

CÔNG TY CỔ PHẦN
ĐẦU TƯ LDG
LDG Investment
Joint Stock Company

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Số: 97 /2026/CV-LDG
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Đồng Nai, ngày 26 tháng 06 năm 2026
Dongnai, June 26, 2026

CÔNG BỐ THÔNG TIN **INFORMATION DISCLOSURE**

Kính gửi : Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh.
To : The Ho Chi Minh Stock Exchange.

- Tên tổ chức : Công ty Cổ phần Đầu tư LDG
Name of organization : LDG Investment Joint Stock Company

Mã chứng khoán/Stock code : LDG

Địa chỉ : Lô E9, Đường D2, Khu Dân cư – Dịch vụ Giang Điền (Khu A), Phường Trảng Bom, Thành phố Đồng Nai, Việt Nam.
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Email: welcome@ldginvestment.vn
- Nội dung công bố thông tin / *Contents of disclosure*:

 - Biên bản họp Đại hội đồng cổ đông số 03/2026/BB-ĐHĐCĐ;
The Minutes of the 2026 Annual General Meeting of Shareholders No. 03/2026/BB-ĐHĐCĐ;
 - Nghị quyết Đại hội đồng cổ đông số 01/2026/NQ-ĐHĐCĐ và số 02/2026/NQ-ĐHĐCĐ;
The Resolutions of the 2026 Annual General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ and No. 02/2026/NQ-ĐHĐCĐ;
 - Điều lệ công ty.
Company Charter.
- Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 26 / 06 /2026 tại đường dẫn www.ldginvestment.vn tại mục Quan hệ cổ đông/Đại hội cổ đông và mục Quan hệ cổ đông/Điều lệ - Quy Chế

This information was published on the Company's website on ...June 26....., 2026, as in the link www.ldginvestment.vn under the sections Investor Relation/General Meeting of Shareholders and Investor Relation/Charter & Regulations.

Chúng tôi xin cam kết các thông tin trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Trân trọng./.

Sincerely./.

Nơi nhận/ Recipients:

- Như trên/ Hereinabove;
- Lưu P.HC-NS/ Archive: HR Dept.

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CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ

CHAIRMAN OF THE BOARD



NGÔ VĂN MINH

LDG

CHARTER OF LDG INVESTMENT JOINT STOCK COMPANY

06/2026

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PREAMBLE

This Charter is adopted pursuant to the Resolution of the General Meeting of Shareholders at the meeting held on June 25, 2026.

I. DEFINITIONS

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 incorporation of the Company and as stipulated in Article 6 of this Charter;
 - b. Voting capital means share capital whereby the holder may vote on matters under the decision-making authority of the General Meeting of Shareholders.
 - c. "Law on Enterprises" means Law No. 59/2020/QH14 dated June 17, 2020, the Law Amending and Supplementing on Enterprises No. 76/2025/QH15 dated 17 June 2025, and any amendments or supplements thereto from time to time;
 - d. "Law on Securities" means Law No. 54/2019/QH14 dated November 26, 2019, and any amendments and supplements thereto from time to time.
 - e. "Date of incorporation" means the date on which the Company is first issued with the Business Registration Certificate;
 - f. "Corporate managers" means the Chairman of the Board of Directors, the Board of Directors, the General Director, and other individuals holding managerial positions in accordance with the Company's internal regulations;
 - g. "Executive officers" means the General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, and other executive officers in accordance with the Company's internal regulations.
 - h. "Related person" means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
 - i. "Shareholder" means an individual or organization that owns at least one share of the Company;
 - j. "Major shareholder" means a shareholder that owns at least 05% of the Company's voting shares;
 - k. "Term of operation" means the duration of the Company's operation as stipulated in Article 2 of this Charter;
 - l. "Viet Nam" means the Socialist Republic of Viet Nam.
2. In this Charter, references to any provision or document shall include any amendments thereto or documents replacing the same.
3. Headings (chapters and articles of this Charter) are used for convenience of reference only and shall not affect the interpretation or construction of this Charter.

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

Article 2. Name, legal form, head office, branches, representative offices and term of operation of the Company

1. Company name
 - Company name in Vietnamese: **CÔNG TY CỔ PHẦN ĐẦU TƯ LDG**
 - Company name in English: **LDG INVESTMENT JOINT STOCK COMPANY**
 - Abbreviation: **LDG**
2. The Company is a joint stock company with legal status in accordance with the applicable laws of Viet Nam.
3. The registered office of the Company is:
 - Head office address: Lot E9, D2 Road, Giang Dien Residential – Service Area (Area A), Trang Bom Ward, Dong Nai City, Viet Nam.
 - Telephone: 0251 8966666
 - Fax: 0251 8966668
 - E-mail: Welcome@ldggroup.vn
 - Website: www.ldggroup.com.vn
4. The Company may establish branches and representative offices in the jurisdictions where the Company may operate to carry out its operational objectives in accordance with the resolutions of the Board of Directors and within the scope permitted by law.
5. Unless terminated in accordance with Article 53, the term of operation of the Company shall commence from the date of incorporation and be indefinite.

Article 3. Legal representatives of the Company

The Chairman of the Board of Directors and the General Director are the legal representatives of the Company.

The specific rights and obligations of each legal representative shall be determined by the Board of Directors.

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS

Article 4. Objectives of the Company's operations

1. Business lines of the Company:

No.	Business line	Code
1.	Real estate business, land use rights owned, used or leased by the Company. Details: Real estate business (to be conducted only upon satisfaction	6810 (Main)

No.	Business line	Code
	of all business conditions as prescribed by law). (Excluding investment in the construction of cemetery and graveyard infrastructure for the transfer of land use rights together with infrastructure).	
2.	Wholesale of construction materials and other installations for construction (in respect of construction materials, with no storage of goods at the head office)	4673
3.	Cultivation of fruit trees (no cultivation activities conducted at the head office)	0121
4.	Tea cultivation (no cultivation activities conducted at the head office)	0127
5.	Tour operation services (to be conducted only upon satisfaction of all business conditions as prescribed by law) (Excluding travel agency services, except for international travel services serving international tourists inbound to Viet Nam)	7912
6.	Real estate intermediary services (to be conducted only upon satisfaction of all business conditions as prescribed by law)	6821
7.	Other real estate activities on a fee or contract basis (to be conducted only upon satisfaction of all business conditions as prescribed by law)	6829
8.	Site preparation (excluding blasting services)	4312
9.	Pepper cultivation (no cultivation activities conducted at the head office)	0124
10.	Cultivation of other annual crops (no cultivation activities conducted at the head office)	0119
11.	Cashew cultivation (no cultivation activities conducted at the head office)	0123
12.	Rubber cultivation (no cultivation activities conducted at the head office)	0125
13.	Coffee cultivation (no cultivation activities conducted at the head office)	0126
14.	Cultivation of other perennials Details: Ornamental plant cultivation (no cultivation activities conducted at the head office)	0129
15.	Travel agency	7911

No.	Business line	Code
	(to be conducted only upon satisfaction of all business conditions as prescribed by law)	
16.	Demolition	4311
17.	Electrical installation (excluding machining, waste recycling, and electroplating at the head office)	4321
18.	Other construction installation (excluding machining, waste recycling, and electroplating at the head office)	4329
19.	Building completion and finishing	4330
20.	Other specialized construction activities	4390
21.	Hotels and similar accommodation (to be conducted only upon satisfaction of all business conditions as prescribed by law)	5510
22.	Other short-term accommodation services (to be conducted only upon satisfaction of all business conditions as prescribed by law)	5520
23.	Architectural and related technical consultancy, including: - Consultancy and supervision of construction works and completion and installation of construction equipment for civil and industrial buildings; - Consultancy and supervision of electrical installation works and electrical installations for civil and industrial buildings; - Consultancy in construction project management. (to be conducted only upon satisfaction of all business conditions as prescribed by law) <i>(Excluding services related to topographical surveys, engineering geological surveys, hydrogeological surveys, environmental surveys, and technical surveys serving urban - rural development planning or sectoral development planning.)</i>	7110
24.	Manufacture of metal components (No manufacturing activities shall be conducted at the Company's head office; such activities shall only be carried out with the investment policy approval from the competent authorities and upon full satisfaction of all conditions prescribed by applicable laws.)	2511
25.	Machining; treatment and coating of metals Details: Machining (excluding electroplating, metal spraying, metal polishing, and powder coating). No machining activities shall be conducted at the Company's head office; such activities shall only be carried out with the investment policy approval from the competent	2592

No.	Business line	Code
	authorities and upon full satisfaction of all conditions prescribed by applicable laws.	
26.	Road freight transport (to be conducted only upon satisfaction of all business conditions as prescribed by law)	4933
27.	Wholesale of machinery, equipment and other spare parts Details: Wholesale of mining and construction machinery, equipment and spare parts.	4659
28.	General cleaning of buildings	8121
29.	Landscape services	8130
30.	Cutting, shaping and finishing of stone (Such activities shall not be conducted at the Company's head office and shall be only carried out with the investment policy approval from the competent authorities and upon full satisfaction of all conditions prescribed by applicable laws)	2396
31.	Rental of motor vehicles (to be conducted only upon satisfaction of all business conditions as prescribed by law)	7710
32.	Cultivation of vegetables, legumes and flowers (no cultivation activities conducted at the head office)	0118
33.	Construction of residential buildings	4101
34.	Construction of hydraulic structures (excluding construction and operation of multipurpose hydropower plants and nuclear power plants of special importance to socio-economic development)	4291
35.	Construction of non-residential buildings	4102
36.	Construction of mining facilities	4292
37.	Construction of processing and manufacturing facilities	4293
38.	Construction of power facilities (excluding construction and operation of multipurpose hydropower plants and nuclear power plants of special importance to socio-economic development)	4221
39.	Construction of water supply and drainage works	4222
40.	Construction of telecommunications and communication works	4223
41.	Construction of road works	4212

No.	Business line	Code
42.	Construction of other civil engineering works	4299
43.	Other cleaning services	8129
44.	Intermediary services for accommodation activities (to be conducted only upon satisfaction of all business conditions as prescribed by law)	5530
45.	Installation of water supply and drainage systems, heating and air-conditioning systems (excluding machining, waste recycling, and electroplating at the head office)	4322
46.	Agency, brokerage and auction of goods Details: Agency and brokerage services (excluding securities brokerage, insurance brokerage, real estate brokerage, overseas labour brokerage and marriage brokerage involving foreign elements).	4610
47.	Construction of other public utility works	4229
48.	Rental of machinery, equipment and other tangible goods without operator Details: Rental of construction machinery and equipment (to be conducted only upon satisfaction of all business conditions as prescribed by law).	7730
49.	Other travel related activities (to be conducted only upon satisfaction of all business conditions as prescribed by law)	

2. Operational objectives of the Company

The Company is established to mobilize and efficiently utilize capital to develop its business and services for maximum profitability; create stable jobs, improve working conditions and enhance the living standards of the Company's employees; ensure the interests of shareholders; and fully perform its obligations to the State budget.

Article 5. Scope of business and operations

1. The Company may formulate plans and carry out all businesses in accordance with its registered business lines as published on the National Business Registration Portal and as provided for in this Charter, in compliance with applicable laws, and implement appropriate measures to achieve the Company's objectives.
2. The Company may carry on business in other industries and business lines as permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares and founding shareholders

1. The Company's charter capital is **VND 2,569,725,850,000** (in words: *Two trillion five hundred sixty-nine billion seven hundred twenty-five million eight hundred fifty thousand Vietnamese dong*).

The Company's total charter capital is divided into 256,972,585 shares, with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with the laws.
3. As of the adoption date of this Charter, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in Articles 11 and 12 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the laws.
5. Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise determined by the General Meeting of Shareholders. Any shares not subscribed for by shareholders shall be disposed of as determined by the Board of Directors. The Board of Directors may allocate such shares to shareholders or other persons on terms and conditions that are not more favourable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise prescribed by law on securities.
6. The Company may repurchase shares previously issued by the Company using the methods provided for in this Charter and applicable laws. Shares repurchased by the Company shall constitute treasury shares, and the Board of Directors may offer such shares in accordance with the Law on Securities, relevant guiding documents, and the provisions of this Charter.
7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with the laws.

Article 7. Share certificate

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share certificate means a type of security that certifies the lawful rights and interests of its holder in a portion of the Company's share capital. A share certificate shall contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 05 days from the submission of a complete application for the transfer of share ownership as stipulated by the Company, or within two months (or such other period as stipulated in the terms of issuance) from the date of full payment for the shares as required in the Company's share issuance plan, the holder of such shares shall be issued a share certificate. The holder of shares shall not be required to pay the Company any costs for the printing of share certificates.

4. Where a share certificate is lost, damaged, or otherwise destroyed, the holder of such share certificate may request the issuance of a new share certificate, provided that evidence of share ownership is provided and all related costs are paid to the Company.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares may be transferred freely, unless otherwise provided by this Charter and law. Shares that are listed or registered for trading on a stock exchange shall be transferable in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid shall not be transferable and shall not be entitled to the associated rights and benefits, including the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to subscribe for newly offered shares, and other rights as provided by law.

V. ORGANIZATIONAL STRUCTURE AND MANAGEMENT

Article 10. Organizational structure and management

The organizational structure and management of the Company includes:

1. General Meeting of Shareholders;
2. The Board of Directors and the Audit Committee under the Board of Directors;
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and class of shares they hold. Shareholders shall be liable for the debts and other property obligations of the Company only to the extent of the capital amount they have contributed to the Company.
2. Ordinary shareholders have the following rights:
 - a. Ordinary shareholders may attend and speak at meetings of the General Meeting of Shareholders and exercise the voting rights in person, by proxy or by remote voting;
 - b. Ordinary shareholders may receive dividends at the rate determined by the General Meeting of Shareholders;
 - c. Ordinary shareholders may freely transfer their shares to other persons, except as provided in Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of applicable laws;
 - d. Ordinary shareholders may have pre-emptive rights when buying new shares in proportion to their ownership of ordinary shares in the Company;

- e. Ordinary shareholders may inspect, look up, extract and reproduce the names and contact addresses of shareholders in the list of shareholders entitled to attend meetings of the General Meeting of Shareholders; and request the correction of inaccurate information or the supplementation of necessary information relating to themselves in the list of shareholders entitled to attend meetings of the General Meeting of Shareholders.
 - f. Ordinary shareholders may review, look up, extract or reproduce the Charter of the Company, minutes of meetings of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders;
 - g. In the event of dissolution or bankruptcy of the Company, ordinary shareholders may receive a portion of the remaining assets in proportion to their ownership of shares in the Company after the Company has settled all debts (including obligations to the State, taxes and fees) and has made payments to shareholders holding other classes of shares of the Company in accordance with the laws;
 - h. Ordinary shareholders may request the Company to repurchase their shares in the cases provided for in Article 132 of the Law on Enterprises;
 - i. Ordinary shareholders may exercise other rights as provided by law and this Charter.
3. A shareholder or a group of shareholders holding at least 05% of the total ordinary shares shall have the following rights:
- a. Nominate candidates for the Board of Directors in accordance with the relevant provisions set out in Clause 2, Article 24 of this Charter;
 - b. Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions set out in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - c. Inspect and obtain copies or extracts of the list of shareholders entitled to attend and vote at meetings of the General Meeting of Shareholders;
 - d. Review, inspect, extract and obtain copies of minutes books and resolutions or decisions of the Board of Directors, interim and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets;
 - e. Exercise other rights as provided by law and this Charter.

Article 12. Obligations of shareholders

Ordinary shareholders shall have the following obligations:

1. Ordinary shareholders shall not withdraw their capital contribution in the form of ordinary shares from the Company in any way unless such shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of its paid-in capital in contravention of this clause, such shareholder and any person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of withdrawn shares and any damages arising therefrom. Ordinary shareholders shall comply with this Charter and the Company's internal regulations on

corporate governance, and observe resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. Ordinary shareholders shall attend meetings of the General Meeting of Shareholders and exercise voting rights in the following forms:
 - a. Attending and voting at such meetings in person;
 - b. Attending and voting at such meetings by proxy;
 - c. Attending and voting via online meetings, electronic voting or other electronic means;
 - d. Sending votes to the meetings by mail, fax or email.
3. Ordinary shareholders shall make full and timely payment for their subscribed shares.
4. Ordinary shareholders shall provide accurate addresses when subscribing for shares.
5. Ordinary shareholders shall keep confidential any information provided by the Company in accordance with the Charter and the laws; only use the information as provided to exercise and protect their lawful rights and interests; shall not disseminate, copy or send such information to any other organization or individual.
6. Ordinary shareholders shall fulfil other obligations in accordance with applicable laws.
7. Ordinary shareholders shall assume personal liability when acting in the name of the Company in any form to carry out any of the following acts:
 - a. Violating the laws;
 - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. Making payment of debts that do not become due in advance of financial risks to the Company.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest decision-making authority of the Company. The annual General Meeting of Shareholders shall be held once a year. The annual General Meeting of Shareholders shall be convened within 04 months from the end of the financial year. In case of necessity, the Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but such extension shall not exceed 06 months from the end of the financial year .
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Charter of the Company, including, in particular, the approval of the annual financial statements and the budget for the following financial year. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company shall invite a representative of the independent auditing firm to attend the annual General Meeting of Shareholders, and such representative of the approved auditor shall attend the annual General Meeting of Shareholders of the Company.

3. The extraordinary General Meetings of Shareholders shall be convened by the Board of Directors in the following cases:
 - a. The Board of Directors considers it necessary for the benefit of the Company;
 - b. The number of remaining members of the Board of Directors is less than the minimum quantity as prescribed by law;
 - c. The extraordinary General Meetings of Shareholders is convened at the request of a shareholder or a group of shareholders specified in Clause 3, Article 11 of this Charter. Such request shall be made in writing, clearly stating the reasons and purposes of the meeting, and shall bear the full signatures of the relevant shareholders, or be made in multiple counterparts which collectively bear the full signatures of the relevant shareholders. Such request shall contain the information prescribed in Clause 4, Article 115 of the Law on Enterprises;
 - d. It is convened in other cases as prescribed by law and this Charter.
4. Convening of the extraordinary General Meeting of Shareholders
 - a. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of remaining members of the Board of Directors or independent member of the Board of Directors is less than the quantity prescribed in point b, Clause 3 of this Article, or from the receipt of a request as prescribed in point c, Clause 3 of this Article;
 - b. Where the Board of Directors fails to convene a meeting of the General Meetings of Shareholders as prescribed in point a, Clause 4 of this Article, the shareholder or group of shareholders making the request as provided for in point c, Clause 3 of this Article may, within the following 30 days, convene the meeting on behalf of the Company.

In such case, the shareholder or group of shareholders convening the meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for the convention and conduct of the meeting, and adopting resolutions of the General Meeting of Shareholders. All costs for the convention and conduct of meetings of the General Meetings of Shareholders shall be reimbursed by the Company. Such costs shall not include costs incurred by shareholders in attending meetings of the General Meeting of Shareholders, including accommodation and travel expenses.
 - c. The procedures for the convention and conduct of meetings of the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 14. Rights and obligations of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders may discuss and approve the following matters:
 - a. The audited annual financial statements;
 - b. Report of the Board of Directors;
 - c. The Company's annual business plan;

- d. The dividend rate for each share of each class;
 - e. Other matters under its authority.
2. The annual General Meeting of Shareholders and the extraordinary General Meeting of Shareholders shall adopt resolutions on the following matters:
- a. Approval of the annual financial statements;
 - b. The annual dividend rate payable for each class of shares as prescribed in the Law on Enterprises and the rights attached to such class of shares. Such dividend rate shall not exceed the one proposed by the Board of Directors upon consultation with shareholders at the meeting of the General Meeting of Shareholders;
 - c. The number of member of the Board of Directors;
 - d. Selection of the independent auditing firm;
 - e. Election, dismissal, and removal of members of the Board of Directors;
 - f. The budget or the aggregate amount of remuneration, bonuses, and other benefits of the Board of Directors;
 - g. Amendments and supplements to the Charter of the Company;
 - h. The classes and number of new shares to be issued for each class of shares;
 - i. Division, separation, consolidation, merger, or conversion of the Company;
 - j. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator(s);
 - k. Inspection and handling of violations committed by members of the Board of Directors that cause damage to the Company and its shareholders;
 - l. Investment or disposal of an asset whose value is equal to or greater than 35% of the total asset value of the Company as recognized in the latest audited financial statements;
 - m. Repurchase of more than 10% of the total issued shares of each class;
 - n. Approval of contracts and transactions between the Company and the parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company as recognized in the latest financial statements; approval of contracts and transactions involving loans, lending, or sale of assets with a value greater than 10% of the total asset value of the Company as recognized in the latest financial statements between the Company and a shareholder holding at least 51% of the total voting shares or any related person of such shareholder. In such cases, shareholders having interests related to the parties to such contracts or transactions may not vote;
 - o. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - p. Approval of the Internal Regulations on Corporate Governance and the Regulations on the Organization and Operation of the Board of Directors;

- q. Approval of the list of independent auditing firms; selection of the independent auditing firm to conduct the audit of the Company's operations and dismissal of the independent auditing firm where deemed necessary;
 - r. Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the agenda shall be discussed and voted at meetings of the General Meeting of Shareholders.

Article 15. Proxy for meetings of the General Meeting of Shareholders

1. A shareholder entitled to attend meetings of the General Meeting of Shareholders in accordance with the laws may authorize an individual or an organization to attend the meetings on its behalf. Where more than one proxy is appointed, the number of shares and votes represented by each proxy shall be clearly specified. A shareholder shall be deemed to have attended and voted at a meeting of the General Meeting of Shareholders in the cases provided for in Clause 3, Article 144 of the Law on Enterprises.
2. The appointment of an individual or organization as a proxy to attend a meeting of the General Meeting of Shareholders shall be made in writing and shall bear signatures in accordance with the following provisions:
 - a. The appointment of a proxy to attend a meeting of the General Meeting of Shareholders shall be made in writing. The form of proxy shall be prepared in accordance with the civil laws and specify the name of the appointor, the name of the proxy, the number of shares represented by such proxy, the contents and scope of the authorization, and the term of authorization. The proxy attending the meeting shall present the form of proxy upon registration before entering the meeting room;
 - b. Where the appointor is an organization, the form of proxy shall bear the signature of the legal representative of such organization and, where applicable, the signature of the legal representative of the authorized organization attending the meeting, and shall be duly affixed with the official seal of the organization;
 - c. In other cases, the form of proxy shall bear the signature of the legal representative of the shareholder and the proxy attending the meeting.
3. Where an attorney signs the form of proxy on behalf of the appointor, such proxy appointment shall only be deemed valid if it is presented together with the power of attorney (if such power of attorney has not been previously registered with the Company).
4. Except as provided in Clause 3 of this Article, any vote cast by a proxy acting within the scope of the authorization shall remain valid upon the occurrence of any of the following events:
 - a. The appointor has died, or has limited or lost legal capacity;
 - b. The appointor has revoked the proxy appointment;
 - c. The appointor has revoked the authority of the proxy.

- d. This Clause shall not apply where the Company has received notice of any of the above events prior to the opening of the meeting of the General Meeting of Shareholders or before any adjourned meeting.

Article 16. Variation of rights

1. Any variation or revocation of the rights attached to any class of preference shares shall be effective only if approved by shareholders holding at least 65% of the ordinary shares present at the meeting and concurrently approved by shareholders representing at least 65% of the voting rights of such class of preference shares. Any resolution of the General Meeting of Shareholders on matters that adversely affect the rights and obligations of preference shareholders shall be adopted only if it is approved by preference shareholders of the same class attending the meeting who hold at least 75% of the total preference shares of such class, or by preference shareholders of the same class holding at least 75% of the total preference shares of such class in the case of adoption by way of written resolution. A meeting of shareholders holding a class of preference shares to approve the variation of the above-mentioned rights shall be valid only if at least 02 shareholders (or their duly authorized representatives) are present and they collectively hold at least one-third of the total par value of the issued shares of such class. If the quorum specified above is not present, the meeting shall be reconvened within 30 days thereafter, and the holders of shares of such class present in person or by proxy (regardless of the number of persons and the number of shares held) shall be deemed to constitute a quorum. At meetings of the holders of the above-mentioned class of preference shares, the holders of shares of such class present in person or by proxy may demand a poll. Each share of the same class shall carry equal voting rights at such meetings.
2. The procedures for the conduct of such separate meetings shall be carried out in accordance with, and in a manner similar to, the provisions set out in Articles 18 and 20 of this Charter.
3. Unless otherwise provided in the terms of issuance, the special rights attached to any class of preference shares in respect of several or all matters relating to the distribution of the Company's profits or assets shall not be varied by the issuance of further shares of the same class.

Article 17. Convention, agenda and notice of meetings of the General Meeting of Shareholders

1. The Board of Directors shall convene meetings of the General Meeting of Shareholders, or meetings of the General Meeting of Shareholders shall be convened in the circumstances provided for in point b, Clause 4, Article 13 of this Charter.
2. The person who convenes a meeting of the General Meetings of Shareholders shall:
 - a. Prepare the list of shareholders entitled to attend and vote at the meeting. The list of shareholders entitled to attend the meeting shall be prepared within 10 days prior to the dispatch of the notice of the meeting; the Company shall disclose information on the preparation of the list of shareholders entitled to attend the meeting at least 20 days prior to the final registration date;
 - b. Prepare the agenda and contents of the meeting;

- c. Prepare documents for the meeting;
 - d. Draft the resolutions of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting;
 - e. Determine the time and venue of the meeting;
 - f. Notify and send the notice of the meeting to all shareholders entitled to attend the meeting;
 - g. Perform other tasks in service of the meeting.
3. The notice of the meeting of the General Meeting of Shareholders may be sent to all shareholders by using methods that ensure delivery to the shareholders' contact addresses, including by post, electronic mail (email), text message, and/or other communication methods as prescribed by the Company from time to time, so as to ensure delivery to the contact addresses stated in the list of shareholders provided by Vietnam Securities Depository and Clearing Corporation (VSDC); and shall concurrently be published on the Company's website, the website of the State Securities Commission of Vietnam, and the Stock Exchange. The dispatch of the notice by using the above-mentioned methods and the manner of implementation thereof shall be determined by the Chairman of the Board of Directors in accordance with the provisions of law and the written instructions of the competent authorities in force at the time of implementation. The convenor of the meeting of the General Meeting of Shareholders shall send the notice of the meeting to all shareholders included in the list of shareholders entitled to attend the meeting no later than 21 days prior to the opening date of the meeting (calculated from the date on which the notice is duly dispatched, postage-paid, or deposited in the mailbox). The agenda of the meeting and all documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. Where such documents are not enclosed with the notice of the meeting, the notice of the meeting shall specify the link to the full set of meeting documents so that shareholders can access them, including:
- a. The agenda and documents to be used at the meeting;
 - b. The list and details of candidates, in the case of an election of members of the Board of Directors;
 - c. Votes;
 - d. Draft resolutions for each matter included in the agenda.
4. A shareholder or a group of shareholders as specified in Clause 3, Article 11 of this Charter may propose matters to be included in the agenda of the meeting. Such proposal shall be made in writing and submitted to the Company at least 03 business days prior to the opening date of the meeting. The proposal shall include the full name, permanent residence, nationality, and citizen identity card number, passport number or other lawful personal identification of a shareholder if the shareholder is an individual; name, business code or establishment decision number, and head office address of a shareholder if the shareholder is an organization; the number and class of shares held by such shareholder(s); and the proposed matter(s) to be included in the agenda.

5. The convenor of the meeting of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:
 - a. The proposal is not submitted within the prescribed period or is incomplete or incorrect in terms of content;
 - b. At the time of submission, the shareholder or group of shareholders does not hold at least 05% of the ordinary shares;
 - c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter.

Article 18. Conditions for conduct of meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting shares.
2. If the quorum is not present within 60 minutes from the scheduled time for the opening of the meeting, the convenor shall cancel the meeting. The meeting shall be reconvened within 30 days from the intended date of the first meeting. The second meeting shall be conducted only when attending shareholders represent at least 33% of the total voting shares.
3. If the meeting convened for the second time cannot be conducted due to the absence of the quorum within 60 minutes from the scheduled time for the opening of the meeting, the meeting convened for the third time may be conducted within 30 days from the intended date of the second meeting. In such case, the meeting shall be conducted irrespective of the total number of voting shares represented by the attending shareholders, shall be deemed valid, and may decide on all matters proposed for approval at the first meeting.

Article 19. Procedures for conduct of meetings and voting at meetings of the General Meeting of Shareholders

1. Before the opening of the meeting, the Company shall conduct shareholder registration procedures and continue the registration process until all attending shareholders entitled to attend the meeting have completed their registration.
2. Upon shareholder registration, the Company shall issue to each shareholder or proxy entitled to vote a voting card, which shall state the registration number, the full name of the shareholder, the full name of the proxy (if any), and the number of voting rights held by such shareholder. When voting is conducted at the meeting, the affirmative votes of the resolution are collected first, followed by the negative votes; thereafter, the total number of affirmative votes and negative votes shall be counted to determine the voting result. The total number of affirmative votes, negative votes, abstentions, or invalid votes in respect of each matter shall be announced by the Chairman immediately after the voting on such matter is conducted. The meeting of the General Meeting of Shareholders shall elect the persons responsible for vote counting or supervising the vote counting at the proposal of the Chairman. The number of members of the vote-counting committee shall be determined by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

3. Shareholders or their proxies arriving after the opening of the meeting may register immediately and, upon such registration, attend and vote at the meeting. The Chairman shall not be obliged to suspend or adjourn the meeting to allow latecomers to complete registration, and the validity of resolutions adopted prior to such registration shall remain unaffected.
4. The Chairman of the Board of Directors shall preside over meetings convened by the Board of Directors. Where the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting by a majority vote.

In other cases, the person who signs the notice convening the meeting of the General Meeting of Shareholders shall conduct the meeting to elect the Chairman of the meeting, and the person with the highest number of votes shall be appointed as the Chairman of the meeting.

5. The agenda and contents of the meetings shall be approved by the General Meeting of Shareholders in the opening session. The agenda shall specify the time for each matter in the agenda.
6. The Chairman may take reasonable and necessary measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflect the wishes of the majority of attendants.
7. The Chairman may adjourn the meeting with the consent of, or at the request of, the General Meeting of Shareholders, provided that the quorum is present at the meeting in accordance with Clause 8, Article 146 of the Law on Enterprises.
8. The convenor of the meeting of the General Meeting of Shareholders may require shareholders or their proxies attending the meeting to comply with inspection procedures or other lawful and reasonable security measures. In the event that any shareholder or proxy fails to comply with such inspection procedures or security measures, the convenor of the meeting may, upon careful consideration, refuse entry to, or expel such shareholder or proxy from, the meeting.
9. The convenor of the meeting of the General Meeting of Shareholders, upon careful consideration, may take appropriate measures to:
 - a. Arrange seating at the venue of the meeting;
 - b. Ensure the safety of all persons present at the meeting venues;
 - c. Facilitate shareholders' attendance (or continued attendance) at the meeting. The convenor of the meeting shall have full authority to change the aforementioned measures and apply all necessary measures. Such measures may include the issuance of entry permits or the use of other selection methods.
10. Where a meeting of the General Meeting of Shareholders adopts the aforementioned measures, the convenor of the meeting, when determining the venue of the meeting, may:
 - a. give notice that the meeting shall be conducted at the venue specified in the notice where the Chairman is present ("Principal Venue of the Meeting");

- b. Arrange and organize for shareholders or their proxies who are unable to attend the meeting under this Article, or those who wish to participate in the meeting at a location other than the Principal Venue of the Meeting, to attend the meeting concurrently;

The notice of the meeting is not required to set out in detail the organizational measures taken under this Article.

11. In this Charter (unless otherwise required by the context), all shareholders shall be deemed to attend the meeting at the Principal Venue of the Meeting.
12. Where the Company applies modern technology to organize a meeting of the General Meeting of Shareholders by way of an online meeting, 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 Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
13. The Company shall convene the General Meeting of Shareholders at least once a year. The annual General Meeting of Shareholders shall not be conducted by way of collecting written opinions of shareholders.

Article 20. Conditions for adoption of resolutions of the General Meeting of Shareholders

1. Unless otherwise provided in Clauses 2 and 3 of this Article and Clause 1, Article 16 hereof, resolutions of the General Meeting of Shareholders on the following matters shall be adopted when they are approved by more than 50% of the total votes of shareholders with voting rights present at the meeting in person or by proxy:
 - a. Approval of the annual financial statements;
 - b. The Company's short-term and long-term development plans;
 - c. Dismissal, removal, and reports on the appointment of the General Director by the Board of Directors;
 - d. Other matters under the decision-making authority of the General Meeting of Shareholders.
2. Members of the Board of Directors shall be elected in accordance with Clause 3, Article 148 of the Law on Enterprises.
3. Decisions of the General Meeting of Shareholders on amendments and supplements to the Charter; classes of shares and the number of shares to be offered; changes to the Company's organizational structure and management; changes in business lines or sectors; reorganization or dissolution of the Company; and the purchase or sale of assets of the Company or its branches with a value of at least 35% of the total asset value of the Company based on the latest audited financial statements, shall be adopted if they are approved by at least 65% of the total votes of shareholders with voting rights present at the meeting in person or by proxy, at the meeting of the General Meeting of Shareholders
4. Any resolution of the General Meeting of Shareholders approved by all voting shares shall be valid and effective, regardless of any non-compliance with procedural or formal requirements in its adoption.

Article 21. Authority and procedures for collection of written opinions from shareholders for the adoption of resolutions of the General Meeting of Shareholders

The authority and procedures for collection of written opinions from shareholders for the adoption of resolutions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors may collect written opinions of shareholders in order to adopt resolutions of the General Meeting of Shareholders whenever it deems necessary for the benefit of the Company. Resolutions of the General Meeting of Shareholders on matters specified in Clause 2, Article 147 of the Law on Enterprises may be adopted through the collection of written opinions.
2. The Board of Directors shall prepare the opinion forms, the draft Resolution of the General Meeting of Shareholders, and explanatory documents for the draft Resolution. The Board of Directors shall ensure that such documents are sent and disclosed to shareholders within a reasonable period for consideration and voting, and no later than 10 days prior to the expiry date for receipt of the opinion forms. The requirements and methods for submission of opinion forms and accompanying documents shall comply with Clause 3, Article 17 of this Charter.
3. The opinion form shall include the following main details:
 - a. The name, head office address and business code of the Company;
 - b. The purpose of collecting shareholders' opinions;
 - c. Full name, contact address, nationality, and identity paper number of the shareholder if shareholder is an individual; name, business code or legal identification number, and head office address of the shareholder if the shareholder is an organization; or full name, contact address, nationality, and identity paper number of the representative if the representative of the shareholder is an organization; the number of shares of each class and the total number of votes of the shareholder;
 - d. The matters on which opinions are sought for approval;
 - e. Voting options, including approval, disapproval, and abstention for each matter;
 - f. The deadline for returning the completed opinion form to the Company;
 - g. The full name and signature of the Chairman of the Board of Directors.
4. Opinion forms may be returned to the Company in the following manners:
 - a. By post: The completed opinion form shall bear the signature of a shareholder if the shareholder is an individual, or the duly authorized representative or legal representative of a shareholder if the shareholder is an organization. The opinion form sent to the Company shall be sealed in an envelope which shall not be opened prior to the vote counting;
 - b. By fax or email: Opinion forms sent to the Company by fax or email shall be kept confidential until the time of vote counting.

Any opinion forms received by the Company after the deadline specified in the opinion form, or which have been opened prior to vote counting in the case of mailing, or disclosed prior to

vote counting in the case of fax or email, shall be deemed invalid. Opinion forms that are not returned shall be deemed as abstentions.

5. The Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the witnessing and supervision of a member of the Audit Committee or the person in charge of corporate governance or a shareholder who is not a manager of the Company. The vote counting minutes shall include the following main details:
 - a. The name, head office address and business code of the Company;
 - b. Purpose and matters for which opinions are being collected to pass the Resolution;
 - c. The number of shareholders and the total number of votes, clearly specifying the number of valid votes and invalid votes and the methods of vote submission, accompanied by a list of voting shareholders;
 - d. The total number of affirmative votes, negative votes, and abstentions for each matter;
 - e. The matters that have been approved and their respective ratios of approval;
 - f. The full names and signatures of the Chairman of the Board of Directors, the vote counter(s), and the vote-counting supervisor(s).

Members of the Board of Directors, the vote counter(s), and the vote-counting supervisor(s) shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes, and any damages arising from resolutions passed as a result of dishonest or inaccurate vote counting.

6. The vote counting minutes shall be sent to the shareholders within 15 days from the completion of the vote counting. The delivery of the vote counting minutes to shareholders may be substituted by posting such minutes on the Company's official website within 24 hours from the time the vote counting is completed.
7. The completed opinion forms, the vote counting minutes, the approved resolutions, and all related documents accompanying the opinion forms shall be kept at the Company's head office.
8. A resolution approved through the collection of written opinions shall be accepted by shareholders representing more than 50% of the total voting shares and shall have the same effect as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 22. Resolutions and minutes of meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be recorded in the minutes and may be sound-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese, and may also be prepared in a foreign language, including the following main details:
 - a. The name, head office address and business code of the Company;
 - b. Time and venue of the meeting;
 - c. Agenda and contents of the meeting;
 - d. Full name of the Chairman and the secretary of the meeting;

- e. Summary of the proceedings of the meeting and opinions expressed at the meeting in respect of each item on the agenda;
- f. Number of shareholders and the total number of votes represented by the attending shareholders, enclosed with an appendix containing the list of registered shareholders and their proxies attending the meeting, together with the respective number of shares and votes;
- g. Total number of votes cast in respect of each matter, clearly stating the voting method, the total number of valid votes, invalid votes, affirmative votes, negative votes, and abstentions, together with their corresponding ratios calculated on the basis of the total votes of the attending shareholders;
- h. The matters that have been approved and their respective ratios of approval;
- i. Signatures of the Chairman and the secretary. Where the Chairman or the secretary refuses to sign the minutes, such minutes shall remain valid if they are signed by all other members of the Board of Directors attending the meeting and contain all information required under this clause. The minutes shall clearly state the refusal of the Chairman or the secretary to sign it.

The minutes prepared in Vietnamese and in a foreign language shall have equal legal effect. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

- 2. The minutes of the meeting of the General Meeting of Shareholders shall be completed and approved before the closing of the meeting. The Chairman and the secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the minutes.
- 3. The resolutions and minutes of meetings of the General Meeting of Shareholders shall be published on the Company's website, the website of the State Securities Commission of Vietnam, and the Stock Exchange within 24 hours from the closing of the meeting.
- 4. The resolutions and minutes of meetings of the General Meeting of Shareholders, together with the annexed list of shareholders registered to attend the meeting bearing shareholders' signatures, powers of attorney for meeting attendance, and other relevant documents, shall be kept at the Company's head office.

Article 23. Request for annulment of resolutions of the General Meeting of Shareholders

Within 90 days from the receipt of the Resolution or Minutes of the meeting of the General Meeting of Shareholders, or the vote-counting minutes upon collection of written opinions from shareholders, any shareholder or group of shareholders holding at least 05% of the total ordinary shares may request a Court or Arbitration to review and annul a resolution of the General Meeting of Shareholders in the following cases:

- 1. The procedures and formalities for the convention of the meeting or collection of written opinions from shareholders, and adoption of resolutions of the General Meeting of Shareholders fail to comply with the provisions of the Law on Enterprises and this Charter, except for the case provided for in Clause 4, Article 20 of this Charter.

2. The contents of the Resolution violate the laws or this Charter.

VII. THE BOARD OF DIRECTORS

Article 24. Nomination and candidacy for members of the Board of Directors

1. Where candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the documents used in the meeting of the General Meeting of Shareholders and published on the Company's website at least 10 days prior to the opening date of the meeting so that shareholders may find out about such candidates before voting. Each candidate for the Board of Directors shall provide a written commitment on the truthfulness, accuracy and reasonableness of their published personal information and undertake to perform his/her duties in an honest manner if elected as a member of the Board of Directors. The information disclosed in respect of each candidate for the Board of Directors shall include at least the following:
 - a. Full name; date of birth;
 - b. Professional qualifications;
 - c. Employment history;
 - d. Other managerial positions (including member of the Board of Directors in other companies);
 - e. Interests related to the Company and its related parties;
 - f. Other information (if any).
2. Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 05% to less than 10% of the total voting shares may nominate 01 candidate; from 10% to less than 30% may nominate up to 02 candidates; from 30% to less than 40% may nominate up to 03 candidates; from 40% to less than 50% may nominate up to 04 candidates; from 50% to less than 60% may nominate up to 05 candidates; from 60% to less than 70% may nominate up to 06 candidates; from 70% to 80% may nominate up to 07 candidates; and from 80% to less than 90% may nominate up to 08 candidates.
3. Where the number of candidates for the Board of Directors resulting from nominations and self-nominations remains insufficient to meet the required quantity, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company's Internal Regulations on Corporate Governance. The procedures for the incumbent Board of Directors to nominate candidates for the Board of Directors shall be clearly disclosed and approved by the General Meeting of Shareholders prior to such nomination in accordance with the laws.

Article 25. Composition of the Board of Directors and term of members of the Board of Directors

1. The number of members of the Board of Directors shall be 05.

2. The term of a member of the Board of Directors shall not exceed 05 years, and such Director may be re-elected for an unlimited number of terms. Where a member of the Board of Directors is elected to fill a vacancy or as a replacement, the term of such new member of the Board of Directors shall be the remaining term of the current Board of Directors. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. Where the terms of all members of the Board of Directors expire at the same time, they shall continue to serve as the Board of Directors until new members of the Board of Directors are elected to replace them and assume their duties.

3. Composition of the Board of Directors:

The Board of Directors shall comprise at least 01 independent member of the Board of Directors.

4. Member of the Board of Directors shall cease to hold office in any of the following cases:

- a. Fails to satisfy the conditions for a member of the Board of Directors as prescribed by the Law on Enterprises, or is prohibited by law from holding such position;
- b. Submits a resignation letter and such resignation is accepted;
- c. Suffers from a mental disorder and the other members of the Board of Directors have professional evidence proving that such person no longer has full capacity for civil acts;
- d. Fails to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- e. Pursuant to a resolution of the General Meeting of Shareholders;
- f. Provides false personal information to the Company as a candidate for the Board of Directors;
- g. Other cases as prescribed by law and this Charter.

5. The appointment of members of the Board of Directors shall be disclosed in accordance with the laws on securities and the securities market.

6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 26. Rights and obligations of the Board of Directors

1. The business and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body vested with full authority to exercise all rights and perform all obligations of the Company that do not fall within the authority of the General Meeting of Shareholders.

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

- a. To decide on the Company's medium-term development plans and strategies, and annual business plans;
- b. To propose the classes of shares and the total number of authorized shares for each class;
- c. To decide on the sale of unsold shares within the scope of the authorized shares of each class; and to decide to make additional capital mobilization in other forms;
- d. To decide on the offering prices of shares and bonds of the Company;

- e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f. To decide on investment plans and projects within its authority and limits as prescribed by law;
 - g. To decide on solutions for market development, marketing, and technology;
 - h. To approve sale contracts, purchase contracts, borrowing contracts, lending contracts, other contracts and transactions that are worth at least 35% of the total assets recognized in the latest financial statements of the Company, except for contracts or transactions falling within the authority of the General Meeting of Shareholders as prescribed in point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i. To elect, dismiss or remove the Chairman of the Board of Directors; appoint, dismiss, enter into and terminate contracts with the General Director and other key managers; determine their salaries, remunerations, bonuses and other benefits; to designate authorized representatives to participate in the Members' Council or General Meeting of Shareholders of another company; to decide on their remunerations and other benefits;
 - j. To supervise and direct the General Director and other executives in managing the daily operations of the Company;
 - k. To determine the organizational structure of the Company, the Company's internal regulations on corporate governance; to determine the establishment of subsidiaries, branches and representative offices, and the capital contribution and purchase of shares in other enterprises;
 - l. To approve the agenda and documents of meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt its resolutions;
 - m. To submit annual financial statements to the General Meeting of Shareholders;
 - n. To propose the dividends; to decide on the period and procedures for payment of dividends or offsetting operating losses;
 - o. To propose the reorganization, dissolution of the Company or apply for bankruptcy of the Company;
 - p. To decide on the issuance of the Regulations on Operations of the Board of Directors and the Internal Regulations on Corporate Governance upon approval by the General Meeting of Shareholders; and to decide on the issuance of the Regulations on Operations of the Audit Committee under the Board of Directors and the Company's Regulations on Information Disclosure;
 - q. To exercise other rights and perform other obligations in accordance with the Law on Enterprises, the Law on Securities, other relevant laws and regulations, and this 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 December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 27. Remuneration, salary and other benefits of members of the Board of Directors

- 1. Members of the Board of Directors (excluding their authorized representatives) shall be entitled to remuneration for their services in their capacity as members of the Board of Directors. The aggregate amount of remuneration payable to the Board of Directors shall be

determined by the General Meeting of Shareholders. Such remuneration shall be allocated among members of the Board of Directors in accordance with an agreement of the Board of Directors or, failing such agreement, on an equal basis.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share options and other benefits received from the Company, its subsidiaries, its affiliated companies and other companies in which such member of the Board of Directors acts as a representative of the capital contribution, shall be disclosed in detail in the Company's Annual Report. The remuneration of members of the Board of Directors shall be presented as a separate item in the Company's annual financial statements.
3. The members of the Board of Directors who hold executive positions, or who serve on committees of the Board of Directors or perform other tasks which, in the opinion of the Board of Directors, fall outside the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of lump-sum fees on a per-engagement basis, salaries, commissions, percentage of profits or other forms, as determined by the Board of Directors.
4. Members of the Board of Directors may be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred in the performance of their duties as members of the Board of Directors, including expenses incurred by the members of the Board of Directors in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.

Article 28. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected among the Board of Directors, dismissed and removed by the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall prepare the agenda and documents, convene, and preside over meetings of the Board of Directors; preside over meetings of the General Meeting of Shareholders; and shall have other rights and obligations as prescribed by the Law on Enterprises and this Charter.
4. The Chairman of the Board of Directors shall ensure that the Board of Directors submits the annual financial statements, the report on the Company's operations, the audit report, and the inspection report of the Board of Directors to the shareholders at meetings of the General Meeting of Shareholders.
5. Chairman of the Board of Directors may be removed or dismissed pursuant to a decision of the Board of Directors. Where the Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors shall elect a replacement within 10 days.
6. Where the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Chairman shall authorize in writing another member of the Board of Directors to exercise the rights and perform the obligations of the Chairman. In the event that no person is authorized or the Chairman of the Board of Directors dies, is missing, is held in detention, is

serving an imprisonment sentence, is subject to administrative measures at a compulsory drug rehabilitation centre or a compulsory educational establishment, has absconded from his/her place of residence, has limited or has lost his/ her capacity for civil acts, has difficulties in cognition or behaviour control, or is prohibited by a court from holding certain positions, practicing certain occupations, or doing certain jobs, the remaining members of the Board of Directors shall elect one of them to hold the position of Chairman of the Board of Directors on the principle of majority approval of the remaining members of the Board of Directors until a new decision of the Board of Directors is issued.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors for the relevant term, which shall be convened within 07 business days from the date on which the election of the Board of Directors for such term is completed. This meeting shall be convened and chaired by the member of the Board of Directors who has received the highest number of votes or the highest vote ratio. Where more than one the member of the Board of Directors has received the same highest number of votes or the same highest vote ratio, the members of the Board of Directors shall, by majority vote, elect one among them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once a quarter and may convene extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors and shall not delay such meeting without a justifiable reason upon a written request stating the purpose of the meeting and the matters to be discussed from any of the following persons:
 - a. The General Director or at least 05 other executive officers;
 - b. An independent the member of the Board of Directors;
 - c. At least 02 members of the Board of Directors .
4. The request prescribed in Clause 3 of this Article shall be made in writing, clearly stating the purpose of the meeting, the matters to be discussed, and the decisions falling within the authority of the Board of Directors.
5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within 07 business days from the receipt of the request prescribed in Clause 3 of this Article. If the s of Directors fails to convene such meeting as requested, he/ she shall be held liable for any damage to the Company; and the persons requesting the convention of the meeting as specified in Clause 3 of this Article may convene the meeting of the Board of Directors.
6. In the event of a request from the independent auditing firm conducting the audit of the Company's financial statements, Chairman of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the Company's affairs.
7. Meetings of the Board of Directors shall be conducted at the Company's head office or at another location in Vietnam or abroad as determined by the Chairman of the Board of Directors with the consent of the Board of Directors.

Chairman of the Board of Directors shall send the notice of meeting at least 03 business days prior to the date of the meeting. The notice of meeting shall clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice of meeting shall be accompanied by the documents to be used at the meeting and votes for the members. The notice of meeting may be sent by mail, fax, email, or other means, provided that it ensures delivery to the contact address of each members of the Board of Directors as registered with the Company.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters of the total number of members of the Board of Directors are present (either in person or by proxy if approved by a majority of members of the Board of Directors).

In the event that the quorum is not present, the meeting shall be convened for a second time within 07 days from the intended date of the first meeting. The second meeting shall be conducted if more than one-half of members of the Board of Directors are in attendance.

9. A meeting of the Board of Directors may be conducted in the form of a video conference among members of the Board of Directors when all or some of members of the Board of Directors are present at different locations, provided that members of the Board of Directors are able to:

- a. Hear each other;
- b. Simultaneously speak to each other. Discussions among members of the Board of Directors may be conducted directly by telephone or through other means of electronic communication, or a combination thereof. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at the meeting. The venue of a meeting conducted in accordance with this Clause shall be the location where the largest number of members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Resolutions adopted at a meeting duly convened and conducted by telephone shall take effect immediately upon the conclusion of the meeting, provided that such resolutions are subsequently confirmed by the signatures of all members of the Board of Directors participating in the meeting in the minutes.

10. Members of the Board of Directors may send their votes to the meeting via post, fax, or email. In the event that a vote is sent to the meeting via post, it shall be placed in a sealed envelope and delivered to the Chairman of the Board of Directors at least an hour prior to the opening of the meeting. Votes shall only be opened in the presence of all attendants.

11. Voting

- a. Except as provided in point b, Clause 11 of this Article, each member of the Board of Directors or his/ her representative (authorized person) as prescribed in Clause 8 of this Article, who is present in person at the meeting of the Board of Directors, shall be entitled to 01 vote;
- b. A member of the Board of Directors shall not vote on any contract, transaction or proposal in which such member of the Board of Directors or any of his/ her related persons has

interests that conflict or may conflict with the interests of the Company. Such member of the Board of Directors shall not be included in the quorum required to hold a meeting of the Board of Directors with respect to decisions on which such member of the Board of Directors is not entitled to vote;

- c. Subject to point d, Clause 11 of this Article, should a matter arise at a meeting relating to the interests or voting rights of a member of the Board of Directors and such member of the Board of Directors does not voluntarily waive his/ her voting rights, the ruling of the Chairman shall be final, except where the nature or scope of such director's interest has not been fully disclosed.
 - d. A director, or any of his/ her related persons, who is a party to a contract or transaction as provided in points a and b, Clause 5, Article 41 of this Charter shall be deemed to have interests in such contract or transaction.
12. A member of the Board of Directors who is directly or indirectly interested in a contract or transaction that has been entered into or is proposed to be entered into with the Company, and who knows that he/she has interests therein, shall fully disclose such interests at the first meeting of the Board of Directors at which the execution of such contract or transaction is discussed. Where a member of the Board of Directors is not aware, at the time the contract or transaction is entered into with the Company, that he/she or any of his/her related persons has interests therein, such member of the Board of Directors shall disclose the relevant interests at the first meeting of the Board of Directors held after he/she becomes aware that he/she has or will have interests in such contract or transaction.
13. The Board of Directors shall adopt decisions and pass resolutions by a majority of votes of members of the Board of Directors attending the meeting. Where the number of affirmative votes and negative votes is equal, the Chairman of the Board of Directors shall have the casting vote.
14. A resolution adopted in the form of written opinion shall be passed on the basis of the approval of a majority of members of the Board of Directors with voting rights. Such resolution shall have the same legal validity and effect as a resolution adopted at a meeting of the Board of Directors.
15. Chairman of the Board of Directors shall send the Minutes of the meeting of the Board of Directors to directors, and such Minutes constitute conclusive evidence of the proceedings conducted at the meeting, unless an objection to the content of the Minutes is raised within 10 days from the date of dispatch. The Minutes of the meeting of the Board of Directors shall be prepared in Vietnamese and may also be prepared in a foreign language. The Vietnamese version shall have the same legal validity as the version in a foreign language. In the event of any discrepancy between the Vietnamese version and the version in a foreign language, the Vietnamese version shall prevail. The Minutes shall bear the signatures of the Chairman and the minute-taker.

Article 30. Committees under the Board of Directors

1. The Board of Directors may establish committees under the Board of Directors in charge of development policies, human resources, remuneration and internal audit.

The number of members in each committee shall be determined by the Board of Directors, provided that it shall consist of at least 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors and/or non-executive members of the Board of Directors shall constitute the majority of the committee, and one of such members of the Board of Directors shall be appointed as the Chairman of the committee by decision of the Board of Directors. The operation of the committees shall comply with the regulations of the Board of Directors. Resolutions of a committee shall be valid only when approved by a majority of the committee members present and voting at a duly convened committee meeting.

2. The implementation of decisions issued by the Board of Directors, its committees, or any person acting as a member of a committee under the Board of Directors, shall comply with the applicable laws and the provisions set out in the Charter of the Company.

Article 31. Person in charge of corporate governance

1. The Board of Directors shall appoint at least 01 person to be the person in charge of corporate governance to support the effective conduct of the Company's corporate governance. The person in charge of corporate governance may concurrently 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 shall satisfy the following criteria:
 - a. He/ she has knowledge of the laws;
 - b. He/ she does not concurrently work for an independent auditing firm that is currently auditing the Company's financial statements
 - c. Other criteria as determined by the Board of Directors.
3. The Board of Directors may dismiss the person in charge of corporate governance when necessary, provided that such dismissal does not contravene the applicable labour laws. The Board of Directors may appoint an Assistant to the person in charge of corporate governance from time to time.
4. The person in charge of corporate governance shall have the following rights and obligations:
 - a. To advise the Board of Directors on the organization of meetings of the General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;
 - b. To prepare meetings of the Board of Directors and the General Meetings of Shareholders at the request of the Board of Directors;
 - c. To give advice on meeting procedures;
 - d. To attend meetings;

- e. To advise on procedures for the preparation of resolutions of the Board of Directors in compliance with the laws;
- f. To provide members of the Board of Directors with financial information, copies of minutes of meetings of the Board of Directors, and other relevant information;
- g. To supervise and report to the Board of Directors on the Company's information disclosure;
- h. To act as the focal point with stakeholders;
- i. To keep information confidential in accordance with the laws and the Charter of the Company;
- j. To exercise other rights and perform other obligations in accordance with the laws and decisions of the Board of Directors.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 32. Management structure

The Company's management system shall ensure that the management apparatus is accountable to, and subject to the supervision and direction of, the Board of Directors in the Company's daily business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions as appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions shall be approved by resolutions of the Board of Directors.

Article 33. Corporate managers

1. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may employ other executive officers in such quantity and with such qualifications as are consistent with the Company's organization structure and regulations on management prescribed by the Board of Directors. Corporate managers shall exercise due diligence to assist the Company in achieving its operational and organizational objectives.
2. The remuneration, salary, benefits, and other terms and conditions under the labour contract of the General Director shall be determined by the Board of Directors. The remuneration, salary, benefits, and other terms and conditions applicable to other executive officers shall be determined by the Board of Directors in consultation with the General Director.

Article 34. Appointment, removal, duties and powers of the General Director

1. The Board of Directors shall appoint a member of the Board of Directors or another person as the General Director and shall enter into a contract specifying the remuneration, salary, and other benefits of the General Director. The remuneration, salary, and other benefits of the General Director shall be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual Financial Statements, and disclosed in the Annual Report of the Company.
2. The term of the General Director shall not exceed 05 years, and the General Director may be re-appointed. The appointment may terminate in accordance with the provisions of the labour

contract. The General Director shall not be a person prohibited by law from holding such position and shall satisfy the criteria and conditions as prescribed by law.

3. The General Director shall have the following rights and obligations:

- a. To decide on matters related to the Company's daily operations that are beyond the authority of the Board of Directors;
- b. To organize the implementation of resolutions and decisions of the Board of Directors;
- c. To organize implementation of the Company's business plans and investment plans;
- d. To propose the Company's organizational structure and internal management regulations;
- e. To appoint, dismiss or remove managerial positions within the Company, except for those under the authority of the Board of Directors;
- f. To decide on salaries and other benefits of the Company's employees, including the executive officers designated by the General Director in accordance with the plan approved by the Board of Directors;
- g. To recruit employees in accordance with the plan approved by the Board of Directors;
- h. To propose plans for payment of dividends or settlement of operating losses;
- i. Other rights and obligations as prescribed by law, this Charter, the Internal Regulations of the Company, and Resolutions or decisions of the Board of Directors.

4. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the duties and exercise of the powers assigned to the General Director, and shall report to such bodies upon request.

5. The Board of Directors may dismiss the General Director upon approval by a majority of directors with voting rights present at the meeting and shall appoint a new General Director to replace him/her.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 35. Nomination and candidacy for members of the Audit Committee

1. The Chairman of the Audit Committee 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 Chairman of the Audit Committee and other members of the Audit Committee shall be approved by the Board of Directors at a meeting of the Board of Directors.

Article 36. Composition of the Audit Committee

1. The Audit Committee shall consist of 02 or more members of the Board of Directors. The Chairman of the Audit Committee shall be an independent director. Other members of the Audit Committee shall be non-executive members of the Board of Directors.
2. Members of the Audit Committee shall possess knowledge of accounting and auditing, have a general understanding of the laws and the Company's operations, and shall not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of an eligible audit firm that has conducted audits of the Company's financial statements within the preceding 03 consecutive years.
3. The Chairman of the Audit Committee shall hold at least a university degree in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

Article 37. Rights and obligations of the Audit Committee

The Audit Committee shall have the following rights and obligations:

1. To supervise the truthfulness of the Company's financial statements and official disclosures relating to the Company's financial performance;
2. To review the internal control and risk management systems;
3. To review related party transactions under the approval authority of the Board of Directors or the General Meeting of Shareholders and to make recommendations on transactions that require approval by the Board of Directors or the General Meeting of Shareholders;
4. To supervise the Company's internal audit department;
5. To recommend the independent auditing firm, audit remuneration, and relevant terms of the audit contract for the Board of Directors' approval prior to submission to the annual General Meeting of Shareholders for approval;
6. To monitor and assess the independence and objectivity of the audit firm and the effectiveness of the audit procedures, particularly in cases where the Company uses non-audit services provided by the auditor;
7. To supervise compliance by the Company with the laws, requirements of regulatory authorities, and the Company's internal regulations;
8. To have access to documents relating to the Company's operations and to communicate with corporate managers to collect information necessary for the Audit Committee's activities;
9. To request representatives of eligible audit firms to attend and respond to matters relating to audited financial statements at meetings of the Audit Committee;
10. To engage external legal, accounting, or other professional advisory services when necessary;
11. To formulate and submit to the Board of Directors policies on risk identification and risk management, and to propose solutions to the Board of Directors for handling risks arising from the Company's operations;
12. To prepare and submit written reports to the Board of Directors upon detecting that the members of the Board of Directors, the General Director, or other corporate managers have failed to fully perform their duties in accordance with the Law on Enterprises, the Charter of the Company, and the Company's internal regulations.
13. To formulate the Regulations on Operations of the Audit Committee and submit them to the Board of Directors for approval;
14. Other rights and obligations (if any).

Article 38. Meetings of the Audit Committee

1. The Audit Committee shall meet at least twice a year. The Minutes of meetings of the Audit Committee shall be prepared in a detailed and clear manner. The minute-taker and the members of the Audit Committee attending the meeting shall sign the minutes. All minutes of meetings of the Audit Committee shall be fully retained.
2. The Audit Committee shall adopt its decisions by voting at meetings, through the collection of written opinions, or in other forms as prescribed in the Regulations on Operations of the Audit Committee. Each member of the Audit Committee shall be entitled to 01 vote. A decision of the Audit Committee shall be adopted if it is approved by a majority of the members attending the meeting. In the event of an equal number of affirmative votes and negative votes, the Chairman of the Audit Committee shall have the casting vote.

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

1. Independent members of the Board of Directors in the Audit Committee shall report on their activities at the Annual General Meeting of Shareholders.
2. The report on activities of Independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders shall include the following details:
 - a. Remuneration, operating expenses and other benefits of the Audit Committee and of each member of the Audit Committee in accordance with the Law on Enterprises;
 - b. A summary of meetings of the Audit Committee and its conclusions and recommendations;
 - c. Results of supervision over the Company's financial statements, business operations and financial position;
 - d. An assessment report on transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the charter capital, and the members of the Board of Directors, the General Director, other executive officers, and their related persons; and transactions between the Company and companies in which the members of the Board of Directors, the General Director, or other executive officers are founding shareholders or managers, within the 03 years immediately preceding the date of transaction;
 - e. Results of the evaluation of the Company's internal control system and risk management;
 - f. Results of supervision over the Board of Directors, the General Director and other executive officers of the Company;
 - g. Results of the assessment of coordination and cooperation between the Audit Committee and the Board of Directors, the General Director, and the shareholders.

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

Article 40. Duty of care

Members of the Board of Directors, the General Director, and other executive officers shall perform their duties, including those performed in their capacity as members of the committees under the Board of Directors, in an honest and prudent manner and in the best interests of the Company.

Article 41. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, the General Director, and other executive officers shall disclose their related interests in accordance with the Law on Enterprises and other provisions of law.
2. Members of the Board of Directors, the General Director, and other executive officers shall not use business opportunities that may bring benefits to the Company for personal purposes; simultaneously, they shall not use information obtained by virtue of their positions for personal gain or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, the General Director, and other executive officers shall notify the Board of Directors of all interests that may give rise to a conflict with the interests of the Company, which they may obtain through legal entities, transactions, or other individuals.
4. Unless otherwise determined by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, the General Director, other executive officers, and their related individuals or organizations, or legal entities in which such persons have financial interests; except where the Company and the organizations related to such persons are companies within the same group or companies operating as a group, including parent-subsidiary models, economic groups, and unless otherwise provided by specialized laws.
5. Contracts or transactions between the Company and members of the Board of Directors, the General Director, other executive officers, and their related individuals or organizations; or with companies or organizations in which members of the Board of Directors, the General Director, or other executive officers are owners or hold shares or capital contributions; or with companies or organizations in which the related persons of members of the Board of Directors, the General Director, or other executive officers are owners, jointly own, or separately own shares or capital contributions representing more than 10% of the charter capital, shall not be rendered invalid in the following cases:
 - a. In respect of any contract or transaction with a value less than thirty-five percent (35%) of the total value of the Company's assets as recognized in its latest financial statements, the material terms of such contract or transaction, as well as the relationships and interests of members of the Board of Directors, the General Director, and other executive officers, have been reported to the Board of Directors. The Board of Directors has approved the execution of such contract or transaction in good faith by a majority vote of members of the Board of Directors who have no related interests;

- b. In respect of any contract or transaction with a value equal to or greater than thirty-five percent (35%) of the total value of the Company's assets as recognized in its latest financial statements, the material terms of such contract or transaction, as well as the relationships and interests of the Directors, the General Director, and other executive officers, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the voting of shareholders having no related interests;
- c. Such contract or transaction is determined by an independent consultant to be fair and reasonable in all material respects with regard to the Company's shareholders at the time such contract or transaction is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, the General Director, other executive officers, and organizations or individuals related to the foregoing persons shall not use the Company's non-public information or disclose such information to other persons for the conduct of related transactions.

Article 42. Liability for damage and compensation

1. Members of the Board of Directors, the General Director, and other corporate managers who breach their duties and responsibilities of honesty, and prudence, or who fail to perform their duties with due diligence and professional competence, shall be liable for any damages arising from such breaches.
2. The Company shall indemnify any person who has been, is, or may become a party to any complaint, claim, lawsuit, or prosecution (including civil and administrative proceedings, but excluding proceedings initiated by the Company) if such person has been or is a Director, the General Director, another corporate manager, an employee, or an authorized representative of the Company, or has been or is acting at the request of the Company in the capacity of a Director, a corporate manager, an employee, or an authorized representative of the Company, provided that such person has acted honestly, prudently, and diligently for the benefit of, or not in conflict with the interests of, the Company, in compliance with the laws, and there is no evidence confirming that such person has breached his or her duties.
3. The indemnification costs shall include all expenses incurred (including attorneys' fees), judgment costs, penalties, and amounts actually paid or reasonably incurred in connection with the settlement of such matters, to the extent permitted by law. The Company may purchase insurance for such persons against the indemnification liabilities set forth above.

XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 43. Right to inspect books and records

1. Ordinary shareholders may inspect the Company's books and records as follows:
 - a. Ordinary shareholders may examine, inspect and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate personal information; and examine, inspect, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

- b. A shareholder or a group of shareholders holding at least 05% of the total ordinary shares may examine, inspect and extract the minute books, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets;

Where an authorized representative of a shareholder or a group of shareholders requests inspection of books and records, such request shall be accompanied by a power of attorney granted by the shareholder or group of shareholders, or a certified true copy thereof.

2. Members of the Board of Directors, the General Director and other executive officers may inspect the Company's register of shareholders, the list of shareholders, and other books and records of the Company for purposes related to the performance of their duties, provided that such information is kept confidential.
3. The Company shall keep and maintain this Charter and any amendments or supplements thereto, the Business Registration Certificate, internal regulations, documents evidencing ownership of assets, Resolutions of the General Meeting of Shareholders and the Board of Directors, Minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and records, and other documents as required by law at the Company's head office or its representative office(s).
4. The Company's Charter shall be published on the Company's official website.

XII. EMPLOYEES AND THE TRADE UNION

Article 44. Employees and the Trade Union

1. The General Director shall prepare and submit plans to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards and disciplinary actions applicable to employees and corporate managers.
2. The General Director shall prepare and submit plans to the Board of Directors for approval on matters relating to the Company's relations with trade unions, in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's internal regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders shall determine the amount and form of annual dividend payments from the Company's retained earnings.
2. The Company shall not pay interest on any amount paid as dividends or on any amount paid in respect of any class of shares.
3. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of dividends, in whole or in part in shares, and the Board of Directors shall be the body responsible for implementing such decision.

4. Where dividends or other amounts relating to any class of shares are paid in cash, the Company shall make such payment in Vietnamese dong. Payment may be made directly or through banks based on the bank account details provided by the shareholders. Where the Company has made a transfer in accordance with the bank details duly provided by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for the amount so transferred to such shareholder. Payment of dividends in respect of shares listed on a Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a Resolution to determine a specific record date for the list of shareholders. Based on such record date, persons registered as shareholders or holders of other securities may receive cash dividends or share dividends, as well as notices or other documents.
6. Other matters related to profit distribution shall comply with the provisions of law.

XIV. BANK ACCOUNTS, RESERVES FUND, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 46. Bank accounts

1. The Company shall open bank accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Viet Nam.
2. Subject to prior approval by the competent authorities, where necessary, the Company may open bank accounts overseas in accordance with the laws.
3. The Company shall conduct all payments and accounting transactions through its bank accounts in Vietnamese dong or foreign currencies opened by the Company.

Article 47. Financial year

The financial year of the Company shall commence on the first day of January of each year and end on the thirty-first day of December. The first financial year of the Company shall commence on the date of issuance of the Business Registration Certificate and shall end on the thirty-first day of December immediately following the issuance of such Business Registration Certificate.

Article 48. Accounting regime

1. The accounting regime used by the Company shall be the Vietnamese Accounting Standards (VAS), the corporate accounting regime, or other specific accounting regime issued by competent authorities and approved by the Ministry of Finance.
2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and other relevant laws. Such records shall be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The currency unit used in accounting shall be Vietnamese dong. Where the Company's economic transactions arise primarily in a foreign currency, the Company may elect such

foreign currency as its accounting currency, shall be responsible before the law for such choice, and shall notify the direct supervisory tax authority.

XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND DISCLOSURE RESPONSIBILITIES

Article 49. Annual, semi-annual, and quarterly financial statements

1. The Company shall prepare annual financial statements, which are required to be audited in accordance with the laws. The Company shall disclose its audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to the competent State authorities.
2. The annual financial statements shall comprise all reports, appendices and explanatory notes as required by the laws on corporate accounting. The annual financial statements shall give a true and fair view of the Company's financial position and operating results.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws and regulations on information disclosure in the securities market and submit them to the competent State authorities.

Article 50. Annual Report

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

XVI. AUDIT OF THE COMPANY

Article 51. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of such auditors to conduct the audit of the Company's financial statements for the following financial year, based on the terms and conditions agreed upon with the Board of Directors.
2. A copy of the audit report shall be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company may attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings that shareholders are entitled to receive, and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 52. Seal

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the laws on electronic transactions.
2. The legal representative of the Company shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices.

3. The management and safekeeping of the seal shall comply with the Company's regulations on seal management and use. The Company shall use its seal in transactions in accordance with the provisions of law.

XVIII. DISSOLUTION AND LIQUIDATION

Article 53. Dissolution

1. The Company may be dissolved in the following cases:
 - a. By a resolution of the General Meeting of Shareholders;
 - b. Upon revocation of the Business Registration Certificate;
 - c. Other cases as prescribed by law.
2. The Company may only be dissolved after it has fully settled all debts and other property-related obligations and is not involved in any dispute resolution process at a Court or Arbitration.
3. The early dissolution of the Company (including any extended term) shall be determined by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision shall be executed in accordance with the provisions of law.

Article 54. Liquidation

1. At least six (06) months prior to the decision on the dissolution of the Company, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members, two (02) of whom shall be appointed by the General Meeting of Shareholders and one (01) of whom shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own regulations on operations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be paid by the Company with priority over other debts of the Company.
2. The Liquidation Committee shall notify the Business Registration Authority of its date of establishment and the commencement date of its operations. From such time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the courts and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order of priority:
 - a. Liquidation expenses;
 - b. Outstanding salaries, severance allowances, social insurance contributions, and other benefits of employees in accordance with the signed collective labour agreement and labour contracts;
 - c. Tax liabilities;
 - d. Other debts of the Company;

- e. The remaining balance, after full payment of all amounts specified in items (a) to (d) above, shall be distributed to the shareholders. Preference shares shall be paid prior to ordinary shares.

XIX. INTERNAL DISPUTE RESOLUTION

Article 55. Internal dispute resolution

1. In the event of a dispute or complaint arising from the Company's operations, or the rights and obligations of shareholders in accordance with the Law on Enterprises, other applicable laws, the Company's Charter, or the Company's internal regulations, between:
 - a. a shareholder and the Company;
 - b. a shareholder and the Board of Directors, the General Director, or other executive officers;the relevant parties shall endeavour to resolve such dispute through negotiation and amicable settlement. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present relevant information relating to the dispute within 10 business days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request an arbitration centre in Vietnam to act as a mediator in the dispute resolution process.
2. If no settlement is reached within 06 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or to a competent court.
3. Each party shall bear its own costs related to the negotiation and mediation procedures. Court costs shall be borne in accordance with the court's judgment or decision.

XX. AMENDMENT AND SUPPLEMENT TO THE CHARTER

Article 56. Company Charter

1. Any amendment or supplement to this Charter shall be reviewed and determined by the General Meeting of Shareholders.
2. In the event that legal provisions relating to the Company's operations are not mentioned in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 57. Effective date

1. This Charter consists of 21 Chapters and 57 Articles, and was unanimously adopted by the General Meeting of Shareholders of LDG Investment Joint Stock Company on June 25, 2025, with its full text accepted as effective.
2. This Charter is made into ten (10) copies, all of which have equal legal 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 the Company's Charter shall be valid only when bearing the signature of the Chairman of the Board of Directors or at least one half of the total members of the Board of Directors.

LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS
(Signature, full name and seal)



NGO VAN MINH

LDG