

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

(Draft)

CHARTER

HAI MINH CORPORATION

*(Issued in accordance with the Resolution of the 2026 Annual General Meeting of Shareholders
Hai Minh Corporation)*

Ho Chi Minh City, Date March 2026

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INTRODUCTION

This Charter is approved in accordance with the Resolution of the General Meeting of Shareholders No. dated 03 March 2026.

Chương I.

DEFINITION OF TERMS IN THE CHARTER

Điều 1. Interpretation of terms

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

a) *Charter capital is the total par value of shares sold or registered to be purchased upon establishment of the joint stock company and in accordance with the provisions of Article 6 of this Charter;*

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

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

d) *The date of establishment is the date the Company is granted the initial Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent value);*

e) *Executive means the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors;*

f) *Company manager is a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;*

g) *Related person is an individual or organization as specified in Clause 46, Article 4 of the Law No. 54/2019/QH14 dated 26 November 2019;*

h) *Shareholder is an individual or organization owning at least one share of the joint stock company;*

i) *Founding shareholder is a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;*

j) *Major shareholders is a shareholder as specified in Clause 18, Article 4 of the Law on Securities;*

k) *Member of the Supervisory Board is a Supervisor;*

l) *The duration of operation is the operating period of the Company as stipulated in Article 2 of this Charter;*

m) *The Stock Exchange is the Vietnam Stock Exchange and its subsidiaries;*

n) *Contact address is the address registered for the head office for organizations; or the permanent residence, workplace, or other address of an individual that such person has registered with the enterprise as a contact address;*

o) *Trade secret is information about inventory, costs and profits, finance, and technological solutions and business techniques;*

p) *Business secret is information obtained from financial or intellectual investment activities, which has not been disclosed and is capable of being used in business.*

2. In this Charter, references to one or several other regulations or documents include amendments, supplements, or replacement documents.

3. Headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

Chương II.

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

Điều 2. Name, form, head office, branches, representative offices, business locations, and duration of operation of the Company

1. Name of company:

- Name of company in Vietnamese: **CÔNG TY CỔ PHẦN HẢI MINH**

- Name of company in English: **HAIMINH CORPORATION**

- Abbreviated name of company: **HAMI CORP**

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

3. Registered head office of the Company:

- Address of head office:

17th Floor - Pearl Plaza Building, 561A Dien Bien Phu, Thanh My Tay Ward, Ho Chi Minh City, Vietnam.

- Telephone: (028) 3512 8688

- Fax: (028) 3512 8668

- E-mail: haiminhgroup@vnn.vn

- Website: www.haiminh.com.vn

4. The Company may establish branches and representative offices at business locations to achieve the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless operations are terminated ahead of schedule as specified in Clause 2, Article 53 or extended according to Article 54 of this Charter, the duration of operation of the Company is indefinite from the date of establishment.

Điều 3. Legal representative of the Company

1. The Company has 02 legal representatives, who are the Chairman of the Board of Directors and the General Director.

The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, and represents the Company in the capacity of plaintiff, defendant, or person with related interests and obligations before arbitration tribunals or courts. The responsibilities of the legal representative shall be carried out in accordance with Article 12 of the Law on Enterprises and other rights and obligations as provided by current law.

The legal representative of the Company shall reside in Vietnam; and shall authorize another person in writing to exercise the rights and obligations of the legal representative at the Company when exiting Vietnam.

In case the authorization expires and the legal representative of the Company has not returned to Vietnam without further authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope authorized until the legal representative of the Company returns to work, or until the Board of Directors decides to appoint a substitute.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative of the Company, the Board of Directors shall appoint a substitute.

Chương III.

OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

Điều 4. Operational objectives of the Company

1. Main business lines of the Company are:

No.	Business line code	Name of business line
1	Industry code	Industry name
2	5229 (Main)	Other support service activities related to transportation Detail: Freight forwarding services; Multimodal transport business (excluding air transport).
3	6810	Real estate business, land lease right belonging to the owner, user, or lessee Detail: Warehouse and storage rental services
4	3315	Repair and maintenance of transport vehicles (excluding automobiles, motorcycles, motorbikes, and other motor vehicles) Detail: Repair of water-road/sea-road transport vehicles (excluding mechanical processing, waste treatment, or electroplating at the head office).
5	5222	Service activities supporting water-road transport directly Detail: Investment in and operation of ports (Excluding maritime safety assurance regulation services in waters, water zones, and public maritime channels; electronic

		maritime information services; services for establishing, operating, maintaining, and repairing maritime aids to navigation, water zones, water areas, public maritime channels, and maritime routes; surveying services for water zones, water areas, public maritime channels, and maritime routes for the purpose of publishing Maritime Notices; surveying, creating, and publishing charts of water areas, seaports, maritime channels, and maritime routes; creating and publishing documents and publications on maritime safety; maritime pilotage services.)
6	4299	Construction of other civil engineering works Details: Construction of ports, wharves, yards, civil, and industrial works (Excluding investment in construction of cemetery infrastructure to transfer land use rights associated with such infrastructure)
7	5224	Cargo handling (Excluding cargo handling at airports)
8	4653	Wholesale of agricultural machinery, equipment, and spare parts Details: Trading of machinery, equipment, and machinery for the agricultural sector
9	3290	Other manufacturing n.e.c. Details: Manufacturing of specialized machinery and equipment for industrial use (not manufacturing at head office)
10	4659	Wholesale of other machinery, equipment, and spare parts Details: Trading of specialized industrial machinery and equipment. Trading of vessels and maritime equipment (Excluding import and ship-breaking of used sea-going vessels; exporting, importing, and distributing goods in the List of goods for which foreign investors and foreign-invested economic organizations are prohibited from exercising the right to export, import, or distribute according to the provisions of the law.)

11	4661	Wholesale of automobiles and other motor vehicles Details: Trading of specialized vehicles
12	4322	Installation of water supply, drainage, heating, and air-conditioning systems Details: Processing and installation of air conditioning and mechanical/refrigeration systems
13	2819	Manufacturing of other general-purpose machinery Details: Manufacturing of air conditioning and mechanical/refrigeration systems (not manufacturing at head office)
14	2920	Manufacturing of vehicle bodies and other motor vehicles, trailers, and semi-trailers Details: Manufacturing of containers and specialized equipment (not manufacturing at head office)
15	4933	Road freight transport Details: Road freight transport services
16	5022	Inland waterway freight transport Details: River freight transport services
17	5012	Coastal and ocean freight transport Details: Sea freight transport services
18	4610	Agents, brokers, and auctioneers of goods Details: Shipping agents; maritime agents; maritime brokerage; air transport agency
19	7730	Renting and leasing of machinery, equipment, and other tangible goods without operators Details: Renting of specialized equipment for handling and transport (without operators); chartering of vessels and maritime equipment
20	3312	Repair and maintenance of machinery and equipment Details: Repair of containers and specialized equipment (excluding mechanical processing, waste recycling, and

		electroplating at head office)
21	5231	Intermediate service activities for freight transport
22	5210	Warehousing and storage of goods

During its operation, the Company may adjust its business lines according to operational needs and in compliance with the provisions of the law. Adjustments to business lines (if any) shall be disclosed on the Company's website in accordance with the provisions of the law and shall be updated in the Charter during the nearest amendment and supplementation.

2. Operational objectives of the Company:

a) To continuously develop production, trading, and service activities in business fields to maximize the potential profit of the Company for shareholders; improve working conditions, increase income and living standards for employees in the Company, ensure the interests of shareholders, and fulfill obligations to the State budget.

b) To build the Company into a top destination for services involving ports, wharves, transport, and related services in the Indochina region, especially by connecting shore services for shipping line transport operations in this region.

Điều 5. Scope of business and operations of the Company

The Company is permitted to carry out business activities according to the business lines registered in this Charter, notify the registration authority of any changes, and publicly announce them on the National Enterprise Registration Portal.

Chương IV.

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Điều 6. Charter capital, shares, founding shareholders

1. The Charter capital of the Company is VND 138,422,290,000 (in words: One hundred thirty-eight billion, four hundred twenty-two million, two hundred ninety thousand Vietnamese Dong only).

The total Charter capital of the Company is divided into 13,842,229 shares with a par value of VND 10,000/share.

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

3. Shares of the Company as of the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of

shareholders holding each type of share are specified in Article 11 and Article 12 of this Charter.

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

5. The Company officially operates as a joint stock company according to the Enterprise Registration Certificate No. 0302525162, initially granted by the Ho Chi Minh City Department of Planning and Investment (currently the Ho Chi Minh City Department of Finance) on 24 January 2002. Based on the provisions of the Law on Enterprises, as of now, the transfer restriction period for ordinary shares of founding shareholders has expired.

6. Share offering:

Share offering is the act of the Company increasing the number of shares authorized for offering and selling those shares during its operation to increase Charter capital.

Share offering may be conducted in one of the following forms:

- a) Offering to existing shareholders.
- b) Public offering.
- c) Private placement of shares.
- d) Other forms as decided by the General Meeting of Shareholders.

Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ownership percentage of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise; the number of shares that shareholders do not register to purchase will be decided by the Board of Directors of the Company. The Board of Directors may distribute these shares to shareholders and other persons under conditions no less favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise or the law on securities provides otherwise.

7. The Company may repurchase shares that it has already issued in the manners prescribed by this Charter and current laws.

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

Điều 7. Share certificates

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

2. A share certificate is a type of security certifying the legitimate rights and interests of the owner in a portion of the share capital of the issuing organization. A share certificate must contain all information as required in Clause 1, Article 121 of the Law on Enterprises.

3. A shareholder shall be issued a share certificate within seven (07) days from the date the Vietnam Securities Depository and Clearing Corporation notifies the receipt of a complete application for share ownership transfer as prescribed by law, or within two months from the date of full payment for the shares in accordance with the Company's share issuance plan (or another period as specified in the Terms of issuance), the shareholder shall be issued the share certificate. Shareholders shall not pay the Company any costs for printing share certificates.

4. In case a share certificate is lost, damaged, or destroyed in other forms, the shareholder shall be issued a replacement certificate by the Company upon the shareholder's request. The shareholder's request must include the following details:

- a) Information regarding the share certificate that was lost, damaged, or otherwise destroyed;
- b) Commitment to take responsibility for any disputes arising from the issuance of the new share certificate.

5. In case the Company cancels its securities registration with the Vietnam Securities Depository and Clearing Corporation, the Company shall re-issue share certificates to shareholders within thirty (30) days from the effective date of the cancellation as notified by the Vietnam Securities Depository and Clearing Corporation.

Điều 8. Other securities certificates

Bond certificates or other securities certificates of the Company shall be issued with the signature of the Legal representative and the seal of the Company.

Điều 9. Transfer of shares

1. All shares are freely transferable unless this Charter and the law provide otherwise; shares registered for trading on The Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred or enjoy associated rights, such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Chương V.

ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND SUPERVISION

Điều 10. Organizational structure, governance, and supervision

The management, governance, and supervisory organizational structure of the Company consists of:

1. The General Meeting of Shareholders.
2. The Board of Directors, the Board of Supervisors.
3. The General Director.

Chương VI.

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Điều 11. Rights of shareholders

1. Ordinary shareholders have the following rights:

a) Attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as stipulated by the Company's Charter and the law. Each ordinary share carries one vote;

b) Receive dividends at a rate decided by the General Meeting of Shareholders;

c) Priority to purchase new shares in proportion to each shareholder's ordinary share ownership percentage in the Company;

d) Freely transfer their shares to other persons, except for cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;

e) Review, examine, and extract information on names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information. The provision of information follows the procedures detailed in the Regulations on Corporate Governance;

f) Review, examine, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders. The provision of information follows the procedures detailed in the Regulations on Corporate Governance;

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

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

i) Be treated equally. Each share of the same class confers upon its holder the same rights, obligations, and benefits. In case the Company has preference shares, the rights and obligations attached to those preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) Full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k) Be protected in their legitimate rights and interests; request the suspension or cancellation of Resolutions and Decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

l) Other rights as prescribed by law and this Charter.

2. Shareholders or a group of shareholders holding from 5% of the total number of ordinary shares or more have the following rights:

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

b) Review, examine, and extract the minutes and Resolutions, Decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, and contracts/transactions that must be approved by the Board of Directors, along with other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Board of Supervisors to inspect specific issues related to the Company's management and operations when deemed necessary. The request must be in writing and must include: name, contact address, nationality, legal document number for individual shareholders; name, enterprise identification number or legal document number for institutional shareholders, and address of the head office; number of shares and time of registration for each shareholder, total shares of the group, and ownership percentage of the total shares of the Company; issues to be inspected, and purpose of the inspection;

d) Propose agenda items for the meeting of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least 05

working days before the meeting opening date. Proposals must specify the shareholder's name, number of each class of shares held, and the items proposed for the meeting agenda;

e) Other rights as prescribed by law and this Charter.

3. Shareholders or a group of shareholders holding from 10% of the total number of ordinary shares or more have the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the other attending shareholders of the group formation before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders mentioned in this Clause has the right to nominate one or more candidates for the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders in accordance with the provisions of Article 24 and Article 35 of this Charter.

Điều 12. Obligations of shareholders

Ordinary shareholders have the following obligations:

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

2. Must not withdraw contributed capital from the Company in any form, except in cases where shares are repurchased by the Company or another person. If a shareholder withdraws part or all of their contributed share capital contrary to this Clause, that shareholder and the relevant persons in the Company shall be jointly and severally liable for the debts and other financial obligations of the Company to the extent of the value of the withdrawn capital and any damages incurred.

3. Comply with the Company Charter and the Internal Regulations of the Company approved by the General Meeting of Shareholders.

4. Abide by Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain confidentiality of information provided by the Company in accordance with this Charter and the law; only use the provided information for the performance and protection of their own legitimate rights and interests; strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals.

6. Attend meetings of the General Meeting of Shareholders and exercise voting/election rights through the following methods:

a) Attend and vote/elect directly at the meeting;

b) Authorize other individuals or organizations to attend and vote/elect at the meeting;

c) Attend and vote/elect via online conference, electronic voting, or other electronic forms.

d) Sending voting/election ballots to the meeting via post, fax, or email;

7. Be personally liable when acting on behalf of the Company in any form to commit one of the following acts:

a) Violating the law;

b) Conducting business and other transactions for self-interest or serving the interests of other organizations or individuals;

c) Paying off undue debts before financial risks to the Company occur.

8. Fulfilling other obligations as prescribed by current laws.

Điều 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once per year and within 04 months from the end of the fiscal year. The Board of Directors shall decide to extend the meeting of the annual General Meeting of Shareholders when necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by the provisions of the law and this Charter, and adopt the audited annual financial statements. In case the audit report of the annual financial statements of the Company contains significant exclusions, adverse opinions, or a disclaimer, the Company must invite the representative of the audit organization authorized to conduct the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the aforementioned authorized audit organization is responsible for attending the annual General Meeting of Shareholders of the Company.

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

a) The Board of Directors deems it necessary for the interests of the Company;

b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;

c) Upon the request of a shareholder or a group of shareholders as stipulated 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 purposes of the meeting, with sufficient signatures of the related shareholders, or the written request may be made in multiple copies and aggregated with sufficient signatures of the related shareholders;

d) Upon the request of the Board of Supervisors;

e) Other cases as prescribed by the provisions of the law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must determine the opening date of the General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is as stipulated in Point b, Clause 3 of this Article, or upon receipt of the request in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, then the shareholder or group of shareholders as stipulated in Point c, Clause 3 of this Article has the right to request the representative of the Company to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises;

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

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

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

a) Adopting the development orientation of the Company;

b) Deciding on the classes of shares and the total number of shares of each class authorized for offering; deciding on the annual dividend rate for each class of shares;

c) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;

d) Deciding on investment in or sale of assets with a value of 35 % or more of the total asset value recorded in the latest financial statements of the Company;

e) Deciding on amendments and supplementations to the Company Charter;

f) Adopting annual financial statements;

g) Deciding on the repurchase of more than 10 % of the total shares already sold of each class;

h) Reviewing and handling violations of members of the Board of Directors or members of the Board of Supervisors that cause damage to the Company and its shareholders;

i) Deciding on the reorganization or dissolution of the Company and designating a liquidator;

j) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

k) Approving, supplementing, and adjusting the Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors, and the Regulations on Operation of the Board of Supervisors;

l) Approving the list of authorized audit firms; deciding on the authorized audit firm to audit the Company's operations, and removing authorized auditors when deemed necessary;

m) Other rights and obligations as prescribed by law.

2. The annual General Meeting of Shareholders shall discuss and adopt the following issues:

a) The annual business plan of the Company;

b) The audited annual financial statements;

c) The report of the Board of Directors on the governance and operating results of the Board of Directors and each member of the Board of Directors;

d) The report of the Board of Supervisors on the business results of the Company and the operating results of the Board of Directors and the Director or General Director;

e) The self-assessment report on the performance of the Board of Supervisors and Controllers;

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

g) Other issues within its authority.

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

Điều 15. Authorization for attendance at the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting directly or authorize one or more other individuals or organizations to attend or attend through one of the forms as prescribed in Clause 3, Article 144 of the Law on Enterprises, according to the following specific regulations:

a) For shareholders that are individuals, they may only authorize at most one (01) authorized representative to attend the meeting. Such authorized shareholders shall not be allowed to attend the meeting even in the case of partial authorization to an authorized representative.

b) For shareholders that are organizations, authorization shall be executed as follows:

- Shareholders holding less than 1 % of total ordinary shares have the right to authorize at most one (01) person to attend the General Meeting of Shareholders;

- Shareholders holding from 1 % to less than 10 % of total ordinary shares have the right to authorize one (01) or at most two (02) persons to attend the meeting;

- Shareholders holding 10 % or more of total ordinary shares have the right to authorize one (01) or at most three (03) persons to attend the meeting.

In case there is more than one authorized representative, the specific number of shares and votes authorized for each representative must be determined.

2. Authorization for an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The written authorization shall be prepared in accordance with the laws on civil matters and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, signatures, full names (handwritten), and stamps (if an organization) of the authorizing party and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the written authorization when registering to attend the meeting.

The authorized person may re-authorize another person in case there is written consent from the initial authorizing shareholder. This document shall be presented by the sub-authorized person when attending the meeting along with the original authorization from the shareholder. The sub-authorized person may not authorize another person.

3. The ballot/vote of the authorized person attending the meeting within the scope of authorization remains valid when one of the following cases occurs:

- a) The authorizer is deceased, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizer has cancelled the designation of authorization;
- c) The authorizer has cancelled the authority of the person performing the authorization.

This provision shall not apply in case the Company receives notice of one of the above events before the opening hour of the General Meeting of Shareholders or before the meeting is re-convened.

4. In case there is more than one authorized representative, the specific number of shares and votes authorized for each representative must be determined. In case the Company shareholder does not specify the number of shares and votes authorized for each representative, the authorized shares and votes shall be divided equally among the number of authorized representatives.

Điều 16. Change of rights

1. The 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 shares of all shareholders present at the meeting. A Resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders holding preference shares shall only be passed if approved by the holders of preference shares of the same class attending the meeting who hold at least 75% of the total preference shares of that class, or if

approved by holders of preference shares of the same class holding at least 75% of the total preference shares of that class in the event that the resolution is passed by way of written opinion.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the change of rights as stated above shall only be valid when at least 02 shareholders (or their authorized representatives) are present and hold at least 1/3 of the par value of the issued shares of that class. In the event that there are not enough representatives as stated above, the meeting shall be reconvened within 30 subsequent days, and holders of shares of that class (regardless of the number of persons and the number of shares) present in person or via an authorized representative shall be considered as having a sufficient number of representatives as required. At the aforementioned meetings of holders of preference shares, holders of shares of that class present in person or via a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be performed similarly to the provisions of Articles 18, 19, and 20 of this Charter.

4. Unless otherwise stipulated by the terms of share issuance, special rights attached to classes of preference shares regarding some or all matters related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

Điều 17. Convening meetings, meeting agenda, and notices of the General Meeting of Shareholders

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 13 of this Charter.

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

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days prior to the date of sending the invitation for the General Meeting of Shareholders. The Company shall disclose information on the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e) Determine the time and venue for the meeting;

f) Notify and send meeting invitations for the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks serving the meeting.

3. The invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and

at the same time, shall be published on the website of the Company, 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 shall send the meeting invitation to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (counted from the date the invitation is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents related to the matters to be voted upon at the meeting shall be sent to shareholders or/and posted on the Company's website. In the event that the documents are not attached to the meeting invitation of the General Meeting of Shareholders, the invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in the event of electing members of the Board of Directors and members of the Supervisory Board;
- c) Ballot/voting papers;
- d) Draft resolution for each issue in the meeting agenda.

4. A shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 05 working days prior to the opening date of the meeting. The proposal must clearly specify the name of the shareholder, the quantity of each class of shares held by the shareholder, contact address, nationality, Citizen Identity Card number, People's Identity Card, Passport, or other lawful personal identification for individual shareholders; name, enterprise code, or establishment decision number, and head office address for corporate shareholders; the quantity and class of shares held by that shareholder, and the issue proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares in accordance with the provisions of Clause 2, Article 11 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as stipulated by the law and this Charter.

6. The person convening the General Meeting of Shareholders shall accept and include the proposal stipulated in Clause 4 of this Article into the draft agenda and content of the meeting, except for the cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the meeting agenda and content if approved by the General Meeting of Shareholders.

Điều 18. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending and authorized representatives attending represent more than 50% of the total voting shares.

2. In the event that the first meeting does not meet the requirements for conduct as stipulated in Clause 1 of this Article, the invitation for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares.

3. In the event that the second meeting does not meet the requirements for conduct as stipulated in Clause 2 of this Article, the invitation for the third meeting shall be sent within 30 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

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

1. Prior to the opening of the meeting, the Company must perform shareholder registration procedures and must continue registration until all eligible shareholders have registered, following this procedure:

a) Upon conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot, which specifies the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting rights of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by approving, disapproving, or abstaining. Vote counting results shall be announced by the Chair/Supervisory Board immediately before the meeting closes. The Meeting shall elect the persons responsible for counting or supervising the vote counting at the proposal of the Chair. The number of members of the Supervisory Board shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chair;

b) Shareholders or authorized representatives of corporate shareholders who arrive after the meeting has opened shall have the right to register immediately and subsequently participate and vote at the meeting immediately after registration. The Chair shall have no responsibility to stop the meeting to allow late arrivals to register, and the validity of the matters already voted on previously shall remain unchanged.

2. The election of the Chair, secretary, and Supervisory Board shall be provided as follows:

a) The Chairman of the Board of Directors shall act as the Chair or authorize another member of the Board of Directors to act as the Chair for the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them as the Chair of the meeting by a majority vote. If a Chair cannot be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders may elect the Chair of the meeting from among those present, and the person with the highest number of votes shall serve as the Chair of the meeting;

b) Except in the case stipulated in point a of this Clause, the person who signs to convene the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders may elect the Chair of the meeting, and the person with the highest number of votes shall serve as the Chair of the meeting;

c) The Chair shall appoint one or several persons to serve as the meeting secretary;

d) The General Meeting of Shareholders shall elect one or several persons to the Supervisory Board at the proposal of the meeting Chair.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must specify clearly and in detail the time for each issue in the meeting agenda content.

4. The meeting Chair 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 to reflect the desires of the majority of those present.

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

b) Ensure safety for all persons present at the meeting venues;

c) Facilitate the participation (or continued participation) of shareholders in the meeting. The person convening the General Meeting of Shareholders has the full authority to change the measures mentioned above and apply all necessary measures. Applied measures may include issuing entry passes or using other alternative forms.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by casting votes for, against, and abstaining. The vote counting results shall be announced by the chairperson immediately before closing the meeting.

6. Shareholders or their authorized representatives who arrive after the meeting has opened shall still be permitted to register and shall have the right to participate in voting immediately after registration; in this case, the validity of items previously voted upon shall remain unchanged.

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

a) To require all attendees to be subject to inspection or other lawful and reasonable security measures;

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

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 03 working days from the intended opening date of the meeting and may only postpone the meeting or change the meeting venue in the following cases:

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

b) The communication equipment at the meeting venue does not ensure that attending shareholders can participate, discuss, and vote;

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

9. In the event the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the chairperson to conduct the meeting until it concludes; all resolutions passed at such meeting shall be valid for implementation.

10. In case the Company applies modern technology to hold the General Meeting of Shareholders via an online meeting, the Company is responsible for ensuring that shareholders can participate and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Điều 20. Conditions for a Resolution of the General Meeting of Shareholders to be passed

1. A Resolution regarding the following content is passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases prescribed in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

a) Types of shares and total number of shares of each type;

b) Changes in business lines and sectors;

c) Changes in the Company's management organizational structure;

d) Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company, unless this Charter provides for a different percentage or value;

e) Reorganization or dissolution of the Company;

f) Extension of the Company's operation period.

2. Resolutions are passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

Note: In the case of electing members of the Board of Directors and the Supervisory Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Supervisory Board to be elected, the election of members of the Board of Directors/Supervisory Board may be conducted according to the cumulative voting method as above or conducted according to the voting method (approve, disapprove, abstain). The voting percentage for passing resolutions via the voting method shall be implemented in accordance with Clause 2, Article 20 of this Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and valid even if the order and procedures for

convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and this Charter.

Điều 21. Authority and procedures for collecting written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders

Authority and procedures for collecting written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders on the following issues:

- a) Amendments and supplements to the contents of the Company Charter;
- b) Approval, supplementation, and adjustment of the Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- c) Development strategy of the Company;
- d) Types of shares and total number of shares of each type;
- e) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- f) Decisions on investment or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement;
- g) Approval of annual financial statements
- h) Reorganization or dissolution of the Company.
- i) Changes in business lines and sectors;
- j) Changes in the Company's management organizational structure;
- k) Other issues deemed necessary by the Board of Directors for the benefit of the Company.

2. The Board of Directors must prepare the opinion ballot, draft the Resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all voting shareholders at least 10 days before the deadline for returning the opinion ballot. Requirements and methods for sending opinion ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 17 of this Charter.

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

- a) Name, address of head office, and enterprise identification number;
- b) Purpose of the opinion collection;
- c) Full name, contact address, nationality, and legal identification details for individual shareholders; name, enterprise identification number or legal identification details for organizational shareholders, address of the head office for organizational shareholders, or full name, contact address, nationality, and legal identification details of the individual representative for the organizational shareholder; the number of shares of each type and the number of voting rights of the shareholder;
- d) Issues requiring an opinion for decision making;

e) Voting options including approval, disapproval, and abstention for each issue to be voted upon;

f) Election options (if any);

g) Deadline for returning the completed opinion ballot to the Company;

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

4. Shareholders may send their completed opinion ballot to the Company by post, fax, or email using the information registered at the Vietnam Securities Depository and Clearing Corporation according to the following provisions:

a) In case of sending by post, the completed opinion ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the organizational shareholder. The opinion ballot sent to the Company must be contained in a sealed envelope, and no one shall have the right to open it before the vote count;

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

c) Opinion ballots received by the Company after the deadline specified in the ballot, or those found to have been opened in the case of postal submissions, or disclosed in the case of fax/email, shall be invalid. An opinion ballot that is not returned shall be considered as an abstention.

5. The Board of Directors shall conduct the vote count and prepare the vote counting minutes under the witness of the Supervisory Board or shareholders holding no management positions in the Company. The vote counting minutes must contain the following principal contents:

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

b) Purpose and issues for which opinions were collected to pass the resolution;

c) Number of shareholders with the total number of voting/election rights who participated in the voting/election, distinguishing between valid and invalid voting/election ballots, and the method of sending the ballots, with an appendix attached listing the shareholders who participated in the voting/election;

d) Total number of approval, disapproval, and abstention votes for each issue, and the total number of election votes for each candidate (if any);

e) The issue that was passed and the corresponding voting percentage;

f) Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.

The members of the Board of Directors, the vote counters, and the vote counting supervisors shall be jointly liable for the honesty and accuracy of the vote counting minutes; and jointly liable for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

6. The vote counting minutes and the resolution must be sent to shareholders within 15 days from the date the vote count is concluded. Sending the vote counting minutes and the resolution may be replaced by publication on the Company's website within 24 hours from the time the vote count is concluded.

7. The answered written opinion forms, the vote counting minutes, the passed resolution, and any related documents attached to the written opinion forms shall all be kept at the Company's head office.

8. A resolution is passed by the method of collecting shareholders' opinions in writing if it is approved by a number of shareholders owning over 50 % of the total voting shares of all shareholders with voting rights and shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

Điều 22. Resolution, Minutes of the General Meeting of Shareholders

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

- a) Name, address of head office, and enterprise identification number;
- b) Time and venue of the meeting of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the chairperson and the secretary;
- e) Summary of the meeting proceedings and statements made at the meeting of the General Meeting of Shareholders regarding each matter on the agenda;
- f) Total number of shareholders and total number of voting shares of shareholders attending the meeting, with an appendix of the registration list of shareholders and their representatives attending the meeting, along with the corresponding number of shares and votes;
- g) Total number of votes for each voting matter, specifying the voting method, total valid votes, invalid votes, votes for, votes against, and abstentions; and the corresponding percentage of the total voting shares of shareholders attending the meeting;
- h) Summary of the number of votes for each candidate (if any);
- i) Matters passed and the corresponding percentage of approving votes;
- j) Full names and signatures of the chairperson and the secretary. In the event the chairperson or the secretary refuses to sign the meeting minutes, such minutes shall be valid if they are signed by all other members of the Board of Directors who attended the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson, the meeting secretary, or any other person signing the minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall prevail.

4. The Resolution, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, proxy documents for attendance, all documents attached to the minutes (if any), and related documents

attached to the meeting invitation notice shall be kept at the head office of the Company.

5. The Resolution, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

Điều 23. Request for cancellation of a Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving a resolution, minutes of the meeting of the General Meeting of Shareholders, or the minutes of the results of the ballot collecting opinions of the General Meeting of Shareholders, a shareholder or group of shareholders as defined in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or an Arbitrator to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order, procedure for summoning the meeting, and passing of a decision of the General Meeting of Shareholders violates the serious provisions of the Law on Enterprises and this Charter, except in cases prescribed in Clause 3, Article 20 of this Charter.

2. The content of the resolution violates the law or this Charter.

In case a shareholder or group of shareholders requests a Court or an Arbitrator to cancel a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain in effect until the cancellation decision of the Court or Arbitrator becomes effective, except where provisional urgent measures are applied as decided by the competent authority.

**Chương VII.
BOARD OF DIRECTORS**

Điều 24. Candidacy and nomination of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company shall disclose information related to such candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Work history;
- d) Other management titles (including membership of the Board of Directors of other companies);
- e) Interests related to the Company and the Company's related persons;
- f) Other information as required by law (if any).

The Company is responsible for disclosing information regarding companies where the candidate holds the position of member of the Board of Directors, other management titles, and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders holding 10 % or more of total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10 % to less than 20 % of total voting shares have the right to nominate one (01) candidate; from 20 % to less than 30 % have the right to nominate a maximum of two (02) candidates; from 30 % to less than 40 % have the right to nominate a maximum of three (03) candidates; from 40 % to less than 50 % have the right to nominate a maximum of four (04) candidates; and from 50 % or more have the right to nominate a sufficient number of candidates. The nomination and candidacy of members of the Board of Directors are detailed in the Regulations on Corporate Governance.

3. In case the number of candidates nominated additionally by the incumbent Board of Directors under Clause 3 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficiency of the number of candidates for the Board of Directors no later than five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to make nominations in accordance with this Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The incumbent Board of Directors' organization for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises.

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

1. The number of members of the Board of Directors is 05 people.

2. The term of a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. In case all members of the Board of Directors complete their term at the same time, they shall continue to be members of the Board of Directors until new members are elected as replacements and take over the work.

3. The composition of the members of the Board of Directors is as follows:

The composition of the Board of Directors of a public company must ensure compliance with the following provisions, and the Company shall limit the Board members from concurrently holding executive positions within the Company to ensure the independence of the Board of Directors. The composition of the Board of Directors is as follows:

a) There is at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;

b) There is at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;

c) There is at least 03 independent members in case the company has from 09 to 11 members of the Board of Directors.

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

A member of the Board of Directors shall continue to exercise full rights and obligations until the dismissal of the member of the Board of Directors is passed by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration as a member of the Board of Directors immediately upon the Company receiving notice regarding the following cases:

a) The member of the Board of Directors has restricted civil act capacity, is incapacitated, or has difficulties in perception and controlling their own behavior.

b) The member of the Board of Directors is currently facing criminal prosecution, is in temporary detention, is serving a prison sentence, is undergoing administrative handling measures at a compulsory detoxification facility or compulsory education facility, or is prohibited by the Court from holding certain positions or practicing certain professions or doing certain work.

c) The Board of Directors has passed a decision accepting the resignation or leaving of the member of the Board of Directors in accordance with Article 9 of the Regulations on Operation of the Board of Directors.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

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

Điều 26. Powers and obligations of the Board of Directors

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

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

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

b) Recommending the type of shares and total number of shares authorized to be offered for each type;

c) Deciding on the sale of unsold shares within the authorized scope for each type of share; deciding on raising additional capital in other forms;

d) Deciding on the selling price of shares and bonds of the Company;

e) Deciding on share buybacks in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f) Deciding on investment plans and investment projects within the jurisdiction and limits stipulated by law;

g) Deciding on solutions for market development, marketing, and technology;

h) Approving contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statement of the Company, except in cases where such contracts or transactions fall under the jurisdiction of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Electing, dismissing, or removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts, and terminating contracts with the General Director and other key managers as defined by this Charter; deciding on the salary, remuneration, bonuses, and other benefits for such managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of other companies, and deciding on the remuneration and other benefits of such persons;

j) Supervising and directing the General Director and other managers in the daily operation of the Company's business;

k) Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of the Company's subsidiaries, branches, representative offices, and capital contributions or purchase of shares of other enterprises;

l) Approving the program and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to pass a Resolution;

m) Submitting the annual audited financial statement to the General Meeting of Shareholders;

n) Recommending the dividend payout rate; deciding on the time limit and procedures for dividend payment or handling losses arising during the business process;

o) Recommending the reorganization, dissolution of the Company; requesting the bankruptcy of the Company;

p) Deciding on the issuance of the Regulations on Operation of the Board of Directors and the Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; deciding on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors, and the Regulations on Disclosure of Information of the Company;

q) Requesting the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. Managers so requested shall provide such information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The

sequence and procedures for requesting and providing information are stipulated in detail in the Regulations on Corporate Governance.

r) Other rights and obligations as prescribed by the Law on Enterprises, Law on Securities, other provisions of law, and this Charter.

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

Điều 27. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days necessary to fulfill the tasks of a member of the Board of Directors and the remuneration rate per day. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration for each member of the Board of Directors is calculated into the Company's business expenses according to the law on corporate income tax, presented as a separate item in the Company's annual financial statement, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on subcommittees of the Board of Directors or performing tasks outside the scope of normal duties of a Board member, may be paid additional remuneration in the form of a lump-sum payment, salary, commission, profit sharing, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred while fulfilling 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. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of members of the Board of Directors related to violations of law and this Charter.

Điều 28. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.

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

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

- a) Establishing the program and operational plan of the Board of Directors;
- b) Preparing the program, content, and documents for meetings; convening, presiding over, and chairing meetings of the Board of Directors;
- c) Organizing the passing of Resolutions and Decisions of the Board of Directors;
- d) Supervising the organization of the implementation of the Resolutions and Decisions of the Board of Directors;
- e) Chairing meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized person, or if the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving administrative handling measures at a mandatory drug rehabilitation center or educational institution, absconds from their place of residence, has limited or lost their civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors according to the majority principle of the remaining members until a new decision of the Board of Directors is issued.

Điều 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the end of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with the same highest number or percentage of votes, the members shall elect 01 person among them by majority vote to convene the meeting of the Board of Directors.

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

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

- a) There is a request from the Supervisory Board;
- b) There is a request from the General Director or at least 05 other managers;
- c) There is a request from at least 02 members of the Board of Directors;
- d) **Other cases deemed necessary.**

4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and the decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must send a meeting notice to members of the Board of Directors within 07 working days from the date of

receiving the request stipulated in Clause 3 of this Article and no later than 03 working days before the meeting date. The Board of Directors meeting must be organized within no more than 10 working days from the date the Company receives the request. In the event that a meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the requester has the right to convene the meeting of the Board of Directors in place of the Chairman of the Board of Directors, with the convening procedure similar to the procedure of the Chairman of the Board of Directors convening a meeting upon request.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting shall send a meeting invitation notice at least 03 working days prior to the meeting date. The invitation notice must specify the time, location, form of the meeting, agenda, and matters to be discussed and decided. The invitation notice must be accompanied by the documents to be used at the meeting and Voting ballots for the members.

The notice of the Board of Directors meeting may be sent by written invitation, telephone, fax, electronic means, or any other method provided by the Company's Charter, ensuring that it reaches the contact address of each Board of Directors member registered with the Company.

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

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to discuss but shall not have the right to vote.

8. A Board of Directors meeting shall be conducted when at least 3/4 of the total number of members attend. If a meeting convened according to this Clause does not have sufficient members to conduct the meeting as prescribed, the Chairman of the Board of Directors shall send a second meeting invitation notice to the Board of Directors members within 07 days from the intended date of the first meeting, and at least 03 working days prior to the meeting date. The second Board of Directors meeting must be held no later than 10 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. The Board of Directors shall approve resolutions and decisions by voting at the meeting, collecting opinions in writing, or by any other form prescribed by the Company's Charter. Each member of the Board of Directors has one vote. A member of the Board of Directors is considered present and voting at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting through an online conference, electronic voting, or other electronic form;
- d) Sending a voting slip to the meeting via post, fax, or email;
- e) Sending a voting slip by other means as prescribed by law (If any).

10. In case of sending a voting slip to the meeting by post, the voting slip must be kept in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. The voting slip shall only be opened in the presence of all meeting attendees.

11. Members must attend all Board of Directors meetings in full. A member may authorize another member of the Board of Directors or another person (who is not a Board member if approved by a majority of Board members) to attend and vote.

12. A resolution or decision of the Board of Directors shall be approved if it is approved by a majority (more than 1/2) of the attending members; in the event of a tie vote, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. Note: A member of the Board of Directors may not vote on transactions that provide benefits to that member or their affiliated persons as prescribed by the Law on Enterprises and Article 41 of the Company's Charter.

13. The minutes of the Board of Directors meeting shall be executed in accordance with the provisions of Article 158 of the 2020 Law on Enterprises and applicable legal regulations.

Điều 30. Subcommittees under the Board of Directors

1. When deemed necessary, the Board of Directors may establish subcommittees to be in charge of 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 consist of at least 02 persons, including both members of the Board of Directors and external members. Non-executive Board members shall constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by Decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective when it is approved by a majority of the members attending and voting at the subcommittee meeting.

2. The implementation of a Decision of the Board of Directors, or of a subcommittee under the Board of Directors, must comply with applicable laws, the Company's Charter, and the Regulations on Corporate Governance.

Điều 31. Corporate Governance Officer, Company Secretary

1. The Company's Board of Directors must appoint at least 01 Corporate Governance Officer to assist with the corporate governance work at the enterprise. The Corporate Governance Officer may simultaneously act as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer may not simultaneously work for the approved audit firm that is currently auditing the Company's financial statements.

3. The Corporate Governance Officer has the following rights and obligations:

a) To advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and handling tasks related to the relationship between the Company and shareholders;

b) To prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

- c) To advise on procedures for meetings;
- d) To attend meetings;
- e) To advise on procedures for drafting resolutions of the Board of Directors in compliance with the provisions of the law;
- f) To 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 Supervisory Board;
- g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) To serve as a contact point for stakeholders;
- i) To maintain the confidentiality of information in accordance with the provisions of the law and the Company's Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

4. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons to act as Company Secretary with a term of office decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that it is not contrary to current labor laws. The Company Secretary has the following rights and obligations:

- a) To support the organization of the General Meeting of Shareholders and the Board of Directors; to take minutes of the meetings;
- b) To support members of the Board of Directors in exercising their assigned rights and obligations;
- c) To support the Board of Directors in adopting and implementing principles of corporate governance;
- d) To support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in compliance with disclosure obligations, information transparency, and administrative procedures. To maintain confidentiality of information in accordance with the provisions of the law and the Company's Charter;
- e) Other rights and obligations as prescribed in the Company's Charter and the Internal Regulations of the Company.

Chương VIII.

GENERAL DIRECTOR AND OTHER EXECUTIVES

Điều 32. Organization of the management structure

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business of the Company. The Company has a General Director, Deputy General Directors, and a Chief Accountant. The appointment, dismissal, and removal of the aforementioned positions must be approved by Resolution or Decision of the Board of Directors.

Điều 33. Enterprise Executives

1. The Company's Executives include the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may employ other enterprise executives with the number and standards suitable for the Company's organizational structure and

management regulations as defined by the Board of Directors. The enterprise executives shall be responsible for assisting the Company in achieving the objectives set forth in its operations and organization.

3. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be determined by the Board of Directors.

4. The salary of enterprise executives shall be included in the Company's business expenses as prescribed by the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Điều 34. Appointment, dismissal, rights, and obligations of the General Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to act as the General Director.

2. The General Director is the person who manages the day-to-day business of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and to the law for the performance of assigned rights and obligations.

3. The term of the General Director shall not exceed 05 years and they may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed in Clause 5, Article 162 of the Law on Enterprises and this Charter.

4. The General Director has the following rights and obligations:

a) To decide on matters related to the day-to-day business of the Company that are not under the authority of the Board of Directors;

b) To organize the implementation of the Resolutions and Decisions of the Board of Directors;

c) To organize the implementation of the Company's business plan and investment projects;

d) To propose the organizational structure and internal management regulations of the Company;

e) To appoint, dismiss, and remove managerial titles in the Company, except for those under the authority of the Board of Directors;

f) Decisions on salary and other benefits for employees of the Company, including managers under the appointment authority of the General Director;

g) Recruitment of labor;

h) Recommending dividend payment plans or handling business losses;

i) Deciding on matters that do not require a Resolution of the Board of Directors, including acting on behalf of the Company to sign financial and

commercial contracts, organizing and managing the daily production and business activities of the Company in accordance with best management practices;

j) Recommending the number of Company Executives that the Company needs to recruit for the Board of Directors to appoint or dismiss in accordance with the Regulations on Corporate Governance and recommending remuneration, salary, and other benefits for Company Executives for the Board of Directors to decide;

k) Deciding on appointment, dismissal, salary levels, allowances, benefits, and other terms related to employment contracts for positions under the authority of the General Director in accordance with the internal regulations of the Company;

l) Submitting to the Board of Directors for approval the production and business plan, and investment plan for the next fiscal year;

m) Other rights and obligations in accordance with the provisions of law, the Company Charter, and the Resolution or Decision of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the Members of the Board of Directors with voting rights present at the meeting vote in favor and appoint a new General Director to replace.

6. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers and shall report to these levels upon request.

Chương IX.

BOARD OF SUPERVISORS

Điều 35. Running for or nominating members of the Board of Supervisors

1. The nomination of candidates for members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 24 of this Charter. The nomination and running for candidates for members of the Board of Supervisors are detailed in Clause 1, Article 70 of the Regulations on Corporate Governance.

2. In case the number of candidates nominated by the current Board of Supervisors is still not sufficient, the current Board of Supervisors shall organize for other shareholders to nominate in accordance with the provisions of the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization for other shareholders to nominate additional candidates by the current Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of the law.

Điều 36. Composition of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is 03. The term of a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. A member of the Board of Supervisors must satisfy the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) A member or employee of the independent auditing firm that performed the audit of the Company's financial statements in the 03 immediately preceding years.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

- a) No longer satisfying the standards and conditions for being a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Having submitted a resignation letter and it has been approved;
- c) That member of the Board of Supervisors suffers from a mental disorder and other members of the Board of Supervisors have evidence proving that such person no longer has the capacity for civil acts.
- d) Other cases as prescribed by law and this Charter.

4. A member of the Board of Supervisors shall be removed in the following cases:

- a) Failing to complete assigned duties or tasks;
- b) Failing to perform their rights and obligations for 06 consecutive months, except in force majeure cases;
- c) Multiple violations or a serious violation of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases as determined by a Resolution of the General Meeting of Shareholders.

5. Members of the Board of Supervisors shall continue to fully exercise their rights and perform their obligations until their removal is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration of the member of the Board of Supervisors as soon as the Company receives notification of the following cases:

- a) The member of the Board of Supervisors has restricted civil act capacity, has lost civil act capacity, or has difficulty in cognition and control of their behavior.
- b) The member of the Board of Supervisors is currently being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education facility, or is prohibited by the Court from holding certain positions, practicing a certain profession, or doing certain work.
- c) The Board of Supervisors has a Decision approving the acceptance of the resignation/letter of resignation of a Member of the Board of Supervisors, performed similarly to the provisions in Article 9 of the Regulations on Operation of the Board of Directors.

Điều 37. Head of the Board of Supervisors

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall

follow the majority principle. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or other majors related to the business operations of the enterprise.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the General Director, and other Executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Điều 38. Rights and obligations of the Board of Supervisors

In addition to the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Board of Supervisors has the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations permitted to audit the Company's Financial Statements; to decide on the auditing organization permitted to perform the inspection of the Company's activities, and to remove the permitted auditor when necessary.

2. To be responsible to shareholders for their supervision activities.

3. To supervise the financial status of the Company, and the compliance with the law in the activities of Members of the Board of Directors, the General Director, and other managers.

4. To ensure coordination with the Board of Directors, the General Director, and shareholders.

5. Upon discovering acts of violating the law or the Company Charter by a Member of the Board of Directors, the General Director, and other Executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.

6. To develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of several articles of the Law on Securities.

8. To have the right to access the files and documents of the Company stored at the head office, branches, and other locations; relating to the performance of assigned tasks of members of the Board of Supervisors if approved by the Board of Supervisors, and this information does not fall within the scope of business secrets of the Company. The person provided with information is responsible for keeping such information confidential and using it for the assigned tasks; to have the right to come to the working locations of the Company's managers and employees during working hours. The provision of information follows the procedure detailed in the Regulations on Corporate Governance.

9. To have the right to request the Board of Directors, Members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of the Company. The order and procedures for requesting and providing information are specified in the Regulations on Corporate Governance and the Regulations on Operation of the Board of Supervisors.

10. Other rights and obligations in accordance with the provisions of the law and this Charter.

Điều 39. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 times a year, with the number of members attending the meeting being at least 2/3 of the members of the Board of Supervisors. Minutes of meetings of the Board of Supervisors shall be prepared in detail and clearly. The record keeper and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Meeting minutes of the Board of Supervisors must be preserved to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request Members of the Board of Directors, the General Director, and representatives of the permitted auditing organization to attend and answer issues that need clarification.

Điều 40. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors are implemented in accordance with the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonus, other benefits, and annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salary and operating expenses of the Supervisory Board shall be included in the business expenses of the Company in accordance with the laws on corporate income tax, other relevant legal provisions, and shall be recorded as a separate item in the Company's annual financial statements.

Chương X.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the responsibility to perform their

duties, including those as members of sub-committees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

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

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and other relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their affiliated persons shall only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, the Company's subsidiaries, other companies over which the Company holds control of more than 50% of the charter capital and themselves or their affiliated persons as prescribed by law. For the aforementioned transactions subject to approval by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities law regulations on information disclosure.

4. A member of the Board of Directors may not vote on any transaction that brings benefits to that member or their affiliated persons, as prescribed by the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their affiliated persons may not use or disclose internal information to third parties to execute relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations affiliated with these persons shall not be void in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statement, the key contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of those members of the Board of Directors who do not have related interests;

b) For transactions with a value from 35% or more, or a transaction resulting in the total transaction value incurred within 12 months from the date of the first transaction being 35% or more of the total asset value recorded in the most recent financial statement, the key contents of this transaction, as well as the relationship and interests of the member of the Board of Directors, member of the Supervisory Board, the General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests.

c) **Contracts or transactions for the borrowing or sale of assets with a value greater than 10% of the total asset value recorded in the most recent financial statement between the Company and a shareholder owning 51% or more of the total voting shares or an affiliated person of that shareholder have been disclosed to**

shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests.

Điều 42. Responsibility for damages and compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their obligations, their duty of honesty and prudence, and fail to fulfill their duties must be liable for damages caused by their violations.

2. The Company shall indemnify individuals who have been, are, or may become a party in claims, lawsuits, or prosecutions (including civil, administrative, and non-prosecutorial cases where the Company is not the plaintiff) if that person is or was a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company performing duties under the Company's authorization, provided they have acted honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and expenses actually incurred (including attorney fees) when resolving these cases within the limits permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

Chương XI.

RIGHT TO ACCESS COMPANY BOOKS AND RECORDS

Điều 43. Right to access books and records

1. Ordinary shareholders have the right to access books and records, specifically as follows:

a) Ordinary shareholders have the right to inspect, access, and extract information regarding their names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information about themselves; inspect, access, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders owning 05% or more of total ordinary shares has the right to inspect, access, or extract the minutes book and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions subject to approval by the Board of Directors and other documents, excluding documents related to the trade secrets and business secrets of the Company.

2. In cases where the authorized representative of a shareholder or a group of shareholders requests to access books and records, they must submit the authorization letter of the shareholder or group of shareholders that they represent, or a notarized copy of this authorization letter.

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

4. The Company shall keep this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at the head office or another location, provided that the shareholders and the Business Registration Authority are notified of the location where these documents are kept.

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

Chương XII. EMPLOYEES AND LABOR UNION

Điều 44. Employees and labor union

1. The General Director must develop a plan for the Board of Directors to approve issues related to the recruitment, termination, salary, social insurance, benefits, rewards, and discipline for employees and corporate executives.

2. The General Director must develop a plan for the Board of Directors to approve issues related to the Company's relationship with labor union organizations in accordance with best practices, standards, and management policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

Chương XIII. PROFIT DISTRIBUTION

Điều 45. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payout ratio and the method of annual dividend payment from the Company's retained earnings.

2. The Board of Directors may decide on an interim dividend payment upon the authorization of the General Meeting of Shareholders if it considers such payment to be consistent with the Company's profitability.

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

4. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the body executing this decision.

5. In cases where dividends or other payments related to a class of shares are paid in cash, the Company shall pay in VND. Payments may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds in accordance with the bank account details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the funds the Company has transferred to that shareholder. Dividend payments for shares registered for trading/listing at The Stock Exchange may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution and decision to determine a specific date for

closing the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, and receive notifications or other documents.

7. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

Chương XIV.

BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Điều 46. Bank accounts

1. The Company opens accounts at Vietnamese banks or foreign bank branches permitted to operate in Vietnam.

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

3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts at the banks where the Company maintains accounts.

Điều 47. Financial Year

The financial year of the Company begins on 01 January and ends on 31 December annually. The first financial year begins on the date of issuance of the Enterprise Registration Certificate and ends on 31 December of the same year.

Điều 48. Accounting regime

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued and approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with accounting laws and relevant legal provisions. These records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnam Dong as the monetary unit for accounting. Where the Company has economic transactions primarily occurring in a foreign currency, it may select that foreign currency as its accounting currency, shall bear responsibility for such selection before the law, and shall notify the direct tax management authority.

Chương XV.

FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Điều 49. Annual financial statements

1. The Company must prepare annual financial statements and such annual financial statements must be audited in accordance with the provisions of the law. The Company shall disclose audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. Annual financial statements must include full reports, appendices, and notes as required by the law on enterprise accounting. Annual financial statements must reflect the Company's operational status truthfully and objectively.

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

Điều 50. Annual Report

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

Chương XVI. COMPANY AUDIT

Điều 51. Audit

1. The General Meeting of Shareholders designates an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to decide the selection of one of these entities to audit the Company's financial statements for the following financial year, based on terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend General Meeting of Shareholders meetings and has the right to receive notices and other information related to the General Meeting of Shareholders and to express their opinion at the meeting on matters related to the audit of the Company's financial statements.

Chương XVII. CORPORATE SEAL

Điều 52. Corporate seal

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature as stipulated by the law on electronic transactions.

2. The Board of Directors shall decide the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal provisions.

Chương XVIII. COMPANY DISSOLUTION

Điều 53. Company dissolution

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

a) Pursuant to a Resolution or Decision of the General Meeting of Shareholders;

b) Upon revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;

c) Other cases as provided by law.

2. The dissolution of the Company before the expiration of the term shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as prescribed.

Điều 54. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least [7 months] before the expiration of the duration of operation so that shareholders may vote on extending the Company's operation as proposed by the Board of Directors.

2. The duration of operation is extended when shareholders representing at least 65 % of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

Điều 55. Liquidation

1. At least 06 months before the end of the Company's duration of operation or following a decision on the Company's dissolution, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of whom 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from among Company employees or independent experts. All expenses related to liquidation shall be paid by the Company with priority over other debts.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the establishment date and the date of commencement of operation. From that time, the Liquidation Committee represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

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

- a) Liquidation expenses;
- b) Debts regarding salaries, severance allowances, social insurance, and other benefits for employees as per collective labor agreements and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remaining amount after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall have priority in payment.

Chương XIX. INTERNAL DISPUTE RESOLUTION

Điều 56. Internal dispute resolution

1. In case of disputes or complaints related to the Company's operations, and rights and obligations of shareholders as stipulated by the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other Executives;

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert as a mediator for the dispute resolution process.

2. If a mediation resolution is not reached within 06 weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration or the Court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. Payment of Court costs shall be conducted according to the Court's judgment.

Chương XX.

AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Điều 57. Company Charter

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

2. Where the law contains provisions related to the Company's operations that are not addressed in this Charter or where there are new legal provisions differing from the clauses in this Charter, those provisions shall apply to govern the Company's operations.

Chương XXI.

EFFECTIVE DATE

Điều 58. Effective date

1. This Charter consists of 21 Chapters and 59 Articles, unanimously approved by the General Meeting of Shareholders of Hai Minh Corporation on March ..., 2026, in Ho Chi Minh City, with the agreement to adopt the full text of this Charter as effective.

2. The Charter is executed in 10 copies, having equal validity, and must be kept at the Company's head office.

3. This Charter is the unique and official Charter of the Company.

4. Copies or extracts of the Company Charter are valid when they bear the signature of the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

Full name, signature of the Legal representative