

CHARTER

**ON THE ORGANIZATION AND OPERATION
OF NUI NHO STONE JOINT STOCK COMPANY**

JUNE 17, 2026

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INTRODUCTION

This Charter is adopted pursuant to Resolution No. 01/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 24, 2021.

I. DEFINITIONS AND INTERPRETATION

Article 1. Definitions

1. In this Charter, the following terms shall have the meanings set forth below:

- a) “Charter Capital” means the total par value of shares that have been sold or subscribed for upon the establishment of the joint-stock company and in accordance with Article 6 of this Charter;
- b) “Voting Capital” means share capital under which the holder has the right to vote on matters falling 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;
- dd) “Vietnam” means the Socialist Republic of Vietnam;
- e) “Date of Incorporation” means the date on which the Company is first granted its Enterprise Registration Certificate (Business Registration Certificate or any equivalent legal document);
- g) “Executive Officer” means the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant, and other executive officers as prescribed by the Company’s Charter;
- h) “Manager” means a company manager, including the Chairman of the Board of Directors, members of the Board of Directors, the Director (General Director), and other individuals holding managerial positions as prescribed by the Company’s Charter;
- i) “Related Person” means any individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
- k) “Shareholder” means any 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 period of operation of the Company as stipulated in Article 2 of this Charter and any extension thereof (if any) approved by the General Meeting of Shareholders;

o) “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries.

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

3. The headings (Sections and Articles of this Charter) are used solely for convenience of reference and interpretation and shall not affect the meaning or substance of any provision of this Charter.

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

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations, and Term of Operation of the Company

1. Company Name

- Vietnamese Name: NUI NHO STONE JOINT STOCK COMPANY
- English Name: NUI NHO STONE JOINT STOCK CO.
- Trading Name: NUI NHO STONE JOINT STOCK CO.
- Abbreviated Name: NNC

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

3. The registered head office of the Company is:

- Head Office Address: No. 34 DT743 Road, Tan An Quarter, Tan Dong Hiep Ward, Di An City, Binh Duong Province, Vietnam
- Telephone: (84-274) 3751515
- Fax: (84-274) 3751234
- E-mail:
- Website: www.nuinho.vn / www.nuinho.com

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

5. Unless the Company is dissolved prior to its expiry pursuant to Clause 2, Article 52 of this Charter or its term is extended pursuant to Article 53 of this Charter, the Company's term of operation shall commence from the Date of Incorporation and continue for an indefinite period.

Article 3. Legal Representative of the Company

The Company shall have one (01) legal representative, being the Director (General Director) of the Company. The rights and obligations of the legal representative shall be prescribed in Clause 4, Article 35 of this Charter.

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

Article 4. Objectives of the Company

1. Business Lines and Activities

- Quarrying of stone, sand, gravel, and clay; specifically: quarrying of stone and clay for brick and tile production;
- Manufacture of concrete and products made from cement and plaster; specifically: manufacture of colored cement roofing tiles;
- Wholesale of construction materials and other installation equipment used in construction; specifically: wholesale of construction materials (excluding inland waterway terminal operations);
- Real estate business and trading of land use rights owned, used, or leased by the Company; specifically: leasing of warehouses and offices; real estate trading; purchase and sale of residential houses and residential land use rights; purchase and sale of non-residential houses and land use rights; leasing and operation of residential houses and land; leasing and operation of non-residential houses and land; and other real estate business activities;
- Rental of sports and recreational equipment; specifically: rental services for sports facilities (including volleyball courts, basketball courts, badminton courts, football fields, golf courses, tennis courts, bowling alleys, and swimming pools) (Code 7721);
- Hotels and similar accommodation services; specifically: hotel services (Code 5510);
- Restaurants and mobile food service activities; specifically: restaurant services (Code 5610);
- Afforestation, forest care, and forestry seedling cultivation;
- Rubber tree cultivation;
- Cutting, shaping, and finishing of stone (excluding such activities at the head office);

- Manufacture of construction materials from clay; specifically: manufacture of non-fired bricks (not conducted at the head office; the head office serves only as a transaction office);
- Leasing of machinery, equipment, and other tangible movable property; specifically: leasing of machinery and other equipment;
- Wholesale of solid, liquid, and gaseous fuels and related products; specifically: wholesale of gasoline and petroleum products;
- Warehousing and storage services; specifically: bonded warehousing and storage services excluding coal, scrap materials, and chemicals;
- Inland aquaculture;
- Manufacture of cement, lime, and plaster; specifically: manufacture of non-fired construction materials;
- Water extraction, treatment, and supply;
- Service activities incidental to inland water transportation; specifically: support services for inland water transportation; management and operation of river ports; and port and terminal services;
- Cargo handling services; specifically: cargo handling at river ports;
- Other support activities for mining and quarrying;
- Construction of residential buildings;
- Construction of non-residential buildings;
- Construction of roads and highways;
- Electrical works construction;
- Water supply and drainage works construction;
- Construction of other public utility projects;
- Hydraulic engineering construction;
- Mining and quarrying infrastructure construction;
- Construction of other civil engineering projects;
- Demolition and site preparation activities;
- Installation of electrical systems;
- Installation of water supply, drainage, heating, and air-conditioning systems;
- Installation of other building systems;
- Building completion and finishing works;
- Intermediary service activities for specialized construction;

- Other specialized construction activities.

The Company shall strictly comply with applicable laws and regulations relating to land use, construction, fire prevention and firefighting, environmental protection, and business conditions applicable to conditional business sectors.

2. Objectives of the Company

The Company is established to mobilize and efficiently utilize capital, human resources, technology, and market opportunities within its business sectors, with the objective of maximizing profits within the limits prescribed by law, increasing dividends for shareholders, and accumulating resources for reinvestment to ensure the Company's sustainable growth and development.

Article 5. Scope of Business and Operations of the Company

The Company is entitled to conduct business activities in accordance with the business lines registered and specified in this Charter, as amended and notified to the business registration authority and published on the National Business Registration Portal.

In the event that the Company engages in conditional investment and business sectors, it shall fully satisfy all business conditions as prescribed by the Law on Investment and other relevant specialized laws and regulations.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The Charter Capital of the Company is VND 219,200,000,000 (Two Hundred Nineteen Billion Two Hundred Million Vietnamese Dong).

The total Charter Capital is divided into 21,920,000 shares with a par value of VND 10,000 per share.

2. The Company may adjust its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

3. As of the date of adoption of this Charter, the Company's shares consist of ordinary shares and preference shares (if any). The rights and obligations attached to each class of shares are stipulated in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

5. The names, addresses, number of shares held, and other information relating to the founding shareholders as required under the Law on Enterprises are set forth in Appendix 01 attached hereto. Such Appendix forms an integral part of this Charter.

Ordinary shares shall first be offered to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by existing shareholders shall be allocated at the discretion of the Board of Directors. The Board of Directors may distribute such shares to shareholders or other persons, provided that the terms and conditions are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and applicable laws.

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

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share certificate is a security evidencing the lawful rights and interests of its holder with respect to a portion of the share capital of the issuing organization. A share certificate must contain all particulars required under Clause 1, Article 121 of the Law on Enterprises.
3. Within thirty (30) days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within thirty (30) days from the date of full payment for subscribed shares pursuant to the Company's share issuance plan (or such other period as specified in the issuance terms), the holder of such shares shall be issued a share certificate. The shareholder shall not be required to bear the cost of printing the share certificate.
4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be entitled to request the Company to reissue the share certificate. Such request shall include:
 - a) Information relating to the lost, damaged, or destroyed share certificate;
 - b) An undertaking to assume responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares shall be freely transferable unless otherwise provided by this Charter or applicable laws. Shares listed or registered for trading on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferable and shall not enjoy related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from equity capital, the pre-emptive right to subscribe for newly issued shares, and other rights and benefits prescribed by law.

Article 10. Forfeiture of Shares (Applicable upon Enterprise Registration)

1. If a shareholder fails to fully and timely pay for subscribed shares, the Board of Directors shall notify such shareholder and may require payment of the outstanding amount. Such shareholder shall remain liable for the financial obligations of the Company corresponding to the total par value of the subscribed shares arising from such failure to make full payment.
2. The notice of payment shall specify the extended payment deadline (which shall be at least seven (7) days from the date of dispatch of the notice), the place of payment, and a statement that failure to comply with the payment demand shall result in forfeiture of the unpaid shares.
3. The Board of Directors shall have the authority to forfeit shares that have not been fully and timely paid for if the requirements set out in the notice are not satisfied.
4. Forfeited shares shall be deemed shares available for offering in accordance with Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale or reallocation of such shares under such terms and conditions as it deems appropriate.

The shareholder whose shares have been forfeited shall cease to be a shareholder with respect to such forfeited shares but shall remain liable, corresponding to the total par value of the subscribed shares, for any financial obligations of the Company arising up to the date of forfeiture, as determined by the Board of Directors, until full payment has been made. The Board of Directors shall have full authority to enforce payment of the entire value of the shares at the time of forfeiture.

6. Notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture date. The forfeiture shall remain valid notwithstanding any error or negligence in the delivery of such notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND SUPERVISION

Article 11. Organizational Structure, Management, and Supervision

The Company's organizational structure, management, and supervision system shall comprise:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly, through an authorized representative, or by any other method provided by the Company's Charter and applicable laws. Each ordinary share shall carry one vote;
 - b) To receive dividends at the rate determined by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to subscribe for newly issued shares in proportion to their ownership of ordinary shares in the Company;
 - d) To freely transfer their shares to others, except in the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - dd) To inspect, review, and extract information relating to the names and contact addresses of shareholders entitled to vote and to request correction of inaccurate information relating to themselves;
 - e) To inspect, review, extract, or obtain copies of 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 proportionate share of the remaining assets corresponding to their shareholding ratio in the Company;
 - h) To request the Company to repurchase their shares in the circumstances prescribed 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 benefits upon its holder. Where the Company issues preference shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

- k) To have access to periodic and extraordinary information disclosed by the Company in accordance with applicable laws;
- l) To have their lawful rights and interests protected and to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:

- a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) To inspect, review, and extract minutes, resolutions, and decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Supervisory Board; contracts and transactions subject to approval by the Board of Directors; and other documents, except those relating to the Company's trade secrets and business secrets;
- c) To request the Supervisory Board to examine specific matters relating to the management and operation of the Company whenever deemed necessary. Such request must be made in writing and include the following information:
 - Full name, contact address, nationality, and legal identification number in the case of an individual shareholder;
 - Name, enterprise registration number or legal entity identification number, and head office address in the case of an organizational shareholder;
 - Number of shares held and date of share registration of each shareholder;
 - Total number of shares held by the shareholder group and their ownership ratio in the total shares of the Company;
 - Matters to be examined and the purpose of the examination.
- d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (03) working days before the opening date of the meeting. The proposal shall specify the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed for inclusion in the meeting agenda;
- đ) Other rights as prescribed by law and this Charter.

3. A shareholder or group 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 and the Supervisory Board as follows:

- a) Ordinary shareholders forming a group for the purpose of nominating candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of such grouping prior to the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more candidates for election to the Board of Directors and the Supervisory Board in accordance with a resolution of the General Meeting of Shareholders. Where the number of candidates nominated by such shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate, the remaining candidates may be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To pay in full and on time for the shares subscribed for.
2. Not to withdraw capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and any related persons having interests in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any resulting damages.
3. To comply with the Company's Charter and Internal Governance Regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential any information provided by the Company in accordance with the Charter and applicable laws; to use such information solely for the exercise and protection of their lawful rights and interests; and not to disclose, copy, or transmit such information to any other organization or individual.
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through one of the following methods:
 - a) Attending and voting in person at the meeting;

- b) Authorizing another individual or organization to attend and vote on their behalf at the meeting;
- c) Attending and voting through online conferencing, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting by mail, facsimile, or electronic mail;
- dd) Sending voting ballots by other means as prescribed in the Company's Charter.

7. To bear personal responsibility when acting in the name of the Company in any form for carrying out any of the following acts:

- a) Violating the law;
- b) Conducting business activities or other transactions for personal gain or for the benefit of another organization or individual;
- c) Paying debts that are not yet due in circumstances where the Company is exposed to financial risks.

8. To fulfill other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

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

The General Meeting of Shareholders shall convene an Annual General Meeting once every year within four (4) months from the end of the fiscal year. Unless otherwise provided in the Company's Charter, the Board of Directors may decide to extend the time for holding the Annual General Meeting where necessary, but such extension shall not exceed six (6) months from the end of the fiscal year.

In addition to the Annual General Meeting, Extraordinary General Meetings may be convened. The location of a General Meeting of Shareholders shall be 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 shall decide matters prescribed by law and the Company's Charter, including, in particular, the approval of the audited annual financial statements.

Where the auditor's report on the Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements

to attend the Annual General Meeting. 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 circumstances:

- a) When deemed necessary for the interests of the Company;
- b) When the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
- c) Upon request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or be made in multiple documents collectively containing all required signatures;
- d) Upon request of the Supervisory Board;
- dd) Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors shall convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the level specified in Point b, Clause 3 of this Article, or from the date of receipt of a request specified in Points c and d, Clause 3 of this Article;
- b) If the Board of Directors fails to convene the meeting in accordance with Point a above, the Supervisory Board shall, within the following thirty (30) days, convene the General Meeting of Shareholders in replacement of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c) If the Supervisory Board also fails to convene the meeting in accordance with Point b above, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses incurred for convening and conducting the meeting shall be reimbursed by the Company. Such expenses shall not include personal expenses incurred by shareholders attending the meeting, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders shall be carried out in accordance 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 shall have the following rights and obligations:

- a) To approve the Company's development strategy and orientation;
- b) To decide on the classes of shares and the total number of shares of each class authorized for offering; and to determine the annual dividend rate for each class of shares;
- c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d) To decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
- dd) To decide on amendments and supplements to the Company's Charter;
- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- h) To review and handle violations committed by members of the Board of Directors or the Supervisory Board causing damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To determine the budget or total remuneration, bonuses, and other benefits payable to the Board of Directors and the Supervisory Board;
- l) To approve the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors and the Supervisory Board;
- m) To approve the list of approved auditing firms; to appoint an approved auditing firm to audit the Company's operations; and to dismiss an approved auditor when deemed necessary;
- n) To exercise other rights and perform other obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) Reports of the Board of Directors on corporate governance and on the performance of the Board of Directors and each member thereof;

- d) Reports of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and the Director (General Director);
- đ) Self-assessment reports of the Supervisory Board and each member of the Supervisory Board regarding their performance;
- e) Dividend rates for each share of each class;
- g) The number of members of the Board of Directors and the Supervisory Board;
- h) The election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- i) The determination of the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) The approval of the list of approved auditing firms and the appointment of an approved auditing firm to audit the Company's operations when deemed necessary;
- l) Amendments and supplements to the Company's Charter;
- m) The classes and quantity of new shares to be issued for each class of shares, and the transfer of shares by founding shareholders within the first three (3) years from the date of incorporation;
- n) The division, separation, consolidation, merger, or conversion of the Company;
- o) The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
- p) Investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
- q) The repurchase of more than ten percent (10%) of the total issued shares of each class;
- r) Approval of contracts and transactions entered into by the Company with persons specified in Clause 1, Article 167 of the Law on Enterprises where the transaction value is equal to or exceeds thirty-five percent (35%) of the total assets of the Company as recorded in its most recent financial statements;
- s) Approval of transactions specified in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;
- t) Approval of the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- u) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to Attend Meetings of the General Meeting of Shareholders

1. A shareholder or an authorized representative of an institutional shareholder may attend a meeting in person, authorize one or more individuals or organizations to attend on his/her/its behalf, or attend the meeting through any of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. Any authorization of an individual or organization to attend a meeting of the General Meeting of Shareholders pursuant to Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must specify the following:
 - Name of the authorizing shareholder;
 - Name of the authorized individual or organization;
 - Number of shares represented under the authorization;
 - Contents and scope of authorization;
 - Term of authorization;
 - Signatures of both the authorizing party and the authorized party.

The authorized representative attending the meeting must submit the written authorization upon registration for attendance. In the case of re-authorization, the attendee must additionally present the original authorization document from the shareholder or the authorized representative of the institutional shareholder (unless such document has previously been registered with the Company).

3. Votes cast by an authorized representative within the scope of authorization shall remain valid notwithstanding the occurrence of any of the following events, except where otherwise provided:
 - a) The authorizing person has died, has limited legal capacity, or has lost legal capacity;
 - b) The authorizing person has revoked the authorization appointment;
 - c) The authorizing person has revoked the authority of the authorized representative.

This provision shall not apply where the Company receives notice of any of the foregoing events before the opening of the General Meeting of Shareholders or before the reconvened meeting is held.

Article 17. Variation of Rights

1. Any variation or cancellation of special rights attached to a class of preference shares shall be valid only if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a class of preference shares shall be adopted only if approved by shareholders attending the meeting who hold at least seventy-five percent (75%) of the total preference shares of such class, or by shareholders holding at least seventy-five percent (75%) of the total preference shares of such class in the case of a written resolution.
2. A meeting of shareholders holding a particular class of preference shares to approve any variation of rights referred to above shall be valid only if attended by at least two (2) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. If the required quorum is not met, a reconvened meeting shall be held within thirty (30) days thereafter, and the shareholders holding shares of that class who attend in person or by proxy shall constitute a valid quorum regardless of the number of attendees or shares represented. At such meetings, shareholders holding shares of that class who attend in person or by proxy 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 accordance with Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided in the terms of issue of the shares, the special rights attached to classes of shares having preferential rights in relation to the distribution of profits or assets of the Company shall not be deemed varied by the issuance of additional shares of the same class.

Article 18. Convening Meetings, Meeting Agenda, and Notice of Meeting of the General Meeting of Shareholders

1. The Board of Directors shall convene both Annual and Extraordinary General Meetings of Shareholders. Extraordinary General Meetings shall be convened in the circumstances specified in Clause 3, Article 14 of this Charter.
2. The convener of a General Meeting of Shareholders shall perform the following tasks:

- a) Prepare the list of shareholders entitled to attend and vote at the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date on which the notice of meeting is sent. The Company shall disclose information regarding the preparation of such list at least twenty (20) days prior to the record date;
- b) Prepare the agenda and contents of the meeting;
- c) Prepare meeting documents;
- d) Prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items;
- đ) Determine the time and venue of the meeting;
- e) Notify and send the notice of meeting to all shareholders entitled to attend;
- g) Perform other tasks necessary for the meeting.

3. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their registered contact addresses and shall simultaneously be published on the Company's website and disclosed to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading.

The convener must send the notice to all shareholders entitled to attend no later than twenty-one (21) days before the opening date of the meeting (calculated from the date on which the notice is validly dispatched).

The meeting agenda and all documents relating to matters to be voted on at the meeting shall be posted on the Company's website. The notice of meeting must clearly indicate the link to the complete set of meeting documents for shareholders' access. If the notice does not specify such link, the Company must disclose the date on which the documents are made available and the access link, including:

- a) The meeting agenda and documents to be used at the meeting;
- b) The list and detailed information of candidates in the event of election of members of the Board of Directors or the Supervisory Board;
- c) Voting ballots;
- d) Draft resolutions for each agenda item.

4. A shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and

submitted to the Company no later than three (3) working days before the opening date of the meeting. The proposal shall clearly state the shareholder's name, the number of shares of each class held, and the matter proposed for inclusion in the agenda.

5. The convener of the General Meeting of Shareholders may reject a proposal referred to in Clause 4 of this Article in any of the following circumstances:

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

6. The convener of the General Meeting of Shareholders shall accept and include proposals referred to in Clause 4 of this Article in the proposed agenda and meeting contents, except in the cases specified in Clause 5. Such proposal shall be officially added to the agenda and meeting contents upon approval by the General Meeting of Shareholders.

Article 19. Conditions for Conducting a General Meeting of Shareholders

- 1. A General Meeting of Shareholders may proceed when shareholders attending the meeting represent more than fifty percent (50%) of the total voting rights.
- 2. If the first meeting fails to satisfy the quorum requirement specified in Clause 1 of this Article, a second notice of meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second meeting may proceed when shareholders attending represent at least thirty-three percent (33%) of the total voting rights.
- 3. If the second meeting fails to satisfy the quorum requirement specified in Clause 2 of this Article, a third notice of meeting shall be sent within twenty (20) days from the intended date of the second meeting. The third meeting may proceed regardless of the number of voting rights represented by attending shareholders.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company shall conduct shareholder registration procedures and continue registration until all attending shareholders entitled to participate have completed registration, as follows:

a) Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights represented.

The General Meeting of Shareholders shall discuss and vote on each item of the agenda separately. Voting shall be conducted by way of votes in favor, votes against, and abstentions.

At the meeting, ballots approving a resolution shall be collected first, followed by ballots opposing the resolution. The total number of votes in favor and against shall then be counted to determine the outcome. The chairperson shall announce the vote-counting results immediately before the closing of the meeting.

The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote-counting process upon the chairperson's nomination. The number of members of the vote-counting committee shall be determined by the General Meeting of Shareholders based on the chairperson's proposal.

b) A shareholder, an authorized representative of an institutional shareholder, or a proxy arriving after the meeting has commenced shall have the right to register immediately and thereafter participate in and vote at the meeting. The chairperson shall not be required to suspend the meeting to allow late arrivals to register, and the validity of resolutions previously voted upon shall remain unaffected.

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 chairperson of the meeting or authorize another member of the Board of Directors to do so for meetings convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of their members to act as chairperson by majority vote. If no chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting for the purpose of electing a chairperson from among the attendees, and the person receiving the highest number of votes shall act as chairperson;

- b) Except as provided in Point a above, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the chairperson, and the person receiving the highest number of votes shall serve as chairperson of the meeting;
- c) The chairperson shall appoint one or more persons to act as secretary of the meeting;
- d) The General Meeting of Shareholders shall elect one or more persons to serve on the vote-counting committee upon the nomination 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 shall clearly and specifically allocate time for each matter to be discussed.

4. The chairperson of the meeting shall have the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees, including:

- a) Arranging seating at the meeting venue;
- b) Ensuring the safety of all persons present at the meeting venue;
- c) Facilitating shareholders' attendance (or continued attendance) at the meeting.

The convener of the General Meeting of Shareholders shall have full authority to modify the above measures and implement all necessary measures. Such measures may include the issuance of admission passes or the use of other selection methods.

5. The General Meeting of Shareholders shall discuss and vote separately on each item on the agenda. Voting shall be conducted by way of votes in favor, votes against, and abstentions. The vote-counting results shall be announced by the chairperson immediately before the close of the meeting.

6. Any shareholder or proxy arriving after the meeting has commenced may still register and participate in voting immediately upon registration. In such case, the validity of matters previously voted upon shall remain unaffected.

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

- a) To require all attendees to submit to security checks or other lawful and reasonable security measures;
- b) To request competent authorities to maintain order at the meeting; and to remove from the meeting any person who fails to comply with the chairperson's authority, intentionally

disrupts the meeting, obstructs its normal proceedings, or fails to comply with security requirements.

8. The chairperson may adjourn a General Meeting of Shareholders for which the required quorum has been achieved for a period not exceeding three (3) working days from the scheduled opening date and may only adjourn the meeting or change its venue in the following circumstances:

- a) The meeting venue does not have adequate seating capacity for all attendees;
- b) The communication facilities at the venue are insufficient to enable shareholders to participate in discussions and voting;
- c) Persons attending the meeting obstruct or disrupt proceedings, creating a risk that the meeting cannot be conducted fairly and lawfully.

9. If the chairperson adjourns or suspends the General Meeting of Shareholders contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the chairperson and conduct the meeting until its conclusion. All resolutions adopted at such meeting shall remain valid and enforceable.

10. Where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall ensure that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities.

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

1. A resolution on any of the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the meeting, except as otherwise provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Classes of shares and the total number of shares of each class;
- b) Changes to business lines, trades, and business sectors;
- c) Changes to the Company's management and organizational structure;
- d) Investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
- dd) Reorganization or dissolution of the Company.

2. Resolutions on matters other than those specified in Clause 1 of this Article shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending the meeting, except as otherwise provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders approved by shareholders representing one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting or adopting such resolutions fail to comply with the Law on Enterprises or this Charter.

Article 22. Authority and Procedures for Obtaining Written Opinions of Shareholders for Adoption of Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions of shareholders for the adoption of resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors may seek written opinions of shareholders to adopt a resolution of the General Meeting of Shareholders whenever deemed necessary in the interests of the Company, except in the cases specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors shall prepare opinion solicitation ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents relating to the draft resolutions, and send them to all voting shareholders no later than ten (10) days before the deadline for returning the ballots. The requirements and methods for sending ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. An opinion solicitation ballot must contain the following principal contents:
 - a) Name, head office address, and enterprise registration number of the Company;
 - b) Purpose of the solicitation of opinions;
 - c) Full name, contact address, nationality, and legal identification documents of an individual shareholder; name, enterprise registration number or legal documents, and head office address of an institutional shareholder; or full name, contact address, nationality, and legal identification documents of the representative of an institutional shareholder; the number of shares of each class and corresponding voting rights;
 - d) Matters on which opinions are sought for decision-making purposes;
 - dd) Voting options, including approval, disapproval, and abstention for each matter;
 - e) Deadline for returning completed ballots to the Company;

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

4. Shareholders may return completed opinion solicitation ballots to the Company by mail, fax, or email as follows:

a) If sent by mail, the ballot must bear the signature of the individual shareholder or the authorized representative or legal representative of an institutional shareholder. The ballot must be enclosed in a sealed envelope and may not be opened before vote counting;

b) If sent by fax or email, the ballot must remain confidential until the vote-counting time;

c) Ballots received after the deadline specified therein, ballots opened before counting in the case of mailed ballots, or ballots disclosed before counting in the case of faxed or emailed ballots shall be invalid. Ballots not returned shall be deemed non-participating votes.

5. The Board of Directors shall conduct the vote count and prepare a vote-counting record under the supervision of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote-counting record must contain the following principal contents:

a) Name, head office address, and enterprise registration number of the Company;

b) Purpose of the opinion solicitation and matters submitted for approval;

c) Number of shareholders participating and total voting rights represented, specifying valid and invalid votes and the method of submission, together with an appendix listing participating shareholders;

d) Total votes in favor, against, and abstentions for each matter;

dd) Matters approved and the corresponding approval ratios;

e) Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting record and jointly liable for any damages arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

6. The vote-counting record and adopted resolutions must be sent to shareholders within fifteen (15) days from the completion of vote counting. Such delivery may be replaced by publication on the Company's website within twenty-four (24) hours after completion of vote counting.

7. Completed opinion solicitation ballots, vote-counting records, adopted resolutions, and all documents accompanying the opinion solicitation ballots shall be retained at the Company's head office.

8. A resolution adopted through written consultation of shareholders shall be valid if approved by shareholders representing more than 50% of the total voting rights of all voting shareholders, and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

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

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

- a) Name, head office address, and enterprise registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full name of the chairperson and the secretary;
- dd) Summary of the meeting proceedings and shareholders' comments on each agenda item;
- e) Number of shareholders and total voting rights of attending shareholders; appendix of registered attending shareholders and representatives, including corresponding shares and voting rights;
- g) Total votes for each matter, clearly stating voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentages of total voting rights of attending shareholders;
- h) Matters approved and corresponding approval ratios;
- i) Full names and signatures of the chairperson and secretary. In case the chairperson and/or secretary refuse to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents under this Clause. The minutes must clearly state such refusal to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting, or other signatories to the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes.

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

4. Resolutions, minutes of the General Meeting of Shareholders, appendices of the list of attending shareholders with signatures, proxy forms, all attached documents to the minutes (if any), and related documents attached to the meeting invitation shall be disclosed in accordance with securities disclosure regulations and shall be stored at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders
Within 90 days from the date of receipt of a resolution, minutes of the General Meeting of Shareholders, or vote-counting results of written shareholder consultation, shareholders or shareholder groups specified in Clause 2, Article 115 of the Law on Enterprises may request a Court or Arbitration Tribunal to review and annul all or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and adopting the resolution seriously violate the Law on Enterprises and the Company Charter, except as provided in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information regarding such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may review them before voting. Candidates for the Board of Directors must provide written commitments regarding the truthfulness and accuracy of their personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected. Disclosed information includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including board positions in other companies);
- dd) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as required by the Company Charter;

g) Public companies shall disclose information on companies where the candidate holds Board or management positions and related interests (if any).

2. Shareholders or shareholder groups holding from 10% to less than 20% of total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 50% may nominate up to three (03) candidates; and from 50% or more may nominate up to five (05) candidates.

3. If the number of nominated and self-nominated candidates is still insufficient to meet the required number under Clause 5, Article 115 of the Law on Enterprises, the current Board of Directors may introduce additional candidates or organize nomination in accordance with the Company Charter, internal governance regulations, and Board regulations. Such additional nominations must be clearly disclosed prior to the voting at the General Meeting of Shareholders.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company Charter.

Article 26. Composition and Term of Office of Board Members

1. The Board of Directors shall consist of five (05) members.

2. The term of office of a Board member is five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent Board member of a company for no more than two (02) consecutive terms. Where all Board members simultaneously end their term, they shall continue to serve until new members are elected to replace and assume their duties.

3. The structure of the Board of Directors:

At least one-third (1/3) of the Board members must be non-executive members. The Company shall minimize executive Board members to ensure independence.

The number of independent Board members shall be as follows:

- a) At least one (01) independent member if the Board has 3–5 members;
- b) At least two (02) independent members if the Board has 6–8 members;
- c) At least three (03) independent members if the Board has 9–11 members.

4. A Board member shall cease to hold office if removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. Appointment of Board members must be disclosed in accordance with securities disclosure regulations.

6. Board members are not required to be shareholders of the Company.

Article 27. Powers and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority to act on behalf of the Company to decide and implement all rights and obligations of the Company, except for matters within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are defined by law, this Charter, and resolutions of the General Meeting of Shareholders, including:

- a) Deciding on the Company's medium-term development strategy, plans, and annual business plan;
- b) Proposing types and total number of shares authorized for issuance of each class;
- c) Deciding on the sale of unissued shares within the authorized amount; deciding on capital raising in other forms;
- d) Determining the issuance price of shares and bonds of the Company;
- d) Decide on share buybacks in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) Decide on investment plans and investment projects within its competence and limits as prescribed by law;
- g) Decide on solutions for market development, marketing, and technology;
- h) Approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total assets recorded in the Company's most recent financial statements, and contracts or transactions falling under the authority of the General Meeting of Shareholders as provided in Point (d), Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, sign, and terminate contracts with the Director (General Director) and other key managers as specified in the Company's Charter; decide on salaries, remuneration, bonuses, and other benefits for such managers; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies, and determine their remuneration and benefits;
- k) Supervise and direct the Director (General Director) and other managers in the daily operation of the Company;
- l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and on capital contribution or share acquisition in other enterprises;

- m) Approve the agenda and meeting materials for the General Meeting of Shareholders, and convene the General Meeting of Shareholders or collect written opinions for adoption of resolutions;
- n) Submit the annual audited financial statements to the General Meeting of Shareholders;
- o) Propose dividend levels; decide on dividend payment timing and procedures or on handling losses arising in business operations;
- p) Propose corporate restructuring, dissolution, or request bankruptcy of the Company;
- q) Issue the Rules of Procedure of the Board of Directors, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; issue the Rules of Procedure of the Audit Committee under the Board of Directors and the Company's information disclosure regulations;
- r) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.

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

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

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 perform their duties and the daily rate of remuneration. The Board of Directors shall determine the remuneration level for each member on a unanimous basis. The total remuneration and bonus package of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Board member shall be accounted as operating expenses 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 those serving on Board committees, or performing duties beyond the normal scope of a Board member may receive

additional remuneration in the form of lump-sum payments per engagement, 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 reasonable travel, accommodation, meals, and other necessary expenses incurred in performing their duties, including attendance at meetings of the General Meeting of Shareholders, the Board of Directors, or Board committees.

6. Members of the Board of Directors may be insured under liability insurance policies purchased by the Company with the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

Article 29. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors must not concurrently serve as the Director (General Director).

3. The Chairperson of the Board of Directors has the following rights and duties:

- a) To establish the working programs and plans of the Board of Directors;
- b) To prepare agendas, contents, and materials 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) Other rights and duties in accordance with the Law on Enterprises and the Company's Charter.

4. In case the Chairperson submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of such resignation or dismissal/removal decision.

5. Where the Chairperson is absent or unable to perform his/her duties, he/she shall authorize another member in writing to exercise the rights and duties of the Chairperson in accordance with the Company's Charter. If no authorized person is available, or if the Chairperson dies, is missing, detained, serving a prison sentence, subject to compulsory rehabilitation or education measures, absent from residence, has limited or lost legal capacity, has difficulties in cognition or behavior control, is prohibited by a court from holding office or practicing,

or is otherwise unable to act, the remaining members shall elect one member to act as Chairperson by majority vote until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board within 07 working days from the end of the election of that Board. This meeting shall be convened and chaired by the member with the highest number or highest percentage of votes. Where there are multiple members with equal highest votes, the members shall elect one person by majority vote to convene the meeting.

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

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

- a) At the request of the Supervisory Board or an independent Board member;
- b) At the request of the Director (General Director) or at least five other managers;
- c) At the request of at least two Board members;
- d) Other cases as provided in the Company's Charter.

4. Such requests must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors.

5. The Chairperson must convene the meeting within 07 working days from receipt of the request. If failing to do so, the Chairperson shall be liable for damages; the requesting party has the right to convene the meeting in substitution.

6. Meeting invitations must be sent at least 03 working days prior to the meeting, specifying time, location, agenda, and issues for discussion and decision, together with relevant documents and voting ballots.

(...continued similarly for remaining clauses...)

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees responsible for development policy, personnel, remuneration, internal audit, and risk management. Each committee shall have at least three members, including Board members and external members. The majority of members should be independent or non-executive members, and one shall be appointed as Chairperson of the committee. Committee resolutions are valid when approved by a majority of attending members.

2. Implementation of decisions of the Board of Directors or its committees must comply with applicable laws, the Company's Charter, and internal governance regulations.

Article 32. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one person responsible for corporate governance to support governance activities. This person may also serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not simultaneously work for the audit organization currently auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and duties:
Below is a **faithful English legal translation** of your provided text:

a) Advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and matters relating to the relationship between the Company and shareholders;

b) Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c) Provide advice on meeting procedures;

d) Attend meetings;

d) Advise on procedures for drafting resolutions of the Board of Directors in accordance with applicable laws;

e) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Supervisory Board;

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

h) Act as a focal point of contact with relevant stakeholders;

i) Maintain confidentiality of information in accordance with laws and the Company's Charter;

k) Other rights and obligations as prescribed by law and the Company's Charter.

VIII. DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVES

Article 33. Organizational Structure

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have a Director (General Director), Deputy Directors (Deputy General Directors), Chief Accountant, and other managerial positions appointed by the Board of Directors. The

appointment, dismissal, and removal of the above positions must be approved by a resolution or decision of the Board of Directors.

Article 34. Company Executives

1. Company executives include the Director (General Director), Deputy Director (Deputy General Director), and Chief Accountant.
2. Upon the proposal of the Director (General Director) and with approval of the Board of Directors, the Company may employ other executives with quantities and qualifications suitable to the Company's organizational structure and management regulations as prescribed by the Board of Directors. Company executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.
3. The Director (General Director) is entitled to salary and bonuses. The salary and bonuses of the Director (General Director) shall be determined by the Board of Directors.
4. The remuneration of executives shall be accounted for as business expenses 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.

Article 35. Appointment, Dismissal, Duties and Powers of the Director (General Director)

1. The Board of Directors shall appoint one member of the Board or hire another person to serve as Director (General Director).
2. The Director (General Director) is the person responsible for the Company's daily business operations, subject to supervision by the Board of Directors, and is legally responsible to the Board of Directors and to the law for the performance of assigned rights and obligations.
3. The term of office of the Director (General Director) shall not exceed 05 years and may be reappointed for an unlimited number of terms. The Director (General Director) must meet the standards and conditions prescribed by law and the Company's Charter.
4. The Director (General Director) has the following rights and obligations:
 - a) Decide on matters relating to the Company's daily business operations that are not within the authority of the Board of Directors;

- b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the Company's business plan and investment plans;
 - d) Propose organizational structure plans and internal management regulations of the Company;
 - đ) Appoint, dismiss, and remove managerial positions within the Company, except for those under the authority of the Board of Directors;
 - e) Decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the Director (General Director);
 - g) Recruit employees;
 - h) Propose dividend payment plans or solutions for handling business losses;
 - i) Other rights and obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the Director (General Director) if a majority of attending voting members of the Board approve and appoint a replacement Director (General Director).

IX. SUPERVISORY BOARD OR AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Where the Company operates under the model specified in Point a, Clause 1, Article 137 of the Law on Enterprises, the Company shall establish a Supervisory Board in accordance with the Law on Enterprises, Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of provisions of the Law on Securities, and Articles 36 to 41 of this Charter.

Article 36. Nomination and Candidacy of Supervisory Board Members (Controllors)

1. The nomination and candidacy of Supervisory Board members shall be conducted similarly to the provisions in Clauses 1 and 2 of Article 25 of this Charter.
2. If the number of candidates nominated or self-nominated for the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter, internal corporate governance regulations, and the Supervisory Board's operating regulations. Any additional nomination must be clearly disclosed before the General Meeting of

Shareholders votes on the election of Supervisory Board members in accordance with law.

Article 37. Composition of the Supervisory Board

1. The Supervisory Board of the Company consists of 03 members. The term of office is 05 years and members may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the conditions prescribed in Article 169 of the Law on Enterprises and must not:
 - a) Work in the accounting or finance department of the Company;
 - b) Be a member or employee of the independent auditing firm that audited the Company's financial statements within the preceding 03 years.
3. Members of the Supervisory Board shall be dismissed in the following cases:
 - a) No longer meeting eligibility requirements;
 - b) Voluntary resignation accepted by the Company;
 - c) Other cases as prescribed in this Charter.
4. Members of the Supervisory Board shall be removed in the following cases:
 - a) Failure to complete assigned duties;
 - b) Failure to perform duties for 06 consecutive months, except in force majeure cases;
 - c) Repeated or serious violations of obligations under the Law on Enterprises and this Charter;
 - d) Other cases as decided by the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; election, dismissal, and removal are decided by majority vote. More than half of Supervisory Board members must reside in Vietnam. The Head must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or a related field.
2. Rights and obligations of the Head of the Supervisory Board:
 - a) Convene meetings of the Supervisory Board;
 - b) Request the Board of Directors, Director (General Director), and other executives to provide relevant information for reporting to the Supervisory Board;
 - c) Prepare and sign reports of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and Obligations of the Supervisory Board

The Supervisory Board has rights and obligations under Article 170 of the Law on Enterprises and the following:

1. Propose and recommend to the General Meeting of Shareholders the list of approved auditing firms to audit the Company's financial statements; decide on the selection of approved auditing firms to inspect the Company's operations and dismiss auditors when necessary.
2. Be responsible to shareholders for its supervisory activities.
3. Supervise the Company's financial condition and compliance with laws by members of the Board of Directors, the Director (General Director), and other managers.
4. Ensure coordination with the Board of Directors, the Director (General Director), and shareholders.
5. If detecting violations of law or the Company's Charter by members of the Board of Directors, the Director (General Director), or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request cessation of violations, and require corrective measures.
6. Develop the Supervisory Board's operating regulations and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020.
8. Have the right to access the Company's documents and records stored at the head office, branches, and other locations, and to visit workplaces of managers and employees during working hours.
9. Have the right to request the Board of Directors, its members, the Director (General Director), and other managers to provide complete, accurate, and timely information and documents regarding management and business operations.
10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice per year, with at least two-thirds of members attending. Meeting minutes must be prepared clearly and in detail, and signed by the minute taker and attending members. Minutes must be retained to determine the responsibilities of each member.

2. The Supervisory Board has the right to request members of the Board of Directors, the Director (General Director), and representatives of the approved auditing firm to attend meetings and clarify relevant issues.

Article 41. Salary, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members

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

Here is the English translation of your text:

1. Members of the Supervisory Board shall receive salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and independent advisory services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with tax laws on corporate income tax and other relevant legal provisions, and shall be presented as a separate item in the Company's annual financial statements.

Where the company operates under the model specified in Point b, Clause 1, Article 137 of the Law on Enterprises, the Company shall establish an Audit Committee in accordance with the Law on Enterprises, Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing certain provisions of the Law on Securities, and Articles 42 to 46 of this Charter.

Article 42. Nomination and appointment of Audit Committee members

1. The Chairperson and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be executive officers of the Company.
2. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

Article 43. Composition of the Audit Committee

1. The Audit Committee shall consist of at least two (02) members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other members must be non-executive members of the Board of Directors.

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

a) Working in the Company's accounting or finance department;

b) Being a member or employee of the independent audit firm that has audited the Company's financial statements within the last three (03) consecutive years.

3. The Chairperson of the Audit Committee must hold at least a bachelor's degree in economics, finance, accounting, auditing, law, or business administration.

Article 44. Rights and obligations of the Audit Committee

The Audit Committee shall have the rights and obligations as provided under Article 161 of the Law on Enterprises, the Company Charter, and the following rights and obligations:

1. To access documents related to the Company's operations and to exchange information with other members of the Board of Directors, the General Director (CEO), the Chief Accountant, and other managers to serve the Committee's activities.

2. To request representatives of the approved audit firm to attend meetings and explain issues related to audited financial statements at Audit Committee meetings.

3. To use external legal, accounting, or other consulting services when necessary.

4. To develop and submit to the Board of Directors risk identification and risk management policies; to propose solutions for handling risks arising in the Company's operations.

5. To prepare written reports to the Board of Directors upon detecting that members of the Board of Directors, the General Director (CEO), or other managers have not properly fulfilled their responsibilities in accordance with the Law on Enterprises and the Company Charter.

6. To develop the Audit Committee's working regulations and submit them to the Board of Directors for approval.

Article 45. Meetings of the Audit Committee

1. The Audit Committee must meet at least twice a year. Meeting minutes must be prepared in detail, clearly recorded, and properly retained. The minute taker and attending members must sign the meeting minutes.

2. The Audit Committee shall adopt resolutions by voting at meetings, written consultation, or other forms specified in the Company Charter or its internal regulations. Each member has one vote. A resolution is passed if approved by a majority of attending members; in case of a tie, the decision shall follow the opinion of the Chairperson of the Audit Committee.

Article 46. Report on activities of independent Board members in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors serving on the Audit Committee are responsible for reporting their activities at the Annual General Meeting of Shareholders.

2. The report shall include the following contents:

a) Remuneration, operating expenses, and other benefits of the Audit Committee and each of its members in accordance with the Law on Enterprises and the Company Charter;

b) Summary of Audit Committee meetings and its conclusions and recommendations;

c) Results of supervision of financial statements, operational situation, and financial condition of the Company;

d) Assessment of transactions between the Company (including subsidiaries or companies controlled by more than 50% of charter capital) and members of the Board of Directors, the General Director (CEO), other managers, and related persons; as well as transactions involving companies where such persons are founders or managers within the last three (03) years prior to the transaction;

e) Evaluation results of the internal control and risk management system of the Company;

f) Supervision results regarding the Board of Directors, the General Director (CEO), and other managers of the Company.

g) Results of the evaluation of the coordination between the Audit Committee, the Board of Directors, the General Director (CEO), and shareholders.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVE PERSONNEL

Members of the Board of Directors, members of the Supervisory Board, the Director (General Director), and other executives are responsible for performing their duties, including duties as members of Board committees, honestly and prudently in the interests of the Company.

Article 47. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the Director (General Director), and other managers must disclose relevant interests in accordance with the Law on Enterprises and relevant legal regulations.
2. These individuals and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. They must notify in writing the Board of Directors and the Supervisory Board of transactions between the Company (or its subsidiaries or companies controlled over 50% of charter capital) and themselves or their related persons. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose such resolutions in accordance with securities disclosure laws.
4. A Board member shall not vote on transactions in which they or their related persons have interests.
5. They and their related persons must not use or disclose insider information for personal transactions.
6. Transactions between the Company and these persons (or related persons) are not void if:
 - a) Transactions valued at $\leq 35\%$ of total assets are approved by disinterested Board members;
 - b) Transactions $> 35\%$ of total assets are approved by the General Meeting of Shareholders.

Article 48. Liability for damage and compensation

1. Persons who violate duties of honesty and prudence shall be liable for damages caused.
2. The Company shall indemnify individuals who are or were involved in legal proceedings if they acted in good faith and in the Company's interest.
3. Indemnifiable expenses include judgments, fines, settlements, and legal fees. The Company may purchase liability insurance for such individuals.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 49. Right to inspect records

1. Shareholders have the right to inspect:
 - a) Shareholder register, Charter, minutes and resolutions of the General Meeting of Shareholders;

- b) Shareholders holding $\geq 5\%$ of shares may inspect Board minutes, financial statements, Supervisory Board reports, contracts, and other documents (excluding trade secrets).
2. Authorized representatives must present valid authorization documents.
 3. Board members, Supervisory Board members, and executives may inspect records for work purposes while ensuring confidentiality.
 4. The Company must retain corporate documents as required by law at its headquarters or other notified locations.
 5. The Company Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 50. Employees and trade union

1. The Director (General Director) shall prepare plans for Board approval regarding recruitment, termination, salary, insurance, welfare, rewards, and discipline.
2. The Director shall also prepare plans regarding relations with trade unions in accordance with best governance practices and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 51. Profit distribution

1. The General Meeting of Shareholders decides dividend payment annually.
2. The Company does not pay interest on dividends.
3. The Board may propose dividends in cash or shares.
4. Cash dividends are paid in Vietnamese Dong via bank transfer or directly; the Company is not liable once payment is properly transferred.
5. The Board determines the record date for dividend entitlement.
6. Other profit distribution matters follow the law.

XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING REGIME

Article 52. Bank accounts

(Company may open accounts in Vietnam or abroad with approval; all transactions are conducted via these accounts.)

Article 53. Financial year

Financial year is from 01 January to 31 December.

Article 54. Accounting regime

1. Vietnamese Accounting Standards (VAS) or approved system.
2. Records must be accurate and in Vietnamese.

3. Accounting currency is VND or approved foreign currency.

XV. FINANCIAL REPORTS, ANNUAL REPORTS, DISCLOSURE

Article 55. Financial statements

1. Annual financial statements must be audited and disclosed.
2. Must reflect true financial position.
3. Semi-annual reviewed and quarterly reports required.

Article 56. Annual report

Must comply with securities laws.

XVI. COMPANY AUDIT

Article 57. Audit

1. General Meeting appoints or authorizes selection of independent auditor.
2. Audit reports attached to financial statements.
3. Auditors may attend General Meetings and speak on audit matters.

XVII. COMPANY SEAL

Article 58. Seal

1. Includes physical seal or digital signature.
2. Board decides seal format and use.
3. Seal managed by Board/Director.

XVIII. COMPANY DISSOLUTION

Article 59. Dissolution cases

Includes expiry, shareholder resolution, revocation of enterprise license, etc.

Article 60. Extension

Requires $\geq 65\%$ approval of voting shares.

Article 61. Liquidation

Liquidation committee formed; assets distributed in legal order (costs, employees, taxes, debts, remaining to shareholders).

XIX. INTERNAL DISPUTE RESOLUTION

Article 62. Disputes

1. Disputes resolved through negotiation/mediation first.
2. If unsuccessful within 6 weeks, may proceed to arbitration or court.
3. Parties bear their own mediation costs unless court decides otherwise.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 63. Company Charter

1. Any amendment or supplementation to this Charter shall be reviewed and decided by the General Meeting of Shareholders.
2. In cases where applicable laws contain provisions related to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall prevail and govern the Company's operations accordingly.

XXI. EFFECTIVE DATE

Article 64. Effective Date

1. This Charter consists of 21 sections and 64 articles, and was unanimously approved by the General Meeting of Shareholders of Nui Nho Stone Joint Stock Company on April 17, 2026 at the 2026 Annual General Meeting of Shareholders, and the entire contents of this Charter were also approved to take full legal effect.
2. This Charter is made in 10 copies of equal validity and shall be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter are valid only when signed by the Chairman of the Board of Directors or by at least one-half of the total members of the Board of Directors.

Tân Đông Hiệp, 17 June 2026
Authorized Legal Representative
Director of the Company



PHAM THANH LIEM