of members of the Board of Directors

Members of the Board of Directors shall have full rights and responsibilities as stipulated in Article 27 of the Company's Corporate Governance Regulation, the Company Charter and prevailing legal regulations.

Article 5. Term and number of members of the Board of Directors

1. The Board of Directors shall consist of from 03 to 11 members.
2. The Board of Directors shall have no fewer than 05 (five) members and no more than 11 (eleven) members. The number of members of the Board of Directors must reside in Vietnam. The term of office of members of the Board of Directors shall be 05 (five) years; members of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. The total number of non-executive members of the Board of Directors must account for at least one-third of the total number of members of the Board of Directors.
3. In the event that all members of the Board of Directors simultaneously end their terms of office, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided in the Company Charter.

Article 6. Right to be provided with information of members of the Board of Directors

1. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors and managers of units within the Company to provide information and documents on the financial status and business operations of the Company and its affiliated units.
2. The requested managers must provide timely, complete and accurate information and documents as requested by members of the Board of Directors. The order and procedures for requesting and providing information shall be stipulated in the Company Charter.

Article 7. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the standards and conditions stipulated in Clause 1, Clause 2, Article 155 of the Enterprise Law, the company's charter, and the company's internal governance regulations. Specifically as follows:
 - a. Having full legal capacity and not falling under the categories of individuals prohibited from managing businesses as stipulated in Clause 2, Article 17 of the Enterprise Law;

- b. They must possess professional qualifications and experience in the company's business management and are not necessarily shareholders of the company, unless otherwise stipulated in the company's charter;
 - c. A member of a company's board of directors may also be a member of either the Board of Management or the Board of Members, at no more than five (05) other companies;
2. Non-executive members of the Board of Directors (hereinafter referred to as non-executive members) are members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter.
3. Independent members of the Board of Directors must meet the following criteria and conditions:
- a. Not be a person currently working for the Company, the parent company or a subsidiary of the Company; not have worked for the Company, the parent company or a subsidiary of the Company for at least the preceding 03 consecutive years;
 - b. Not be a person currently receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;
 - c. Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, sibling is a major shareholder of the Company; or a manager of the Company or a subsidiary of the Company;
 - d. Not directly or indirectly own at least 01% of the total voting shares of the Company;
 - e. Not have served as a member of the Board of Directors or Supervisory Board of the Company for at least the preceding 05 consecutive years, except where appointed for two (02) consecutive terms.
 - f. Independent members of the Board of Directors must notify the Board of Directors when they no longer satisfy the conditions stipulated in Clause 2 of this Article and shall automatically cease to be independent members of the Board of Directors from the date such standards and conditions are no longer satisfied. The Board of Directors must notify the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.
 - g. Members of the Board of Directors shall cease to hold membership status of the Board of Directors in the cases stipulated in Clause 6, Article 26 of the Company Charter.

Article 8. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a. Prepare programs and plans for activities of the Board of Directors;
 - b. Prepare agendas, contents and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. Preside over meetings of the General Meeting of Shareholders;
 - f. Ensure that the Board of Directors sends annual financial statements, reports on the Company's operations, audit reports and reports of the Board of Directors to shareholders at meetings of the General Meeting of Shareholders.
 - g. The Chairman of the Board of Directors shall sign resolutions, decisions and documents or approve documents within the authority of the Board of Directors; authorization for other members of the Board of Directors to sign on his/her behalf must be made in writing.
 - h. Other rights and obligations in accordance with this Law and the Company Charter.
4. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company Charter. In the event that there is no authorized person or the Chairman of the Board of Directors dies, is missing, is detained, serving an imprisonment sentence, subject to administrative handling measures at a compulsory detoxification establishment or compulsory educational institution, absconds from place of residence, has limited or lost legal capacity for civil acts, has difficulties in cognition or behavior control, or is prohibited by the Court from holding positions, practicing professions or performing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the majority approval of the remaining members until a new decision of the Board of Directors is made.
5. When deemed necessary, the Board of Directors shall decide to recruit a Company Secretary to support the Board of Directors and the Chairman of the Board of Directors in performing duties within their authority in accordance with law and the Company Charter. The Company Secretary shall have the following rights and obligations:

- a. Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
 - b. Assist members of the Board of Directors in performing assigned rights and obligations;
 - c. Assist the Board of Directors in applying and implementing corporate governance principles;
 - d. Assist the Company in developing shareholder relations and protecting lawful rights and interests of shareholders;
 - e. Assist the Company in complying with obligations relating to information disclosure, transparency and administrative procedures;
6. The Chairman of the Board of Directors may be dismissed by decision of the Board of Directors. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the dismissal/removal decision.

Article 9. Removal, dismissal and supplementation of members of the Board of Directors

- 1. Members of the Board of Directors shall be removed or dismissed pursuant to a Resolution of the General Meeting of Shareholders. The removal and dismissal of members of the Board of Directors shall be regulated in Article 33 of the Company's Internal Corporate Governance Regulation, the Company Charter and the Law on Enterprises.
- 2. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of remaining members of the Board of Directors is fewer than the minimum number required by law. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors no longer satisfies the prescribed requirements;
 - b. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third (1/3);
 - c. The number of independent members of the Board of Directors decreases and no longer ensures the ratio prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number

of independent members of the Board of Directors no longer ensures the prescribed ratio.

- d. Except for the above cases, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 10. Methods for election, dismissal and removal of members of the Board of Directors.

1. Shareholders or groups of shareholders owning from ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Company Charter or the Election Regulation approved by the General Meeting of Shareholders.
2. In the event that the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanism stipulated in the Company's Internal Corporate Governance Regulation. Procedures for the incumbent Board of Directors to introduce candidates for the Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders before nominations are conducted in accordance with law.
3. Voting for election of members of the Board of Directors may be conducted using the cumulative voting method, whereby each shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders may allocate all or part of their votes to one or several candidates. Elected members of the Board of Directors shall be determined based on the number of votes from highest to lowest, starting from the candidate receiving the highest number of votes until the number of members prescribed in the Company Charter is fulfilled. In the event that two (02) or more candidates receive the same number of votes for the final position on the Board of Directors, re-election shall be conducted among candidates with equal votes or selection shall be made according to the criteria of the Election Regulation or the Company Charter.

Article 11. Notification of election, dismissal and removal of members of the Board of Directors

1. In cases where candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the meeting documents of the General Meeting of Shareholders and disclosed at least ten (10) days prior to the opening date of the meeting of the General Meeting of Shareholders on the Company's website so that shareholders may learn about such candidates before

voting. Candidates for the Board of Directors must provide written commitments regarding the truthfulness, accuracy and reasonableness of disclosed personal information and commit to performing duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include at least the following contents:

- a. Full name, date of birth (day, month, year);
 - b. Educational qualifications;
 - c. Professional qualifications;
 - d. Working experience;
 - e. Companies in which the candidate currently holds positions as member of the Board of Directors or other managerial positions;
 - f. Assessment report on contributions of the candidate to the Company, in cases where such candidate is currently a member of the Company's Board of Directors;
 - g. Interests related to the Company (if any);
 - h. Full name of the shareholder or group of shareholders nominating such candidate (if any);
 - i. Other information (if any).
2. The Company shall be responsible for disclosing information about companies in which candidates currently hold positions as members of the Board of Directors, other managerial positions and interests related to the Company of candidates for the Board of Directors (if any).
 3. The election, appointment, dismissal and removal of members of the Board of Directors must be disclosed in accordance with the regulations of the law on securities and the securities market.

CHAPTER III. BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the governing body of the company, having full authority to act on behalf of the company to decide and exercise the rights and obligations of the company that do not fall under the authority of the General Meeting of Shareholders.
2. The Board of Directors has the rights and obligations stipulated in Article 27 of the Company Charter and Clause 2, Article 27 of the Company's Internal Governance Regulations.
3. The Board of Directors shall adopt decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Company Charter. Each member of the Board of Directors shall have one (01) vote.

4. When performing its functions, rights and obligations, the Board of Directors shall comply with the provisions of law, the Company Charter and resolutions of the General Meeting of Shareholders. In case a resolution adopted by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders or the Company Charter causing damage to the Company, the members approving such resolution must jointly bear personal liability for such resolution and compensate the Company for damages; members opposing the adoption of the aforesaid resolution shall be exempted from liability. In this case, shareholders owning shares of the Company shall have the right to request the Court to suspend the implementation of or cancel the aforesaid resolution.

Article 13. Duties and powers of the Board of Directors in approving and executing contracts and transactions.

1. To decide on investment, purchase or sale of assets valued at less than 35% of the total asset value recorded in the latest financial statements of the Company.
2. To approve contracts and transactions valued at less than 35% of the total asset value of the enterprise or transactions resulting in the total value of transactions arising within 12 months from the date of implementation of the first transaction valued at less than 35% of the total asset value of the Company recorded in the latest financial statements between the Company and the entities stipulated at Point u Clause 2 Article 15 of the Company Charter.

In this case, the representative signing the contract on behalf of the Company must notify the members of the Board of Directors of the related parties to such contract or transaction; concurrently enclosing the draft contract or the principal contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the Company Charter prescribes another time limit; members having related interests shall not have the right to vote.

3. To approve contracts, loan agreements, lending agreements, and sale of assets valued at or lower than 10% of the total asset value of the enterprise recorded in the latest financial statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders.
4. To approve loan agreements, lending agreements and other contracts and transactions valued at 35% or more of the total asset value recorded in the latest financial statements of the Company, except for contracts entered into with persons stipulated at Point u Clause 2 Article 15 of the Company Charter.

Article 14. Responsibilities of the Board of Directors in convening extraordinary General Meetings of Shareholders.

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The board of directors deems it necessary for the benefit of the company;
 - b. The number of remaining members of the Board of Directors and the Audit Committee is less than the number of members stipulated by law;
 - c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law;
 - d. As requested by the Audit Committee;
 - e. Other cases as prescribed by law and the company's charter.
2. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the remaining number of members of the Board of Directors is fewer than the minimum number prescribed by law or from the date of receipt of the request stipulated at Points c and d Clause 1 of this Article. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members of the Board of Directors decreases by more than one-third ($1/3$) compared to the number prescribed in the Company Charter.
3. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall be liable before the law and must compensate the Company for arising damages.
4. The convener must perform the following tasks to organize the General Meeting of Shareholders:
 - a. Preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation notice for the General Meeting of Shareholders;
 - b. Providing information and resolving complaints related to the list of shareholders;
 - c. Preparing the agenda and contents of the meeting;
 - d. Preparing documents for the meeting;
 - e. Drafting resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors;
 - f. Determining the time and venue for holding the meeting;
 - g. Sending invitation notices to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
 - h. Other tasks serving the meeting.

Article 15. Subcommittees assist the Board of Directors.

From time to time, the Board of Directors may establish or dissolve subcommittees assisting the Board of Directors in accordance with Article 31 of the Company Charter and Article 45 of the Internal Regulations on Corporate Governance of the Company.

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

Meetings of the Board of Directors are specifically stipulated in Article 30 of the Company Charter and shall comply with the provisions of current laws.

Article 17. Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms in accordance with Article 43 of the Internal Regulations on Corporate Governance of the Company. The minutes must be made in Vietnamese and may additionally be made in a foreign language, containing the following principal contents:
 - a. Name, registered office address, business registration number;
 - b. Time and location of the meeting;
 - c. Purpose, agenda, and content of the meeting;
 - d. The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting, and the reasons for absence;
 - e. Matters discussed and voted on at the meeting;
 - f. Summary of opinions expressed by each attending member in the chronological order of the meeting proceedings;
 - g. Voting results clearly stating members voting for, against and abstaining;
 - h. Matters approved and the corresponding approval voting ratios;
 - i. Full names and signatures of the Chairperson and the minute taker. In case the Chairperson and the minute taker refuse to sign the meeting minutes, other members of the Board of Directors attending the meeting shall sign the meeting minutes and clearly state that the Chairperson and the minute taker refused to sign the meeting minutes.
2. The chairperson, the minutes recorder, and those who sign the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
3. Minutes of Board of Directors meetings and documents used in those meetings must be kept at the company's head office.

4. Minutes prepared in both Vietnamese and foreign languages have equal validity. In case of discrepancies between the content of the Vietnamese and foreign language minutes, the content of the Vietnamese minutes shall prevail.

CHAPTER V. REPORT AND DISCLOSURE OF INTERESTS

Article 18. Submit annual reports

1. At the end of each fiscal year, the Board of Directors must prepare the following reports and documents for presentation at the annual General Meeting of Shareholders:
 - a. Report on business performance of the Company;
 - b. Audited financial statements;
 - c. Report assessing the management and administration of the Company.
2. The reports and documents prescribed in Clause 1 of this Article must be sent to the Audit Committee for appraisal no later than 30 days before the opening date of the annual General Meeting of Shareholders, unless otherwise prescribed by the Company Charter.
3. The reports and documents prepared by the Board of Directors; appraisal report of the Audit Committee and audit report must be available at the head office and branches of the Company no later than 10 days before the opening date of the annual General Meeting of Shareholders.
4. In addition, reporting on the activities of the Board of Directors at the annual General Meeting of Shareholders is stipulated in Article 25 of the Internal Regulations on Corporate Governance of the Company.

Article 19. Remuneration, salary and other benefits of members of the Board of Directors

The remuneration, salary and other benefits of members of the Board of Directors are stipulated in Article 28 of the Company Charter.

Article 20. Disclosure of related interests.

The disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. The Company must compile and update the list of related persons of the Company in accordance with Clause 23 Article 4 of the Law on Enterprises, Clause 46 Article 4 of the Law on Securities, and their corresponding contracts and transactions with the Company.
2. Members of the Board of Directors of the Company must declare their related interests with the Company, including:

- a. Name, enterprise code, address of head office, business lines and trades of enterprises in which they own contributed capital or shares; ratio and time of ownership of such contributed capital or shares;
 - b. Name, enterprise code, address of head office, business lines and trades of enterprises in which their related persons jointly own or separately own contributed capital or shares accounting for more than 10% of charter capital;
3. The declarations stipulated in Clause 1 of this Article must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the company within 7 working days from the date of the corresponding amendments or additions.
4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows:
 - a. The company must notify the General Shareholders' Meeting at its annual meeting of the list of related parties and related interests;
 - b. The list of related parties and related interests is kept at the company's head office; if necessary, part or all of the contents of the aforementioned list may be kept at the company's branches.
 - c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the General Director, and other managers have the right to review, extract, and copy part or all of the contents of the declaration;
 - d. The company must facilitate the quickest and most convenient access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause; it must not obstruct or hinder them from exercising this right. The procedures for reviewing, extracting, and copying the content of the declaration of related parties and related interests shall be carried out in accordance with the company's charter.
5. Members of the Board of Directors acting in their personal capacity or on behalf of others to perform work in any form within the business scope of the Company must explain the nature and contents of such work before the Board of Directors and may only perform such work upon approval by the majority of the remaining members of the Board of Directors; if such work is performed without declaration or without approval of the Board of Directors, all income derived from such activities shall belong to the Company.

CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. The relationship between the members of the Board of Directors

1. The relationship among the members of the Board of Directors is one of collaboration; the members are responsible for informing each other on relevant issues in the process of handling their assigned tasks.
2. During the process of handling work for which a member of the Board of Directors assigned primary responsibility is responsible, if there are issues relating to the field under the responsibility of another member of the Board of Directors requiring such member's opinion, the member of the Board of Directors assigned primary responsibility must proactively coordinate in handling such matters. In case there are differing opinions among members of the Board of Directors, the member assigned primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority or organization of a meeting or collection of opinions from members of the Board of Directors in accordance with the law, the Charter of the Corporation and these Regulations.
3. In case of reassignment among members of the Board of Directors, the members of the Board of Directors must hand over relevant work, files and documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 22. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for implementation by the General Director and the executive apparatus. At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions. The coordination of activities between the Board of Directors and the Executive Board is stipulated in Article 53 of the Internal Regulations on Corporate Governance of the Company.

Article 23. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a coordinating relationship. The working relationship between the Board of Directors and the Audit Committee shall follow the principles of equality and independence, while closely coordinating and mutually supporting each other during the performance of duties.
2. Upon receipt of inspection minutes or summary reports from the Audit Committee, the Board of Directors shall be responsible for studying and directing relevant departments to formulate plans and promptly implement corrective actions.

3. The coordination of activities between the Board of Directors and the Audit Committee is stipulated in Article 52 of the Internal Regulations on Corporate Governance of the Company.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

1. These Regulations consist of 7 Chapters and 24 Articles approved unanimously by the General Meeting of Shareholders of Dat Phuong Group Joint Stock Company under Resolution No. 02/NQ-DP-DHĐCĐ dated April 25, 2026 and authorizing the Chairman of the Board of Directors to promulgate under Decision No. .../QĐ-DP-CT dated ... May 2026.
2. Copies or extracts of the Regulations on Operation of the Board of Directors shall be valid when bearing the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

**ON BEHALF OF THE
GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**

(Signed and sealed)

Luong Minh Tuan