Số/No.: 451/2026/CV- SMC

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

TP. HCM, ngày 25 tháng 09 năm 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi:
- **Ủy Ban Chứng khoán Nhà Nước/ State Securities Commission of Vietnam**
- **Sở Giao dịch Chứng khoán Việt Nam/ Vietnam Exchange**
- **Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh /Hochiminh Stock Exchange**

I. Tên tổ chức/*Name of organization*:

Công Ty Cổ Phần Đầu tư Thương mại SMC/ *SMC Trading Investment Joint Stock Company*

- Mã chứng khoán/*Stock code: SMC*
- Địa chỉ/Address: 124-126 Ung Văn Khiêm, Phường Thạnh Mỹ Tây, TP. Hồ Chí Minh
  124-126 Ung Van Khiem Street, Thanh My Tay Ward, HCM City
- Điện thoại/Tel.: (08) 3899 2299 Fax: (08) 3898 0909
- Email: smc@smc.vn

II. Nội dung thông tin công bố/*Contents of disclosure*:

Công ty CP Đầu Tư Thương Mại SMC công bố Điều Lệ - đăng ký bổ sung ngành nghề kinh doanh – Mã ngành 6810.

SMC Trading Investment Joint Stock Company hereby discloses the Company Charter following the registration of an additional business line – Business Code 6810.

III. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 25/09/2026 tại đường dẫn: https://smc.vn

/This information was published on the company's website on 25/09/2026 (date), as in the link: https://smc.vn

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

CÔNG TY CP ĐẦU TƯ THƯƠNG MẠI SMC
SMC TRADING INVESTMENT JOINT STOCK COMPANY
Phó Tổng Giám đốc/ Người được UQ CBTT
Deputy General Director & Authorized Information Disclosure Person

M.S.D.N: 0303522206 - C.T.C.P
CÔNG TY CỔ PHẦN ĐẦU TƯ THƯƠNG MẠI SMC
THÀNH PHỐ HỒ CHÍ MINH

NGUYỄN NGỌC Ý NHI

CHARTER
ON ORGANIZATION AND OPERATION
SMC TRADING INVESTMENT JOINT STOCK COMPANY

HO CHI MINH CITY

September 2026

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PREAMBLE

This Charter is updated, amended and supplemented pursuant to Resolution No. 410/NQ-DHDCD-BT dated 11/09/2026 of the 2026 Extraordinary General Meeting of Shareholders of SMC Trading Investment Joint Stock Company, which unanimously approved and accepted the full effect of this Charter.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be understood as follows:

a) Charter capital means the total par value of shares sold or registered for subscription upon establishment of the joint stock company and as provided in Article 5 of this Charter;

b) Voting capital means share capital under which the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;

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

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

dd) Vietnam means the Socialist Republic of Vietnam;

e) Date of establishment means the date on which the Company was first issued an Enterprise Registration Certificate (Business Registration Certificate and documents of equivalent legal validity);

g) Enterprise executive means the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and other executives as stipulated in the Company Charter;

h) Enterprise manager means a manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the Director (General Director), and individuals holding other managerial positions as provided in the Company Charter;

i) Related person means an individual or organization as defined in Clause 46 Article 4 of the Law on Securities;

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

l) Founding shareholder means a shareholder owning at least one ordinary share and whose name is included in the list of founding shareholders of the joint stock company;

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

n) Term of operation means the period of operation of the Company as provided in Article 2 of this Charter and any extension thereof (if any) approved by the General Meeting of Shareholders of the Company;

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

2. In this Charter, references to one or more regulations or other documents shall include any amendments, supplements or replacement documents thereto.

3. The headings (Sections and Articles of this Charter) are used for convenience of understanding only and shall not affect the contents of this Charter.

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

Article 2. Name, form, head office, branches, representative offices, business locations and term of operation of the Company; Legal Representative of the Company

1. Company name

- Vietnamese name: Công ty Cổ phần Đầu Tư Thương Mại SMC
- English name: SMC Trading Investment Joint Stock Company
- Trading name: Steel Materials Company
- Abbreviated name: SMC J.S.C

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

3. Registered head office of the Company:

- Address: 124-126 Ung Van Khiem, Thanh My Tay Ward, Ho Chi Minh City
- Telephone: (84 - 028) 38 99 22 99
- Fax: (84 - 028) 38 98 09 09
- E-mail: smc@smc.vn
- Website: www.smc.vn

4. The legal representatives of the Company are: the Chairperson of the Board of Directors and the General Director.

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

6. Unless terminated before the expiry date as provided in Clause 2 Article 47 or extended in accordance with Article 48 of this Charter, the term of operation of the Company shall be indefinite.

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

Article 3. Operational objectives of the Company

1. The business lines of the Company are:

No.	Business Line	Business Code
1	**Wholesale of other household goods**	4649
	(Excluding the exercise of export rights, import rights and distribution rights for goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights and distribution rights, and goods on the national reserve list)	

2	**Wholesale of other machinery, equipment and spare parts** (Excluding the exercise of export rights, import rights and distribution rights for goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights and distribution rights, and goods on the national reserve list)	4659
3	**Manufacture of builders' carpentry and joinery** Details: Manufacture of interior decorative products (not manufactured at the head office)	1622
4	**Manufacture of iron, steel and cast iron** Details: Manufacture of iron and steel, construction and installation equipment, mechanical equipment, warehouse and factory frames made of aluminum, steel and stainless-steel structures, and metal products. (Excluding the manufacture of D6-D32 mm construction steel bars and D15-D114m connecting steel pipes, coated steel sheets and color-coated steel sheets) (Not manufactured at the head office)	2410
5	**Manufacture of other fabricated metal products not elsewhere classified** Details: Manufacture of interior decorative products, construction and installation equipment, mechanical equipment, warehouse and factory frames made of aluminum, steel and stainless-steel structures (excluding the manufacture of D6-D32 mm construction steel bars and D15-D114m connecting steel pipes, coated steel sheets and color-coated steel sheets) (Not manufactured at the head office)	2599
6	**Wholesale of other construction materials and installation equipment** (Excluding the exercise of export rights, import rights and distribution rights for goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights and distribution rights, and goods on the national reserve list)	4673
7	**Other specialized wholesale not elsewhere classified** (Excluding the exercise of export rights, import rights and distribution rights for goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights and distribution rights, and goods on the national reserve list)	4679
8	**Real estate business, land use rights belonging to owners, users or leased land** Details: Real estate business and land use rights belonging to owners, users or leased land in accordance with the law. (Excluding: Business in land use rights for cemeteries and graveyards)	6810
9	**Wholesale of metals and metal ores**	4672 (Main)

	(Excluding the exercise of export rights, import rights and distribution rights for goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights and distribution rights, and goods on the national reserve list.)	
10	Foreign-invested enterprises are responsible for carrying out investment procedures in accordance with the Law on Investment and relevant laws. Enterprises must fully comply with the provisions of law on land, construction, fire prevention and fighting, environmental protection, other legal provisions related to the enterprises' operations, and business conditions applicable to conditional business lines.	Business line not yet matched with the Vietnam Standard Industrial Classification

2. The operational objectives of the Company are: to be established for the purpose of mobilizing and efficiently using capital for the development of production and business, particularly in the distribution of steel products; at the same time, to improve efficiency, create jobs and stable income for employees, increase dividends for shareholders, contribute to the State budget, and continuously develop the Company.

Article 4. Scope of business and operations of the Company

1. The Company is permitted to conduct business activities in accordance with the Enterprise Registration Certificate and this Charter, in compliance with prevailing laws, and to take appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 5. Charter capital, shares, founding shareholders

1. The Charter Capital of the Company is VND 736,785,870,000 (in words: Seven hundred thirty-six billion, seven hundred eighty-five million, eight hundred seventy thousand Vietnamese dong).

The total Charter Capital of the Company is divided into 73,678,587 shares with a par value of VND 10,000/share.

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

3. The shares of the Company as of the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are provided in Articles 11 and 12 of this Charter.

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

5. Ordinary shares must be offered first to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to other persons on such terms and in such manner as the Board of Directors considers appropriate, provided that such shares shall not be sold on terms more favorable than those offered to existing shareholders, except where the shares are sold through the Stock Exchange by auction.

6. The Company may repurchase shares issued by the Company in the manners provided in this Charter and under applicable laws. Shares repurchased by the Company are treasury shares, and the Board of Directors may offer them for sale in a manner consistent with this Charter, the Law on Securities and relevant implementing documents.

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

Article 6. Share certificates

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

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

3. Within 15 days from the date of submission of a complete dossier requesting transfer of share ownership in accordance with the Company's regulations, or within 2 months (or another period prescribed in the terms of issue) from the date of full payment for the shares in accordance with the Company's share issuance plan, the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.

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

Article 7. Other securities certificates

Bond certificates or other securities certificates of the Company (except offering letters, temporary certificates and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Company, unless otherwise provided in the terms and conditions of issue.

Article 8. Transfer of shares

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

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

Article 9. Forfeiture of shares

1. Where a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall issue a notice and may require such shareholder to pay the outstanding amount and to bear liability corresponding to the total par value of the shares registered for subscription for the financial obligations of the Company arising from such non-payment.

2. The payment notice referred to above must specify a new payment deadline (at least seven (07) days from the date the notice is sent), the place of payment, and must clearly state that, if payment is not made as required, the shares not fully paid for will be forfeited.

3. The Board of Directors may forfeit shares that have not been fully and timely paid for if the requirements in the above notice are not fulfilled.

4. Forfeited shares shall be deemed shares authorized for offering as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may directly, or authorize another person to, sell or redistribute such shares on such terms and in such manner as the Board of Directors considers appropriate.

5. A shareholder holding forfeited shares shall cease to have shareholder status in respect of those shares, but shall remain liable to pay all related amounts plus interest at the 12-month term deposit interest rate of Joint Stock Commercial Bank for Foreign Trade of Vietnam applicable at the time of forfeiture, as decided by the Board of Directors, from the date of forfeiture until payment is made. The Board of Directors shall have full authority to decide on enforcement of payment of the full value of the shares at the time of forfeiture.

6. Notice of forfeiture shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture shall remain effective notwithstanding any error or omission in sending such notice.

V. ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE

Article 10. Organizational, governance and control structure

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

1. General Meeting of Shareholders.

2. Board of Directors.

3. Audit Committee under the Board of Directors.

4. Director (General Director) in charge of executive management.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Shareholders are owners of the Company and have rights and obligations corresponding to the number and class of shares they own. Shareholders shall only be liable for the debts and other property obligations of the Company within the amount of capital contributed to the Company. Ordinary shareholders have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or by another method provided by the Company Charter and law. Each ordinary share carries one vote;

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

c) To have priority in purchasing new shares in proportion to each shareholder's ownership of ordinary shares in the Company;

d) To freely transfer their shares to other persons, except in the cases prescribed in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises and other relevant laws;

dd) To inspect, look up and extract information on names and contact addresses in the list of shareholders entitled to vote; and to request correction of inaccurate information concerning themselves;

e) To inspect, look up, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their share ownership ratio in the Company;

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

i) To be treated equally. Each share of the same class confers equal rights, obligations and interests upon its holder. Where the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with law;

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

m) Other rights as provided by law and this Charter.

2. A shareholder or group of shareholders owning five percent (05%) or more of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;

b) To inspect, look up and extract the minutes book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, contracts and transactions requiring approval by the Board of Directors, and other documents, except documents relating to trade secrets and business secrets of the Company;

c) To request the Audit Committee to review and inspect specific matters relating to the management and administration of the Company's operations when deemed necessary. The request must be made in writing and include the following contents: full name, contact address, nationality and legal identification document number of each individual shareholder; name, enterprise identification number or legal document number of the organization, and head office address for an institutional shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and its ownership ratio in the total shares of the Company; the matter to be inspected and the purpose of the inspection;

d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than three (03) working days before the opening date. The proposal must specify the shareholder's name, the number of each class of shares held by the shareholder, and the matter proposed for inclusion in the meeting agenda;

dd) Other rights as provided by law and this Charter.

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

a) Ordinary shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting of the formation of such group before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause may nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors. If the number of candidates nominated by the shareholder or group of shareholders is fewer than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 12. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.

2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except where the shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of the contributed share capital contrary to this Clause, such shareholder and any person having 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 the withdrawn shares and for any resulting damage.

3. To comply with the Company Charter and the Company's Internal Management Regulations.

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

5. To keep confidential information provided by the Company in accordance with the Company Charter and law; to use such information only for exercising and protecting their lawful rights and interests; and not to disseminate, copy or send information provided by the Company to any other organization or individual.

6. To attend meetings of the General Meeting of Shareholders and exercise voting rights in the following forms:

a) Attend and vote directly at the meeting;

b) Authorize another individual or organization to attend and vote at the meeting;

c) Attend and vote via online conference, electronic voting or other electronic means;

d) Send voting ballots to the meeting by mail, fax or e-mail;

7. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:

a) Violating the law;

b) Conducting business and other transactions for personal gain or for the benefit of another organization or individual;

c) Paying undue debts in advance in the face of financial risks to the Company.

8. To fulfill other obligations in accordance with prevailing laws.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be held once a year and within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders where necessary, but not beyond 06 months from the end of the financial year. In addition to the annual meeting, an extraordinary General Meeting of Shareholders may be held. The venue of a meeting of the General Meeting of Shareholders shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide matters in accordance with law and the Company Charter, in particular approval of the audited annual financial statements. Where the auditor's report on the Company's annual financial statements contains material qualified opinions, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the Company's annual General Meeting of Shareholders.

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

a) The Board of Directors considers it necessary in the interests of the Company;

b) The remaining number of members of the Board of Directors or independent members of the Board of Directors falls below the minimum number prescribed by law;

c) At the request of a shareholder or group of shareholders as provided in Clause 2 Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, bearing all signatures of the relevant shareholders, or may be made in multiple counterparts which collectively bear all signatures of the relevant shareholders;

d) At the request of the Audit Committee;

dd. Other cases as provided by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

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

b) If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed at Point a Clause 4 of this Article, the shareholder or group of shareholders specified at Point c Clause 3 of this Article shall have the right to convene the General Meeting of Shareholders in place of the Board of Directors in accordance with the Law on Enterprises;

c) A shareholder or group of shareholders convening the General Meeting of Shareholders under Point b of this Clause shall have the right to perform the necessary work to organize the meeting in accordance with the Law on Enterprises;

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

d) Procedures for organizing 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 General Meeting of Shareholders comprises all Shareholders with voting rights.
2. The General Meeting of Shareholders has authority to decide the following matters:

(i) Approve the development orientation of the Company;

(ii) Determine the classes of shares and the total number of shares of each class authorized for offering, and assign the Board of Directors to decide detailed plans relating to the issuance and offering of shares or securities convertible into or exchangeable for shares of the Company, including offering and/or issuance plans (private placement or public offering), plans for use of proceeds, debt repayment plans, swap plans, or plans for offering depositary receipts;

(iii) Decide the annual dividend payable for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares.

(iv) Determine the number of members of the Board of Directors and the Audit Committee;

(v) Elect, remove and dismiss members of the Board of Directors;

(vi) Decide on investments or sales of assets having a value of thirty-five percent (35%) or more of the total asset value stated in the Company's most recent financial statements;

(vii) Decide on amendments and supplements to the Company Charter; except for adjustments to the Charter Capital based on offering results, sale of additional new shares within the number of shares authorized for offering, or results of conversion or exchange of issued securities convertible into or exchangeable for shares of the Company, in which case amendments and supplements to the Company Charter shall be decided by the Board of Directors;

(viii) Approve the audited annual financial statements, the report of the Board of Directors, and the report of the Supervisory Board;

(ix) Decide on repurchase of more than 10% of the total shares sold of each class;

(x) Examine and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;

(xi) Decide on division, separation, consolidation, merger or conversion, reorganization, dissolution (liquidation) of the Company and appointment of the liquidator;

(xii) Decide remuneration, bonuses and other benefits for the Board of Directors; and the Board of Directors remuneration report;

(xiii) Approve the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors;

(xiv) Approve the list of approved audit firms; decide that an approved audit firm conduct an examination of the Company's operations, and remove an approved auditor when deemed necessary;

(xv) Approve the Company's entering into contracts or transactions with the persons specified in Clause 1 Article 167 of the Law on Enterprises where the value is equal to or greater than 35% of the total asset value of the Company stated in its most recent financial statements;

(xvi) Approve transactions specified in Clause 4 Article 293 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;

(xvii) Where necessary, the General Meeting of Shareholders, on its own initiative or at the proposal of the Board of Directors, may delegate back to the Board of Directors the authority to decide and organize implementation of certain matters falling within the authority of the General Meeting of Shareholders as provided in this Article.

(xviii) Consider and decide other matters in accordance with the Law on Enterprises.

3. A shareholder may not vote in the following cases:

a. Approval of contracts specified in Clause 2 Article 13 where such shareholder or a related person of such shareholder is a party to the contract;

b. Repurchase of shares of such shareholder or a related person of such shareholder, except where the share repurchase is carried out in proportion to the ownership of all shareholders or is carried out through order matching or a public tender offer on the Stock Exchange.

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

Article 15. Authorization to attend meetings of the General Meeting of Shareholders

1. Shareholders and authorized representatives of institutional shareholders may attend meetings directly, authorize in writing one or more other individuals or organizations to attend the meeting, or attend by one of the methods prescribed in Clause 3 Article 144 of the Law on Enterprises.

2. Authorization of a representative to attend a meeting of the General Meeting of Shareholders must be made in writing. The authorization document shall be made in accordance with civil law and specify the name of the authorized individual or organization and the number of shares authorized.

a. Where an individual shareholder is the authorizing party, the power of attorney must bear the signature of such shareholder and the individual authorized to attend the meeting, or the signature of the legal representative of the legal entity authorized to attend the meeting;

b. Where an institutional shareholder is the authorizing party, the power of attorney must bear the signatures of the authorized representative and legal representative of the institutional shareholder, and of the individual or legal representative of the legal entity authorized to attend the meeting;

c. In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the person authorized to attend the meeting.

The person authorized to attend the General Meeting of Shareholders must submit the authorization document before entering the meeting room.

3. Where a lawyer signs the appointment of a representative on behalf of the authorizing party, such appointment shall only be deemed valid if the appointment document is presented together with the power of attorney granted to the lawyer or a valid copy thereof (if not previously registered with the Company).

4. Except as provided in Clause 3 Article 15, a vote cast by an authorized person attending the meeting within the scope of authorization shall remain valid upon occurrence of any of the following events:

a. The authorizing person has died, has restricted civil act capacity or has lost civil act capacity;

b. The authorizing person has revoked the appointment of the authorized representative;

c. The authorizing person has revoked the authority of the person exercising the authorization.

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

Article 16. Changes to rights

1. Any change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting.

2. A meeting of shareholders holding a class of preference shares to approve the above change of rights shall be valid only if at least 02 shareholders (or their authorized representatives) attend and hold at least 1/3 of the total par value of the issued shares of that class. If the required quorum is not present, the meeting shall be reconvened within the following 30 days, and the holders of shares of that class (regardless of the number of persons and number of shares) present in person or by authorized representative shall be deemed to constitute the required quorum. At such meetings of holders of preference shares, holders of shares of that class present in person or through a representative may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be similar to those provided in Articles 19, 20 and 21 of this Charter.

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

Article 17. Convening meetings, meeting agenda and notice of General Meeting of Shareholders

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

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

a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten days (10 days) before the date on which the meeting notice is sent. The Company must disclose information on preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders based on the proposed contents of the meeting;

dd) Determine the time and venue of the meeting;

e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Perform other tasks serving the meeting.

3. Notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their contact addresses and shall concurrently be disclosed on the Company's website and to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the List of shareholders entitled to attend no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted upon at the meeting shall be sent to shareholders and/or posted on the

Company's website. Where such documents are not enclosed with the meeting notice, the notice must clearly state the link to all meeting documents so that shareholders may access them.

4. A shareholder or group of shareholders specified in Clause 2 Article 12 of this Charter has the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than three (03) working days before the opening date. The proposal must state the shareholder's name, the number of each class of shares held by the shareholder, and the matter proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders may reject a proposal specified in Clause 4 of this Article in any of the following cases:

a) The proposal is not sent in accordance with Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as provided in Clause 2 Article 11 of this Charter;

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

d) Other cases as provided by law and this Charter.

Article 18. Conditions for conducting a General Meeting of Shareholders

1. A General Meeting of Shareholders may be conducted when the attending shareholders represent more than fifty percent (50%) of the total voting rights.

2. If the first meeting fails to satisfy the conditions prescribed in Clause 1 of this Article, notice of a second meeting shall be sent within thirty days (30 days) from the intended date of the first meeting. The second General Meeting of Shareholders may be conducted when the attending shareholders represent at least thirty-three percent (33%) of the total voting rights.

3. If the second meeting cannot be conducted because the required quorum is not present within thirty (30) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting and, in such case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be deemed valid and entitled to decide all matters proposed for approval at the first General Meeting of Shareholders.

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

1. Before opening the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend and present have been registered in the following order:

a) Upon shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by votes in favor, against and abstention. At the Meeting, voting cards in favor of a resolution shall be collected first, followed by voting cards against the resolution, after which the total number of votes in favor and against shall be counted to determine the result. The voting result shall be announced by the Chairperson immediately before the closing of the meeting. The Meeting shall elect persons responsible for vote counting or supervising vote counting at the proposal of the

Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson;

b) A shareholder, authorized representative of an institutional shareholder, or other authorized person arriving after the meeting has opened shall have the right to register immediately and thereafter to participate and vote at the meeting upon registration. The Chairperson is not responsible for suspending the meeting to allow a late shareholder to register, and the validity of matters previously voted upon shall not be affected.

2. Election of the chairperson, secretary and vote counting committee shall be as follows:

a) The Chairperson of the Board of Directors shall chair, or may authorize another member of the Board of Directors to chair, a General Meeting of Shareholders convened by the Board of Directors. If the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them by majority vote to chair the meeting. If no chairperson can be elected, the member of the Board of Directors holding the highest position shall preside over the election by the General Meeting of Shareholders of a chairperson from among the attendees, and the person receiving the highest number of votes shall chair the meeting;

b) Except for the case specified at Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election by the General Meeting of Shareholders of a chairperson, and the person receiving the highest number of votes shall chair the meeting;

c) The Chairperson shall appoint one or more persons as secretary(ies) of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the proposal of the Chairperson.

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

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

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

b) Ensure safety for all persons present at the meeting venue(s);

c) Facilitate shareholders' attendance at (or continued attendance at) the meeting. The person convening the General Meeting of Shareholders shall have full authority to change the above measures and apply all necessary measures. Such measures may include issuance of admission passes or use of other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by votes in favor, against and abstention. The voting result shall be announced by the Chairperson immediately before closing the meeting.

6. A shareholder or authorized person arriving after the meeting has opened may still register and shall have the right to participate in voting immediately after registration; in such case, the validity of matters previously voted upon shall not be affected.

7. The person convening or chairing the General Meeting of Shareholders shall have the following rights:

a) Require all attendees to be subject to lawful and reasonable inspections or other security measures;

b) Request competent authorities to maintain order at the meeting; and expel from the General Meeting of Shareholders persons who do not comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson may postpone a General Meeting of Shareholders at which the required number of attendees has registered for no more than 03 working days from the intended opening date, and may postpone the meeting or change the meeting venue only in the following cases:

a) The meeting venue does not have sufficient convenient seating for all attendees;

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss and vote;

c) An attendee obstructs or disrupts order, creating a risk that the meeting cannot be conducted fairly and lawfully.

9. If the Chairperson postpones or suspends the General Meeting of Shareholders contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and conduct the meeting until its conclusion; all resolutions adopted at such meeting shall be effective.

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

11. In this Charter (unless the context otherwise requires), every shareholder and authorized person attending the meeting shall be deemed to participate in the meeting at the main venue of the meeting.

12. Each year, the Company shall hold at least one (01) General Meeting of Shareholders. The annual General Meeting of Shareholders may not be conducted by way of written consultation.

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

1. The General Meeting of Shareholders shall adopt all Resolutions by direct voting at a meeting of the General Meeting of Shareholders or by written consultation with shareholders.

(i) Except for the case specified in Clause (ii) below, decisions of the General Meeting of Shareholders shall be adopted when approved by more than fifty percent (50%) of the total votes of shareholders entitled to vote who are present in person or through an authorized representative at the General Meeting of Shareholders (in the case of an in-person meeting), or by more than fifty percent (50%) of the voting rights of shareholders entitled to vote (in the case of written consultation).

(ii) Decisions of the General Meeting of Shareholders relating to the matters below shall only be adopted when approved by at least 65% of the total voting rights of shareholders entitled to vote who are present in person or through an authorized representative at the General Meeting of Shareholders (in the case of an in-person meeting), or by more than 50% of the total voting rights of shareholders entitled to vote (in the case of written consultation).

(A) Classes and number of shares of each class offered for sale;

(B) Changes to business lines, sectors and fields;

(C) Changes to the Company's organizational management structure;

(D) Amendments and supplements to the Company Charter;

(E) Investment projects or sale of assets having a value of 35% or more of the total asset value stated in the Company's most recent financial statements based on the latest audited accounting records;

(F) Reorganization or dissolution of the Company.

2. A resolution of the General Meeting of Shareholders adopted by way of written consultation with shareholders shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

3. Resolutions of the General Meeting of Shareholders adopted by holders representing 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions violate the Law on Enterprises and the Company Charter.

Article 21. Authority and procedures for obtaining written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders may approve all matters within its authority by way of written consultation with shareholders. The authority and procedures for obtaining written opinions of shareholders to adopt decisions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors may obtain written opinions of shareholders at any time to adopt a decision of the General Meeting of Shareholders if deemed necessary in the interests of the Company.

2. The Board of Directors must prepare opinion ballots, a draft decision of the General Meeting of Shareholders and explanatory materials for the draft decision. The opinion ballot, together with the draft decision and explanatory materials, must be sent by a method ensuring delivery to the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and disclosed to shareholders within a reasonable period for consideration and voting, and in any event at least fifteen (15) days before the deadline for receipt of completed opinion ballots.

3. The opinion ballot must contain the following principal particulars:

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

b. Purpose of the consultation;

c. Full name, permanent address, nationality, Citizen Identity Card number, Identity Card number, passport number or other lawful personal identification of an individual shareholder; name, enterprise identification number or establishment decision or establishment certificate number and head office address of an institutional shareholder; or full name, permanent address, nationality, Citizen Identity Card number, Identity Card number, passport number or other lawful personal identification of the authorized representative of an institutional shareholder; number of shares of each class and number of voting rights of the shareholder;

d. Matter on which opinions are sought for adoption of a decision;

dd. Voting options comprising approval, disapproval and no opinion for each matter on which opinions are sought;

e. Deadline by which completed opinion ballots must be returned to the Company;

g. Full names and signatures of the Chairperson of the Board of Directors and the legal representative of the Company.

4. A shareholder may send the completed opinion ballot to the Company by one of the following methods:

a. By mail. A completed opinion ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an institutional shareholder. An opinion ballot returned to the Company must be enclosed in a sealed envelope and may not be opened by any person before vote counting;

b. By fax or e-mail. An opinion ballot sent to the Company by fax or e-mail must be kept confidential until the time of vote counting.

Opinion ballots returned to the Company after the deadline specified in the ballot, or opened in the case of postal submission, or disclosed in the case of submission by fax or e-mail, shall be invalid. An opinion ballot not returned shall be deemed a non-participating vote.

5. The Board of Directors shall count the votes and prepare minutes of vote counting in the presence of a shareholder who does not hold a managerial position in the Company. The minutes of vote counting must contain the following principal particulars:

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

b. Purpose and matters on which opinions are sought for adoption of the resolution;

c. Number of shareholders with the total number of voting rights participating in the vote, specifying the number of valid and invalid votes, together with an appendix listing the shareholders participating in the vote;

d. Total number of votes in favor, against and abstentions for each matter;

e. Decisions adopted;

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

Members of the Board of Directors, the vote counter and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting and shall be jointly liable for any damage arising from decisions adopted as a result of dishonest or inaccurate vote counting.

6. The minutes of vote counting must be sent to shareholders within fifteen (15) days from the date on which vote counting is completed. Where the Company has a website, sending the minutes may be replaced by posting them on the Company's website.

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

8. A resolution adopted by way of written consultation with shareholders must be approved by shareholders representing more than fifty percent (50%) of the total voting shares and shall have the same validity as a decision adopted at a meeting of the General Meeting of Shareholders.

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

The person chairing the General Meeting of Shareholders shall be responsible for organizing the retention of minutes and resolutions of the General Meeting of Shareholders. Minutes and resolutions of the General Meeting of Shareholders must be disclosed on the Company's website within twenty-four (24) hours and sent to all shareholders within fifteen (15) days from the date the General Meeting of Shareholders concludes. Minutes and resolutions of the General Meeting of Shareholders shall be deemed authentic evidence of the proceedings conducted at the General Meeting of Shareholders unless an objection to the contents of the minutes is raised in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent. The minutes must be prepared in Vietnamese, signed for confirmation by the Chairperson and the Secretary, and prepared in accordance with the Law on Enterprises and this Charter. Records, minutes, resolutions, signature books of attending shareholders and authorization documents for attendance must be retained at the head office of the Company.

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

Within 90 days from the date of receipt of a resolution or minutes of a General Meeting of Shareholders or minutes of results of vote counting for written consultation of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to consider and cancel the resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company Charter, except in the case specified in Clause 3 Article 21 of this Charter.

2. The contents of the resolution violate law or this Charter.

Where a decision of the General Meeting of Shareholders is cancelled pursuant to a decision of a Court or Arbitration, the person who convened the cancelled General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within 60 days in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

VII. BOARD OF DIRECTORS

Article 24. Composition and term of office of members of the Board of Directors

1. The Board of Directors shall have at least five (05) members and no more than eleven (11) members. The term of office of a member of the Board of Directors shall not exceed 05 years, and members may be re-elected for an unlimited number of terms. Members of the Board of Directors must satisfy the following criteria and conditions:

a) Not fall within the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) Have professional qualifications and experience in business administration or in the fields, sectors or business lines of the Company and are not necessarily required to be shareholders of the Company.

c) A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or Members' Council of no more than 05 other companies.

d) An individual may be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

Where all members of the Board of Directors complete their terms of office at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected as replacements and take over their duties.

The composition of the Board of Directors shall be as follows: the number of non-executive members of the Board of Directors of a public company must satisfy the following requirements:

a) At least 01 non-executive member where the Board of Directors has from 03 to 05 members;

b) At least 02 non-executive members where the Board of Directors has from 06 to 08 members;

c) At least 03 non-executive members where the Board of Directors has from 09 to 11 members.

Independent members of the Board of Directors must satisfy the criteria prescribed at Point b Clause 1 Article 137 of the Law on Enterprises. Each independent member of the Board of Directors of a listed company must prepare an assessment report on the activities of the Board of Directors.

Where candidates for the Board of Directors have been identified, the Company must disclose information relating to the candidates on the Company's website at least 10 days before the opening date of the General Meeting of Shareholders so that shareholders may learn about such candidates before voting. A candidate for the Board of Directors must provide a written commitment as to the truthfulness and accuracy of the disclosed personal information and must undertake to perform his/her duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to a candidate for the Board of Directors to be disclosed includes:

a) Full name and date of birth;

b) Professional qualifications;

c) Employment history;

d) Other managerial positions (including positions on the Board of Directors of other companies);

dd) Interests related to the Company and related parties of the Company;

e) Other information (if any) as provided in the Company Charter;

g) A public company shall be responsible for disclosing information on companies at which the candidate currently holds a position as a member of the Board of Directors, other managerial positions, and the candidate's interests related to such companies (if any).

2. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares may nominate one (01) candidate; from 30% to less than 40% may nominate up to two (02) candidates; from 40% to less than 50% may nominate up to three (03) candidates; from 50% to less than 60% may nominate up to four (04) candidates; from 60% to less than 70% may nominate up to five (05) candidates; from 70% to 80% may nominate up to six (06) candidates; and from 80% to less than 90% may nominate up to seven (07) candidates.

3. Where the number of candidates for the Board of Directors nominated and self-nominated is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations under the mechanism prescribed by the Company in its Internal Regulations on Corporate Governance. The nomination mechanism or the manner in which the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders before nominations are made.

4. A member of the Board of Directors shall cease to be qualified as a member of the Board of Directors in the following cases:

a. Such member no longer satisfies the qualifications for membership of the Board of Directors under the Law on Enterprises or is prohibited by law from serving as a member of the Board of Directors;

b. Such member submits a written resignation to the head office of the Company;

c. Such member suffers from a mental disorder and other members of the Board of Directors have professional evidence proving that such person no longer has civil act capacity;

d. Such member fails to attend meetings of the Board of Directors continuously for six (06) months without approval of the Board of Directors and the Board of Directors decides that the position of such person is vacant;

dd. Such member is dismissed pursuant to a decision of the General Meeting of Shareholders.

5. Where deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors and to remove or dismiss a member of the Board of Directors in cases other than those specified in Clause 4 of this Article.

The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors decreases by more than one-third of the number prescribed in the Company Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members decreases by more than one-third;

b) The number of independent members of the Board of Directors decreases so that the ratio prescribed at Point b Clause 1 Article 137 of the Law on Enterprises is no longer satisfied.

c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who has been removed or dismissed at the nearest meeting.

6. Appointment of members of the Board of Directors must be disclosed in accordance with the laws on securities and the securities market.

7. A member of the Board of Directors is not required to hold shares of the Company.

Article 25. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for rights and obligations falling within the authority of the General Meeting of Shareholders.

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

a) Decide the strategy, medium-term development plan and annual business plan of the Company;

b) Recommend the classes of shares and the total number of shares of each class authorized for offering;

c) Decide the sale of unsold shares within the number of shares of each class authorized for offering; and decide on raising additional capital by other forms;

d) Decide the selling prices of shares and bonds of the Company;

dd) Decide on repurchase of shares in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;

e) Decide investment plans and investment projects within its authority and limits as prescribed by law;

g) Decide solutions for market, marketing and technology development;

h) Approve purchase, sale, borrowing, lending and other contracts and transactions having a value of thirty-five percent (35%) or more of the total asset value stated in the Company's most recent financial statements, and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders as prescribed at Point d Clause 2 Article 138 and Clauses 1 and 3 Article 167 of the Law on Enterprises;

i) Elect, remove and dismiss the Chairperson of the Board of Directors; appoint, remove, enter into and terminate contracts with the Director (General Director) and other key managers as provided in the Company Charter; decide salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide their remuneration and other benefits;

k) Supervise and direct the Director (General Director) and other managers in conducting the day-to-day business operations of the Company;

l) Decide the organizational structure and internal management regulations of the Company; decide establishment of subsidiaries, branches and representative offices and capital contributions or purchase of shares in other enterprises;

m) Approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to adopt resolutions;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

o) Recommend the dividend rate; decide the time and procedures for payment of dividends or handling of losses arising in the course of business;

p) Recommend reorganization or dissolution of the Company; request bankruptcy of the Company;

q) Decide issuance of the Regulations on Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide issuance of the Regulations on Operation of the Audit Committee under the Board of Directors and the Company's Regulations on Information Disclosure;

s) Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, other laws and the Company Charter.

t) Organize training and refresher courses on corporate governance and necessary skills for members of the Board of Directors, the General Director (Director), the Person in charge of Corporate Governance and other managers of the Company.

u) Make dividend payments to shareholders in accordance with law after approval by the annual General Meeting of Shareholders.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of its activities in accordance with Article 280 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing implementation of a number of articles of the Law on Securities.

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

a) The Company may pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

b) Members of the Board of Directors shall be entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

c) The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

d) A member of the Board of Directors holding an executive position, working on a subcommittee of the Board of Directors, or performing other work outside the ordinary duties of a member of the Board of Directors may receive additional remuneration in the form of a lump-sum payment on each occasion, salary, commission, percentage of profits or another form as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, meals, accommodation and other reasonable expenses incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors relating to violations of law and the Company Charter.

Article 26. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, removed and dismissed by the Board of Directors from among its members.

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

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

a) Prepare the work program and operational plan of the Board of Directors;

b) Prepare the agenda, contents and documents for meetings; convene, preside over and chair meetings of the Board of Directors;

c) Organize adoption of resolutions and decisions of the Board of Directors;

d) Supervise implementation of resolutions and decisions of the Board of Directors;

dd) Chair meetings of the General Meeting of Shareholders;

e) Other rights and obligations as provided by the Law on Enterprises.

4. Where the Chairperson of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within ten days (10 days) from the date of receipt of the resignation or removal or dismissal.

5. Where the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors until a new decision is made by the Board of Directors.

Article 27. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date the election of that Board of Directors is completed.

This meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. If more than one member receives the same highest number or percentage of votes, the members shall elect by majority vote 01 person from among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once each quarter and may hold extraordinary meetings. The Chairperson of the Board of Directors or the person convening the meeting must send the meeting notice no later than three (03) working days before the meeting date. The meeting notice must specify the time and venue of the meeting, the agenda, and matters for discussion and decision. The meeting notice must be accompanied by documents to be used at the meeting and the voting ballot of each member.

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

a) At the request of the Audit Committee or an independent member of the Board of Directors;

b) At the request of the Director (General Director) or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

d) One (01) independent member of the Board of Directors.

4. A request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose and matters to be discussed and decided within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of a request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, the Chairperson shall be liable for any damage caused to the Company; the requesting person shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.

6. Notice of a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or another method prescribed by the Company Charter, provided that it reaches the contact address of each member of the Board of Directors registered with the Company.

7. A member of the Audit Committee is a member of the Board of Directors and shall receive meeting notices and accompanying documents in accordance with the provisions applicable to members of the Board of Directors.

Members of the Audit Committee shall attend, discuss and vote at meetings of the Board of Directors in accordance with the rights and obligations of members of the Board of Directors.

8. A meeting of the Board of Directors may be conducted when at least 3/4 of the total members are in attendance. If a meeting convened under this Clause does not have the required number of attendees, a second meeting shall be convened within seven days (07 days) from the intended date of the first meeting. In such case, the meeting may be conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

a) Attend and vote directly at the meeting;

b) Authorize another person to attend and vote in accordance with Clause 11 of this Article;

c) Attend and vote via online conference, electronic voting or other electronic means;

d) Send a voting ballot to the meeting by mail, fax or e-mail;

dd) Send a voting ballot by another means.

10. Where a voting ballot is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than 01 hour before the opening of the meeting. The voting ballot may only be opened in the presence of all persons attending the meeting.

11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.

12. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of members attending the meeting; in the event of a tie, the final decision shall follow the side supported by the Chairperson of the Board of Directors.

13. A meeting of the Board of Directors may be conducted by deliberation among members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:

a. Hear each other participating member of the Board of Directors speak during the meeting;

b. Speak simultaneously to all other participating members.

Communication among members may be conducted directly by telephone or by other means of information communication (whether such means are used at the time this Charter is adopted or thereafter), or by a combination of all such methods. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at that meeting. The venue of a meeting conducted under this provision shall be the place where the largest group of members of the Board of Directors is gathered, or, if there is no such group, the place where the Chairperson of the meeting is present.

Decisions adopted at an online, telephone or other meeting duly organized and conducted shall take effect immediately upon conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending such meeting.

14. A resolution adopted by written consultation shall be approved on the basis of affirmative opinions of a majority of members of the Board of Directors entitled to vote. Such resolution shall have the same effect and validity as a resolution adopted by members of the Board of Directors at a duly convened and conducted meeting.

15. The Chairperson of the Board of Directors shall be responsible for circulating minutes of meetings of the Board of Directors to the members, and such minutes shall constitute authentic evidence of the proceedings conducted at those meetings unless an objection to the contents of the minutes is raised within ten (10) days from the date of circulation. Minutes of meetings of the Board of Directors shall be prepared in Vietnamese and must bear the signatures of all members of the Board of Directors attending the meeting, or may be prepared in multiple counterparts, each signed by at least one (01) member of the Board of Directors attending the meeting.

16. The Board of Directors may establish subcommittees under it to be responsible for development policy, personnel, remuneration, internal audit and risk management. The number of members of a subcommittee shall be decided by the Board of Directors and shall be at least three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority of the subcommittee, and one of such members shall be appointed as Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with regulations of the Board of Directors. A resolution of a subcommittee shall only be effective when approved by

a majority of members attending and voting at the subcommittee meeting. Implementation of decisions of the Board of Directors or its subcommittees must comply with prevailing laws and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

VIII. GENERAL DIRECTOR AND OTHER MANAGERS

Article 28. Organization of the management apparatus

The management system of the Company must ensure that the management apparatus is accountable to and under the leadership of the Board of Directors. The Company shall have one (01) Director (General Director) in charge of executive management, Deputy Directors (Deputy General Directors) in charge of executive management, one Chief Accountant, and other positions appointed by the Board of Directors. Appointment, removal and dismissal of the above positions must be effected by duly adopted resolutions of the Board of Directors.

Article 29. Other managers

1. At the proposal of the Director (General Director) and with approval of the Board of Directors, the Company may recruit necessary managers in such number and with such qualifications as are appropriate to the organizational structure and corporate management practices proposed by the Board of Directors from time to time. Managers must exercise the diligence necessary for the Company's operations and organization to achieve its objectives.

2. Salaries, remuneration, benefits and other terms of the employment contract of the Director (General Director) shall be decided by the Board of Directors; contracts with other managers whose appointment falls within the authority of the Board of Directors under Clause 3 Article 25 of this Charter shall be decided by the Board of Directors after consulting the Director (General Director).

Article 30. Appointment, removal, duties and powers of the Director (General Director)

1. The Board of Directors shall appoint one of its members or another person as the Director (General Director) in charge of executive management and enter into a contract specifying salary, remuneration, benefits and other relevant terms. Information on salary, allowances and benefits of the Director (General Director) must be reported at the annual General Meeting of Shareholders and stated in the Company's Annual Report.

2. The term of office of the Director (General Director) shall be three (03) years and may be renewed. The appointment may cease to be effective in accordance with the employment contract. The Director (General Director) must not be a person prohibited by law from holding this position. The Director (General Director) must satisfy the following criteria and conditions:

a) Not fall within the persons specified in Clause 2 Article 17 of this Law;

b) Not be a family-related person of an enterprise manager, a member of the Audit Committee of the company and its parent company; a representative of State capital; or a representative of the enterprise's capital in the company and its parent company;

c) Have professional qualifications and experience in business administration of the Company.

3. The Director (General Director) has the following powers and responsibilities:

a. Implement resolutions of the Board of Directors and the General Meeting of Shareholders, and the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

b. Decide all matters not requiring a resolution of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company and organizing and managing the day-to-day production and business operations of the Company in accordance with best management practices;

c. Recommend the number and types of managers, such as Deputy Directors (Deputy General Directors), Chief Accountant and other managerial positions that the Company needs to hire or recruit for appointment or removal by the Board of Directors in order to carry out sound management activities as proposed by the Board of Directors, and advise the Board of Directors in deciding the salaries, remuneration, benefits and other terms of employment contracts of managers;

d. Consult the Board of Directors in deciding the number of employees, salaries, allowances, benefits, appointment, removal and other terms relating to employment contracts of other managers and employees of the Company, except positions whose appointment falls within the authority of the Board of Directors;

dd. In the middle of the fourth quarter of each year, the Director (General Director) must submit to the Board of Directors for approval a detailed business plan for the following financial year based on satisfying appropriate budget requirements as well as the five (05)-year financial plan;

e. Propose measures to improve the Company's operations and management;

g. Prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the budgets) for the Company's long-term, annual and quarterly management activities in accordance with the business plan. The annual budget (including the projected balance sheet, income statement and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must contain the information prescribed in the Company's regulations;

h. Carry out all other activities in accordance with this Charter and the Company's regulations, resolutions of the Board of Directors, the employment contract of the Director (General Director), and law.

4. The Director (General Director) shall be accountable to the Board of Directors and the General Meeting of Shareholders for performance of assigned duties and powers and must report to these bodies upon request.

5. The Board of Directors may dismiss the Director (General Director) when a majority (more than 50%) of attending members of the Board of Directors entitled to vote approve and may appoint a new Director (General Director) as replacement.

Article 31. Person in charge of Corporate Governance; Company Secretary

1. The Board of Directors of the Company must appoint at least 01 Person in charge of Corporate Governance to support corporate governance activities at the enterprise. The Person in charge of Corporate Governance may concurrently serve as Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

2. The Person in charge of Corporate Governance may not concurrently work for an approved audit organization currently auditing the Company's financial statements.

3. The Person in charge of Corporate Governance has the following rights and obligations:

a) Advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters between the Company and shareholders;

b) Prepare meetings of the Board of Directors, the Audit Committee and the General Meeting of Shareholders at the request of the Board of Directors or the Audit Committee;

c) Advise on meeting procedures;

d) Attend meetings;

dd) Advise on procedures for preparing resolutions of the Board of Directors in compliance with law;

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

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

h) Act as the contact point with stakeholders;

i) Maintain confidentiality of information in accordance with law and the Company Charter;

k) Other rights and obligations as provided by law and the Company Charter.

3. Company Secretary

The Board of Directors shall appoint one (01) or more persons as Company Secretary for such term and on such conditions as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that this is not contrary to prevailing labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

1. Prepare meetings of the Board of Directors, the Audit Committee and the General Meeting of Shareholders at the request of the Board of Directors or the Audit Committee.

2. Advise on meeting procedures.

3. Attend meetings.

4. Ensure that resolutions of the Board of Directors comply with law.

5. Provide financial information, copies of minutes of Board of Directors meetings and other information to members of the Board of Directors and the Audit Committee.

The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with law and the Company Charter.

IX. AUDIT COMMITTEE

Article 32. Composition of the Audit Committee

1. The Audit Committee shall have two (02) or more members, with the specific number in each term decided by the Board of Directors. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

2. Unless otherwise decided by the Board of Directors, the term of the Audit Committee shall coincide with the term of the Board of Directors. Upon expiry of the term of the Board of Directors, the Audit Committee shall continue to perform its duties until the new Board of Directors appoints replacement members.

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

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of an approved independent audit organization that audited the Company's financial statements during the immediately preceding three (03) years.

4. The Chairperson of the Audit Committee must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law or business administration.

5. Appointment of the Chairperson of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

6. Members of the Board of Directors may self-nominate as members of the Audit Committee if they fully satisfy the prescribed criteria and conditions.

7. The Chairperson and other members of the Audit Committee shall be nominated and appointed by the Board of Directors and shall not be Executives of the Company.

8. A member of the Audit Committee shall be removed from office when he/she no longer satisfies the prescribed criteria and conditions or submits a resignation accepted by the Board of Directors.

9. A member of the Audit Committee shall be dismissed when he/she fails to complete assigned duties, fails to exercise rights and obligations for an extended period, seriously breaches obligations, or falls within another case specified in a resolution of the Board of Directors.

10. Changes, new appointments, reappointments, removals, dismissals and receipt of resignation letters of members of the Audit Committee shall be reported and disclosed in accordance with the laws on securities and the securities market.

Article 33. Rights and obligations of the Audit Committee

1. Supervise the truthfulness and reasonableness of the Company's financial statements and official disclosures relating to the Company's financial position and business results.

2. Supervise and evaluate the activities of the internal audit function; review significant findings, responses of the Executive Board and progress in implementing remedial measures.

3. Supervise compliance with law, requirements of regulatory authorities, the Charter, resolutions of the General Meeting of Shareholders and the Board of Directors, and internal regulations of the Company; propose measures to improve the internal control system and prevent and address risks.

4. Recommend selection of the independent audit organization, remuneration, audit service fees and terms of the audit contract before submission to the competent authority for consideration and approval.

5. Monitor and evaluate the independence and objectivity of the independent audit organization and the effectiveness of the independent audit process, particularly where the Company uses non-audit or consulting services of the independent audit organization.

6. Periodically organize meetings with the Executive Board and the independent audit organization; require representatives of the independent audit organization to attend and answer matters relating to the audited financial statements when necessary.

7. Review the internal control and risk management systems; consider the effectiveness of the control environment and implementation of remedial plans.

8. Review and propose that the Board of Directors approve policies for identifying, managing, handling and controlling risks arising from the Company's operations.

9. Together with the Executive Board, review and evaluate the organizational structure of internal control and the financial reporting process, and periodically assess the effectiveness of internal control procedures and measures.

10. Review transactions with Related Persons that fall within the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations regarding transactions requiring approval.

11. Have the right to access documents relating to the Company's operations; communicate with members of the Board of Directors, the General Director, Chief Accountant and other Managers to collect information serving the activities of the Audit Committee.

12. Ensure that employees performing the internal audit function and independent auditors are not restricted in accessing the Audit Committee; and may use external legal, accounting, financial or other consulting services when necessary.

13. Prepare a written report to the Board of Directors upon discovering that a member of the Board of Directors, the General Director or another Manager has failed to fully perform responsibilities in accordance with law and the Company Charter.

14. Regularly report to the Board of Directors on the activities of the Audit Committee; review and report annually on the effectiveness of the Audit Committee's activities.

15. Independent members of the Board of Directors serving on the Audit Committee shall be responsible for reporting on activities at the annual General Meeting of Shareholders in accordance with law, the Company Charter and the Regulations on Operation of the Audit Committee.

16. The annual operating budget of the Audit Committee shall be allocated by the Board of Directors within the operating budget of the Board of Directors approved by the General Meeting of Shareholders. Remuneration, allowances, bonuses and other benefits of members of the Audit Committee shall be decided by the Board of Directors in accordance with regulations.

17. The Audit Committee shall operate in accordance with Regulations issued by the Board of Directors and exercise other rights and obligations in accordance with law, the Company Charter and relevant internal regulations.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, THE DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVES

Article 34. Duty of care

Members of the Board of Directors, members of the Audit Committee, the Director (General Director) and other executives shall perform their duties, including duties as members of subcommittees of the Board of Directors, honestly and prudently in the interests of the Company.

Article 35. Duty of loyalty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Audit Committee, the Director (General Director) and other managers may not use business opportunities that could benefit the Company for personal purposes; nor may they use information obtained by virtue of their positions for personal gain or for the benefit of another organization or individual.

2. Members of the Board of Directors, members of the Audit Committee, the Director (General Director) and other managers are obliged to notify the Board of Directors of all interests that may conflict with the interests of the Company and from which they may benefit through economic legal entities, transactions or other individuals.

3. The Company shall not provide loans or guarantees to members of the Board of Directors, members of the Audit Committee, the Director (General Director), other managers and persons related to the

foregoing members, or legal entities in which such persons have financial interests, unless such loans or guarantees have been approved by the General Meeting of Shareholders.

4. A contract or transaction between the Company and one or more members of the Board of Directors, members of the Audit Committee, the Director (General Director), other managers, persons related to them, or a company, partner, association or organization of which a member of the Board of Directors, member of the Audit Committee, Director (General Director), other manager or a person related to them is a member or has a related financial interest shall not be invalidated in the following cases:

a. For a contract having a value of less than 20% of the total asset value stated in the most recent financial statements, the material elements of the contract or transaction and the relationships and interests of the manager or member of the Board of Directors have been reported to the Board of Directors or the relevant subcommittee, and the Board of Directors or such subcommittee has honestly authorized the contract or transaction by a majority vote of members of the Board of Directors who have no related interest;

b. For contracts having a value greater than 20% of the total asset value stated in the most recent financial statements, the material elements of the contract or transaction and the relationships and interests of the manager or member of the Board of Directors have been disclosed to shareholders without related interests who are entitled to vote on the matter, and such shareholders have voted to approve the contract or transaction;

c. The contract or transaction is considered by an independent consulting organization to be fair and reasonable in all respects relating to shareholders of the Company at the time such transaction or contract is authorized by the Board of Directors, a subcommittee under the Board of Directors, or the shareholders.

Members of the Board of Directors, members of the Audit Committee, the Director (General Director), other managers and persons related to the foregoing members may not use undisclosed information of the Company or disclose such information to others to carry out related transactions.

5. The Director or General Director may not be a related person of an enterprise manager, a member of the Audit Committee of the company and its parent company, a representative of State capital, or a representative of the enterprise's capital in the company and its parent company as prescribed at Point d Clause 46 Article 4 of the Law on Securities.

Article 36. Liability for damage and indemnification

1. Members of the Board of Directors, members of the Audit Committee, the Director (General Director) and other managers who breach their obligations and duties of loyalty and care, or fail to perform their duties with diligence and professional competence, shall be liable for damage caused by their breaches.

2. The Company shall indemnify persons who have been, are, or may become a party to complaints, lawsuits or prosecutions (including civil and administrative matters and excluding lawsuits in which the Company is the plaintiff) if such person is or was a member of the Board of Directors, manager, employee or representative authorized by the Company, or acted or is acting at the Company's request in the capacity of a member of the Board of Directors, manager, employee or authorized representative of the Company, provided that such person acted honestly, prudently and diligently in the interests of, or not contrary to the best interests of, the Company, in compliance with law and where there is no evidence confirming that such person breached his/her responsibilities. When performing functions, duties or work authorized by the Company, a member of the Board of Directors, member of the Audit Committee, manager, employee or authorized representative of the

Company shall be indemnified by the Company when becoming a party to complaints, lawsuits or prosecutions (except lawsuits in which the Company is the plaintiff) in the following cases:

a. Having acted honestly, prudently and diligently in the interests of, and not in conflict with the interests of, the Company;

b. Having complied with law and there being no evidence confirming failure to perform his/her responsibilities.

3. Indemnification expenses include expenses incurred (including legal fees), judgment costs, fines and amounts actually payable or considered reasonable in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons to cover the indemnification liabilities referred to above.

XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 37. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records as follows:

a) Ordinary shareholders have the right to inspect, look up and extract information on names and contact addresses in the list of shareholders entitled to vote; request correction of inaccurate information concerning themselves; and inspect, look up, extract or copy the Company Charter, minutes of General Meetings of Shareholders and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders owning five percent (05%) or more of the total ordinary shares has the right to inspect, look up and extract the minutes book and resolutions and decisions of the Board of Directors, interim and annual financial statements, reports of the Audit Committee, contracts and transactions requiring approval by the Board of Directors, and other documents, except documents relating to trade secrets and business secrets of the Company.

2. Where an authorized representative of a shareholder or group of shareholders requests inspection of books and records, the request must be accompanied by the power of attorney of the shareholder or group of shareholders represented by such person, or a notarized copy thereof.

3. Members of the Board of Directors, members of the Audit Committee, the Director (General Director) and other executives have the right to inspect the Company's register of shareholders, list of shareholders, books and other records for purposes relating to their positions, provided that such information is kept confidential.

4. The Company must retain this Charter and amendments and supplements thereto, the Enterprise Registration Certificate, 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, reports of the Audit Committee, annual financial statements, accounting books and other documents as required by law at the head office or another place, provided that shareholders and the Business Registration Authority are notified of the place where such documents are kept.

5. The Company Charter must be disclosed on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 38. Employees and trade union

1. The Director (General Director) must prepare plans for approval by the Board of Directors on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and discipline applicable to employees and enterprise executives.

2. The Director (General Director) must prepare plans for approval by the Board of Directors on matters relating to the Company's relations with trade union organizations in accordance with best standards, practices and management policies, the practices and policies provided in this Charter, the Company's regulations and prevailing laws.

XIII. PROFIT DISTRIBUTION

Article 39. Profit distribution

1. The General Meeting of Shareholders shall decide the annual dividend rate and method of dividend payment from the Company's retained earnings.

2. In accordance with the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it considers such payment consistent with the profitability of the Company.

3. The Company shall not pay interest on dividend payments or other payments relating to a class of shares.

4. The Board of Directors may propose that the General Meeting of Shareholders approve payment of all or part of a dividend in shares, and the Board of Directors shall implement such decision.

5. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnamese dong. Payment may be made directly or through banks based on the banking details provided by shareholders. Where the Company has made a transfer in accordance with the banking details provided by a shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred to the beneficiary shareholder. Payment of dividends in respect of shares listed/registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date for the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.

7. Other matters relating to profit distribution shall be carried out in accordance with law.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 40. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

2. Subject to prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese dong or foreign currency accounts at banks with which the Company maintains accounts.

Article 41. Financial year

The financial year of the Company begins on the first day of January each year and ends on the 31st day of December of the same year. The first financial year begins on the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 42. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting Standards (VAS) or another accounting regime approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese. The Company shall retain accounting records appropriate to the types of business activities in which it engages. Such records must be accurate, up to date, systematic and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnamese dong (or a freely convertible foreign currency where approved by a competent State authority) as the accounting currency unit.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 43. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with law. The Company shall disclose its audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent State authorities.

2. The annual financial statements must include all reports, appendices and explanatory notes as required by laws on corporate accounting. The annual financial statements must truthfully and objectively reflect the Company's operating situation.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent State authorities.

Article 44. Annual Report

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

XVI. AUDIT OF THE COMPANY

Article 45. Audit

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

2. The auditor's report shall be attached to the Company's annual financial statements.

3. The independent auditor auditing the Company's financial statements may attend meetings of the General Meeting of Shareholders, shall be entitled to receive notices and other information relating to the General Meeting of Shareholders, and may express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 46. Company seal

1. The Board of Directors shall decide and approve the official seal of the Company, and the seal shall be made in accordance with law.

2. The Board of Directors and the Director (General Director) shall use and manage the seal in accordance with prevailing laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 47. Dissolution of the Company

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

a) Expiry of the term of operation stated in the Company Charter without a decision to extend it;

b) Pursuant to a resolution or decision of the General Meeting of Shareholders;

c) Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;

d) Other cases as provided by law.

2. Dissolution of the Company before expiry of its term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 48. Extension of operation

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

2. The term of operation shall be extended when approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the General Meeting of Shareholders.

Article 49. Liquidation

1. At least (06 months) before expiry of the Company's term of operation or after a decision on dissolution of the Company is made, the Board of Directors must establish a Liquidation Committee comprising 03 members, of whom 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among employees of the Company or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to the Company's other debts.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority the date of its establishment and commencement of operations. From that time, the Liquidation Committee shall act on behalf of the Company in all matters relating to liquidation of the Company before Courts and administrative authorities.

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

a) Liquidation expenses;

b) Salary debts, severance allowances, social insurance and other employee benefits under the collective labor agreement and executed employment contracts;

c) Tax debts;

d) Other debts of the Company;

dd) The remaining amount after payment of all debts from Items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid in priority.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 50. Settlement of internal disputes

1. Where a dispute or complaint arises relating to the Company's operations or to the rights and obligations of shareholders under the Company Charter, the Law on Enterprises, other laws or administrative regulations between:

a. A shareholder and the Company;

b. A shareholder and the Board of Directors, the Audit Committee, the Director (General Director) or senior managers,

The relevant parties shall endeavor to resolve such dispute through negotiation and mediation. Except where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution process and require each party to present the factual circumstances relating to the dispute within 10 working days from the date the dispute arises. Where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, any party may request appointment of an independent expert to act as arbitrator in the dispute resolution process.

2. If no settlement is reached within six (06) weeks from commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to Economic Arbitration or an Economic Court.

3. Each party shall bear its own costs relating to negotiation and mediation procedures. Payment of Court costs shall be made in accordance with the Court's judgment.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 51. Supplements and amendments to the Company Charter

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

2. Where legal provisions relating to the Company's operations have not been addressed in this Charter, or where new legal provisions differ

from the provisions of this Charter, such legal provisions shall automatically apply to and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 52. Effective date

1. This Charter comprises 21 sections and 52 articles and was unanimously approved and accepted in full effect by the Extraordinary General Meeting of Shareholders on 11 September 2026 of SMC Trading Investment Joint Stock Company. It is amended and updated to supplement the conversion

of the governance model from the Supervisory Board to the Audit Committee under the Board of Directors. Addition of Business Line – Code 6810

2. This Charter is made in 10 originals and is updated, amended and supplemented with the above contents as of 25/09/2026.

3. This Charter is the sole and official Charter of SMC Trading Investment Joint Stock Company.

4. Copies or extracts of the Company Charter shall be valid when bearing the signature of the Chairperson of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

Full name and signature of the legal representative(s) of the Company./.

SMC TRADING INVESTMENT JOINT STOCK COMPANY

LEGAL REPRESENTATIVES

CHAIRMAN OF THE BOARD OF DIRECTORS	**GENERAL DIRECTOR OF THE COMPANY**
M.S.D.N: 0303522206 - C.T.C.P - CÔNG TY CỔ PHẦN ĐẦU TƯ THƯƠNG MẠI SMC - THÀNH PHỐ HỒ CHÍ MINH	
PHAM HOANG ANH	**NGUYEN QUANG TRUNG**