

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



CHARTER
HA TU COAL JOINT STOCK COMPANY –
VINACOMIN

Ha Tu, November 28th, 2025

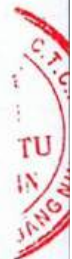
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PREAMBLE

1. Ha Tu Coal Joint Stock Company – Vinacomin (hereinafter referred to as the “Company”), formerly Ha Tu Coal Company, was established in accordance with the Law on Enterprises and Decision No. 2062/QĐ-BCN dated 09 August 2006 of the Minister of Industry (now the Ministry of Industry and Trade) approving the equitization plan and converting Ha Tu Coal Company into Ha Tu Coal Joint Stock Company – TKV. Its current name is Ha Tu Coal Joint Stock Company – Vinacomin;

2. The Charter on organization and operation of Ha Tu Coal Joint Stock Company – Vinacomin is developed on the basis of:

- The Law on Securities No. 54/2019/QH14 passed by the National Assembly on 26 November 2019;

- The Law on Enterprises No. 59/2020/QH14 passed by the XIV National Assembly of the Socialist Republic of Viet Nam at its 9th session on 17 June 2020;

- Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of several articles of the Law on Securities;

- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government;

- Circular No. 96/2020/TT-BTC dated 16 November 2020 guiding information disclosure on the Vietnamese securities market;

- The Model Charter applicable to TKV’s joint stock subsidiaries issued together with Official Letter No. 1455/TKV-TCNS dated 07 April 2021 of Vietnam National Coal – Mineral Industries Holding Corporation Limited (VINACOMIN);

- Other relevant legal documents.

3. This Charter is approved by the Company’s shareholders under a valid Resolution of the General Meeting of Shareholders convened on 28 November 2025. This Charter inherits and replaces the Charter on organization and operation approved at the Annual General Meeting of Shareholders of Ha Tu Coal Joint Stock Company – Vinacomin on 08 May 2023 and the Charter amendment appendix dated 25 April 2024.

4. This Charter serves as the legal foundation for all activities of Ha Tu Coal Joint Stock Company – Vinacomin. Regulations of the Company, Resolutions of the General Meeting of Shareholders and the Board of Directors, when duly adopted and compliant with laws and this Charter, shall constitute binding rules and regulations for conducting business activities.

CHAPTER I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms in the Charter:

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

- a) "Board" means the Company's Board of Directors, abbreviated as "BOD".
- b) "Business location/area" means the geographical scope where the Company conducts its business activities, including within and outside the territory of Viet Nam.
- c) "Charter capital" means the total par value of shares sold or registered for purchase upon establishment of the enterprise as stipulated in Article 6 of this Charter.
- d) "Voting capital" means the capital in shares which confer voting rights on matters under the authority of the General Meeting of Shareholders.
- đ) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020.
- e) "Law on Securities" means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on 26 November 2019.
- g) "Date of establishment" means the date on which the Company was first issued the Enterprise Registration Certificate (or business registration certificate or equivalent documents).
- h) "Law/Legislation" means all legal normative documents as stipulated in the Law on Promulgation of Legal Documents.
- i) "Enterprise manager" refers to corporate managers including the Chair of the Board of Directors, members of the Board of Directors, the Director, and individuals holding other managerial titles as prescribed by the Charter.
- k) "Enterprise executive" means the Director, Deputy Directors, Chief Accountant, and other executives as prescribed in the Charter.
- l) "Related person" means any entity or individual as defined in Clause 23 Article 4 of the Law on Enterprises and Clause 46 Article 4 of the Law on Securities.
- m) "Shareholder" means an individual or organization owning at least one share of the joint stock company.
- n) "Founding shareholder" means a shareholder holding at least one ordinary share and signing the list of founding shareholders of the joint stock company.
- o) "Major shareholder" means a shareholder as defined in Clause 18 Article 4 of the Law on Securities.
- p) "Dividend" means a portion of net profits paid to each share in cash or other assets from the Company's remaining profits after fulfilling its financial obligations.

q) "Term of operation" means the duration of the Company's operation as specified in Article 2 of this Charter, including any extension approved by a Resolution of the General Meeting of Shareholders.

r) "Stock exchange" means the Vietnam Stock Exchange and its subsidiaries.

s) "Viet Nam" means the Socialist Republic of Viet Nam.

2. In this Charter, any reference to any article or document shall include any amendments or replacements thereto. If the legal documents governing matters related to this Charter are amended, supplemented, or replaced, the relevant provisions in this Charter shall be implemented in accordance with such amendments, supplements, or replacements. The nearest General Meeting of Shareholders thereafter must amend the Charter accordingly.

3. The titles (Chapters, Articles) used in this Charter are for reference and convenience only and shall not affect the content or interpretation of the Charter.

4. Terms already defined in the Law on Enterprises (if not inconsistent with the subject or context) shall have the same meaning in this Charter.

CHAPTER II

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

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

1. Company Name

- a) Vietnamese name: Công ty Cổ phần Than Hà Tu - Vinacomin.
- b) English name: Vinacomin - Ha Tu Coal Joint Stock Company.
- c) Abbreviated name: VHTC.

2. The Company has its own logo:



3. The Company is a joint stock company with legal entity status in accordance with the laws of Viet Nam.

4. The Company is a subsidiary of Vietnam National Coal – Mineral Industries Holding Corporation Limited (VINACOMIN), in which the Corporation exercises control through the controlling shareholding ratio, through the Corporation's brand, or through other controlling rights as prescribed by law and the Corporation's internal governance regulations.

[The mineral resources and coal reserves currently exploited by the Company are State-owned assets assigned to Vietnam National Coal – Mineral Industries Holding Corporation Limited as the State owner's representative for unified management and are not included in the Company's asset value. Vietnam National Coal – Mineral Industries Holding Corporation Limited assigns the Company to manage these resources and reserves, and annually the Company exploits coal for the Corporation under an



entrustment contract on business coordination between the Corporation and the Company]

5. The Company is permitted to use the trademark “VINACOMIN” of Vietnam National Coal – Mineral Industries Holding Corporation Limited in its Vietnamese and English names in accordance with the Corporation’s trademark use regulation and the applicable laws.

In addition to the provisions of this Charter, the Company is responsible for performing the rights and obligations of a subsidiary in relation to Vietnam National Coal – Mineral Industries Holding Corporation Limited in accordance with the Corporation’s Charter and internal management regulations applicable to all member units.

6. Registered Head Office of the Company:

Head Office Address: Group 6, Ha Tu 3 Quarter, Ha Tu Ward, Quang Ninh Province, Vietnam;

Telephone: (0203).3835169;

Fax: (0203).3836120;

Email: thanhatu@hatucoal.vn;

Website: www.hatucoal.vn.

7. Ha Tu Coal Joint Stock Company – Vinacomin observes **01 August** as its traditional day each year (01 August 1960 is the founding date of Ha Tu Coal Mine).

8. The Company may establish branches and representative offices in its business locations to achieve the Company’s objectives, in accordance with resolutions of the Board of Directors and within the limits permitted by law.

9. Unless dissolved in accordance with Article 58 of this Charter, the Company’s term of operation commences from its establishment date and is indefinite.

Article 3. Legal Representative of the Company

The Company has one (01) legal representative, who is the Director of the Company. The legal representative has the rights and obligations as prescribed by the applicable laws and the Company’s internal management regulations.

CHAPTER III

OBJECTIVES, BUSINESS LINES AND OPERATIONS OF THE COMPANY

Article 4. Objectives and business lines of the Company.

1. The objective of the Company’s operations is to maximize reasonable profits, increase returns for shareholders, contribute to the State budget, ensure the rights and benefits of employees, and continuously develop the Company sustainably and effectively.

2. The Company’s registered business lines:

No.	Business Line	Code
01	Mining and gathering of hard coal	0510 (Main)
02	Mining and gathering of lignite	0520
03	Mining and gathering of peat	0892
04	Mining of non-ferrous metal ores (excluding iron ores)	0722
05	Quarrying of stone, sand, gravel, and clay	0810

06	Support services for mining and other mineral extraction	0990
07	Road freight transport	4933
08	Warehousing and storage of goods	5210
09	Sewerage and wastewater treatment	3700
10	Water collection, treatment and supply	3600
11	Repair of machinery and equipment	3312
12	Repair of fabricated metal products	3311
13	Installation of industrial machinery and equipment	3320
14	Repair of electrical equipment	3314
15	Repair of other equipment	3319
16	Electrical system installation	4321
17	Installation of water supply, drainage, heating and air-conditioning systems	4322
18	Afforestation, forest care and forest plant nursery	0210
19	Other specialized construction activities	4390
20	Provision of food and beverage services under irregular contracts with customers	5621
21	Manufacture of bakery products	1071
22	Operation of sports facilities	9311
23	Transmission and distribution of electricity Detail: Electricity distribution	3512
24	Architectural activities and related technical consultancy Detail: Surveying and cartography activities	7110

The Company may also conduct other business lines permitted by law.

Article 5. Scope of business and operations.

1. The Company is permitted to conduct business activities in the registered business lines set forth in this Charter, which have been registered or notified for amendments with the business registration authority and disclosed on the National Enterprise Registration Portal. [In case the Company engages in conditional business investment sectors, it must fully satisfy all business conditions as prescribed in the Law on Investment and relevant specialized laws].

2. The Company may engage in other business activities legally permitted and approved by the General Meeting of Shareholders.

CHAPTER IV CHARTER CAPITAL AND SHARES

Article 6. Charter capital, shares, offering, sale, repurchase of shares, and issuance of securities.

1. Charter Capital:

a) The charter capital as at the date of adoption of this Charter is VND 245,690,520,000 (in words: Two hundred forty-five billion six hundred ninety million five hundred twenty thousand Vietnamese dong). The total charter capital of the Company is divided into 24,569,052 shares with a par value of VND 10,000 per share.

b) The Company may change its charter capital (increase or decrease) upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

2. Shares:

a) All shares of the Company as at the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding such shares are stipulated in Articles 12 and 13 of this Charter.

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

c) Ordinary shares are not convertible into preference shares. Preference shares may be converted into ordinary shares upon approval by the General Meeting of Shareholders.

3. Share Offering:

a) A share offering means the Company increases the number of shares to be offered and sells such shares during its operation to increase the charter capital.

b) Share offerings to increase charter capital shall be conducted in one of the forms stipulated in Clause 2 Article 123 of the Law on Enterprises, including:

(i) Offering to existing shareholders.

(ii) Public offering.

(iii) Private placement.

c) The Company's share offering shall be carried out in accordance with Articles 123, 124 and 125 of the Law on Enterprises and relevant securities laws.

4. Sale of Shares

The Board of Directors shall decide the timing, method and selling price of shares. The selling price shall not be lower than the market price at the time of offering or the book value recorded most recently, unless otherwise stipulated in Article 126 of the Law on Enterprises, in which case approval of the General Meeting of Shareholders is required.

5. Repurchase of Shares

Pursuant to a decision of the General Meeting of Shareholders, the Company may repurchase up to 30% of the total number of ordinary shares sold in accordance with Article 133 of the Law on Enterprises. Shares repurchased by the Company under Articles 132 and 133 of the Law on Enterprises shall be deemed unsold shares as prescribed in Clause 4 Article 112 of the Law on Enterprises. The Company must complete procedures to reduce its charter capital corresponding to the total par value of repurchased shares within ten (10) days from the date of completion of payment for the repurchase, unless securities laws provide otherwise.

6. The Company may issue other types of securities upon unanimous written approval by the General Meeting of Shareholders and in accordance with laws on securities and the securities market.

Article 7. Share Certificates

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

2. A share certificate is a security confirming the lawful rights and interests of its holder with respect to a portion of the issuer's share capital. Share certificates must contain all information prescribed in Clause 1 Article 121 of the Law on Enterprises.

3. Within thirty (30) days from the date the Company receives a complete dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within two (02) months (or a longer period as stipulated in the issuance terms) from the date of full payment for the shares under the Company's issuance plan, the share owner shall be issued a share certificate. The share owner shall not be required to pay any printing costs or other fees to the Company.

4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate upon request. Such request must include:

a) Information on the share certificate that has been lost, damaged, or otherwise destroyed;

b) An undertaking to bear responsibility for any disputes arising from the re-issuance of a new share certificate.

Article 8. Other securities certificates and shareholder register.

1. Certificates of bonds or other securities of the Company (except for offering letters, temporary certificates and similar documents) shall be issued bearing the Company's seal and specimen signature of the Company's legal representative, unless the issuance terms and conditions provide otherwise.

2. Shareholder Register:

a) The Company shall create and maintain the shareholder register from the date it is granted the Enterprise Registration Certificate. Ordinary shareholders and other preference shareholders may be recorded in separate registers. The shareholder register must at least contain:

- Name and head office address of the Company.
- Total number of authorized shares, classes of authorized shares, and total authorized shares of each class.
- Total number of issued shares of each class and paid-in share capital value.
- Names of shareholders in alphabetical order, permanent address, nationality, citizen identification number/ID card/passport or other lawful personal identification for individual shareholders; enterprise identification number or establishment decision number and head office address for institutional shareholders; number of shares of each class held by each shareholder and share registration date.

b) The shareholder register may be made and stored in written form, electronic data files, or both. The register shall be kept at the Company's head office or at the Securities Depository Center. Shareholders have the right to inspect, search, extract or copy information about themselves in the shareholder register during working hours of the Company or the Securities Depository Center.

3. If a shareholder changes his/her permanent address, he/she must promptly notify the Company for update in the shareholder register. The Company shall not be liable for failure to contact a shareholder due to not being notified of the address change.

Article 9. Transfer of share

1. All shares may be freely transferred unless otherwise provided by this Charter or by law. Shares listed on the Stock Exchange shall be transferred in accordance with laws on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred and shall not enjoy related rights such as dividend entitlement, voting rights, entitlement to shares issued for capital increase from owners' equity, or pre-emptive rights to subscribe for newly offered shares.

3. Unless otherwise decided by the Board of Directors (consistent with the Law on Enterprises), all share transfers may be effected by a written instrument in the usual manner or in any other manner acceptable to the Board. Listed or registered-for-trading shares must be transferred through the Stock Exchange in accordance with regulations of the State Securities Commission and the Stock Exchange. The transfer instrument must be signed by the transferor and transferee or their duly authorized representatives. The transferor remains the owner of the relevant shares until the transferee's name is recorded in the shareholder register (unless the transferor authorizes the transferee to attend a shareholders' meeting during that period in accordance with the Law on Enterprises).

4. If a shareholder dies or is declared missing by a competent state authority, the heirs or asset administrators of such deceased/missing shareholder shall be recognized by the Company as the only persons entitled to or benefiting from the shares; however, this does not release the estate from any liabilities attached to the shares held by the deceased/missing shareholder. If there is no heir, such shares shall be handled in accordance with civil law.

5. A shareholder may donate part or all of his/her shares to another person or use shares to settle debts. In such case, the donee or debt recipient shall become a shareholder of the Company.

6. Where a shareholder transfers a portion of shares, the old share certificate shall be cancelled and the Company shall issue a new share certificate reflecting the transferred shares and the remaining shares.

Article 10. Forfeiture and payment for shares

1. If a shareholder fails to pay fully and on time the amount payable for subscribed shares, the Board of Directors shall notify and has the right to require such shareholder to pay the outstanding amount together with interest thereon and any costs incurred by the Company due to such non-payment.

2. The payment notice must state a new payment deadline (at least **seven (07) days** from the date the notice is sent), the payment location, and clearly specify that if payment is not made as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares not fully and timely paid if the requirements in the notice are not complied with.

4. Upon expiry of the prescribed period, if the shareholder has not paid or has paid only part of the subscribed shares, the following shall apply:

a) A shareholder who fails to pay for all subscribed shares shall automatically cease to be a shareholder with respect to such shares and may not transfer the subscription right to another person;

b) A shareholder who pays only part of the subscribed shares shall have voting rights, dividend entitlement and other rights corresponding to the paid shares, and may not transfer the subscription right for the unpaid shares to another person;

c) Unpaid shares shall be deemed unsold shares, and the Board of Directors has the right to forfeit them and decide subsequent handling measures.

5. Forfeited shares shall be deemed shares available for offering pursuant to Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize another party to sell, redistribute or otherwise dispose of such shares to the former holder of forfeited shares or other persons on terms and in a manner it deems appropriate.

6. A shareholder holding forfeited shares due to non-payment or insufficient payment must relinquish shareholder status for such shares but remains liable to pay all related amounts plus interest (at the VND demand deposit interest rate of the bank where the Company maintains its account) from the forfeiture date until full payment. The Board of Directors has full discretion to enforce payment of the full value of the shares at forfeiture or to waive part or all of such amount.

7. A forfeiture notice shall be sent to the holder of forfeited shares prior to forfeiture. The forfeiture remains effective even if there is any mistake or negligence in sending the notice.

8. A shareholder who fails to pay or fully pay for subscribed shares shall be liable, up to the total par value of subscribed shares, for the Company's financial obligations arising prior to the forfeiture of such shares.

CHAPTER V ORGANIZATIONAL STRUCTURE, CORPORATE GOVERNANCE AND SUPERVISION

Article 11. Organizational structure, corporate governance and supervision of the Company

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

- 1) The General Meeting of Shareholders, which is the supreme decision-making body of the Company;
- 2) The Board of Directors, elected by the General Meeting of Shareholders, which is the managerial body of the Company and has full authority, on behalf of the Company, to decide and perform the rights and obligations of the Company that do not fall under the authority of the General Meeting of Shareholders;
- 3) The Supervisory Board, elected by the General Meeting of Shareholders, which supervises the Board of Directors and the Director in the management and administration of the Company; and is responsible to the General Meeting of Shareholders for the performance of its rights and duties;
- 4) The Director, who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and to the law for the performance of the rights and duties assigned to him/her.

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

- a) To attend and speak at meetings of the General Meeting of Shareholders ("GMS") and to exercise voting rights directly at the General Meeting of Shareholders, through duly authorized representatives, or via online meetings, electronic voting (remote voting) or other electronic means. Each ordinary share carries one (01) vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To have pre-emptive rights to subscribe for newly issued shares in proportion to their ownership of ordinary shares in the Company;
- d) To freely transfer their shares to others, except for cases stipulated in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
- đ) To review, search and extract information relating to shareholders in the list of voting shareholders eligible to attend the General Meeting of Shareholders, and to request correction of inaccurate information;
- e) To review, search and extract or copy the Company's Charter, minutes of General Meeting of Shareholders meetings and resolutions of the General Meeting of Shareholders;
- g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their shareholding ratio;
- h) To request the Company to repurchase their shares in the cases stipulated in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class confers equal rights, obligations and benefits upon its holder. Where the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with law;
- l) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as provided by law and this Charter.

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

- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
- b) To review, search and extract minutes, resolutions and decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Supervisory Board; contracts and transactions subject to approval by the Board of Directors; and other



documents, except those relating to the Company's trade secrets or business confidentiality;

c) To request the Supervisory Board to examine specific matters relating to the management and operation of the Company when deemed necessary. Such request must be in writing and include: full name, contact address, nationality, legal identification number for individual shareholders; name, enterprise code or legal establishment document number, head office address for institutional shareholders; number of shares and registration date of each shareholder, total shares of the group and ownership ratio in the Company's total shares; matter to be examined and purpose of examination;

d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least three (03) working days prior to the opening date. The proposal must clearly state the proposing shareholder's name, number of shares by class, and the proposed agenda item;

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

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

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

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder(s) or group(s) mentioned herein may nominate one or more persons as candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

4. Foreign investors may own up to 35% of the Company's charter capital.

Article 13. Obligations of shareholders

1. To comply with the Company's Charter and internal regulations; to observe decisions and resolutions of the General Meeting of Shareholders and the Board of Directors;

2. To attend General Meeting of Shareholders meetings and exercise voting rights by one of the following means:

a) Attending and voting in person at the meeting;

b) Authorizing another person to attend and vote;

c) Attending and voting via online meetings, electronic voting or other electronic means;

d) Sending voting ballots to the meeting by post, fax or email.

3. To pay in full and on time for subscribed shares; not to withdraw contributed capital in any form except where the Company or another person repurchases such shares. If a shareholder withdraws part or all of their contributed capital in breach of this Clause, that shareholder and the related persons of the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and any damages arising therefrom;

4. To provide an accurate address when registering to purchase shares;
5. To keep the information provided by the Company confidential in accordance with this Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disseminate, copy or forward such information to any other organizations or individuals.
6. To fulfill other obligations prescribed by law and this Charter.
7. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
 - a) Violating the law;
 - b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Settling debts not yet due in anticipation of potential financial risks to the Company.
8. Major shareholders shall have the obligations of shareholders under the Law on Enterprises and must additionally ensure compliance with:
 - a) Not abusing their dominant position to affect the rights and interests of the Company and other shareholders as prescribed by law and this Charter;
 - b) Disclosure obligations in accordance with law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all voting shareholders and is the supreme decision-making body of the Company. The annual General Meeting of Shareholders shall be held once (01) each year within four (04) months from the end of the fiscal year. Where necessary, the Board of Directors may decide to extend the annual General Meeting of Shareholders but not beyond six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary General Meeting of Shareholders meetings may be convened. The venue of the General Meeting of Shareholders is deemed to be the place where the Chairperson attends the meeting and must be within the territory of Viet Nam.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders decides matters as prescribed by law and this Charter, especially approval of the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved audit firm to attend the annual General Meeting of Shareholders, and such representative is obliged to attend.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) When deemed necessary for the benefit of the Company;
 - b) When the remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum required by law; or the number of Board members decreases by more than one-third (1/3) compared with the number specified in this Charter. In such case, the Board shall convene a General Meeting of Shareholders within sixty (60) days from the date the decrease exceeds one-third (1/3);

c) At the request of a shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises; the request must be in writing, stating reasons and purposes, and bear sufficient signatures of the relevant shareholders (or be compiled from multiple copies with sufficient signatures);

d) At the request of the Supervisory Board;

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

4. Convening an extraordinary General Meeting of Shareholders:

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

b) If the Board of Directors fails to convene the General Meeting of Shareholders under Point a Clause 4, the Supervisory Board shall convene the General Meeting of Shareholders within the next thirty (30) days in accordance with Clause 3 Article 140 of the Law on Enterprises;

c) If the Supervisory Board fails to convene the General Meeting of Shareholders under Point b Clause 4, the shareholder(s) or group(s) under Point c Clause 3 may request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

[In this case, the shareholder(s) or group(s) convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures of convening, conducting the meeting and adopting decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company, excluding costs incurred by shareholders in attending the meeting, including accommodation and travel expenses.]

d) The procedures for holding the General Meeting of Shareholders shall comply with Clause 5 Article 140 of the Law on Enterprises.

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

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

- a) To approve the Company's development orientation;
- b) To decide classes of shares and total number of shares of each class authorized for offering; to decide annual dividend rate for each class of shares;
- c) To elect, dismiss or remove members of the Board of Directors and the Supervisory Board;
- d) To decide on investment projects or disposal of assets with value equal to or greater than 35% of the total asset value stated in the latest financial statements of the Company;
- đ) To decide on amendments or supplements to the Company's Charter;
- e) To approve annual financial statements;
- g) To decide on repurchase of more than 10% of total sold shares of each class;
- h) To review and handle violations by Board members or Supervisory Board members causing damage to the Company and its shareholders;
- i) To decide on reorganization or dissolution of the Company;



k) To decide the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;

l) To approve the internal corporate governance regulations and the operating regulations of the Board of Directors and Supervisory Board;

m) To approve the list of approved audit firms; to decide the approved audit firm to examine the Company's operations and dismiss an approved auditor when necessary;

n) To decide the type, total value and timing of offering of convertible bonds and bonds with warrants. Voting on resolutions for private placement of bonds shall be conducted in accordance with Article 148 of the Law on Enterprises;

o) Other rights and duties as provided by law.

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

a) Annual business plan;

b) Audited annual financial statements;

c) Report of the Board of Directors on governance and performance of the Board and each Board member;

d) Report of the Supervisory Board on business performance, and performance of the Board of Directors and Director;

đ) Self-assessment report on performance of the Supervisory Board and each Supervisor;

e) Dividend rate for each share of each class;

g) Number of members of the Board of Directors and Supervisory Board;

h) Election, dismissal or removal of Board members and Supervisors;

i) Budget or total remuneration, bonuses and other benefits for the Board of Directors and Supervisory Board;

k) Approval of the list of approved audit firms; decision to appoint an approved audit firm to review Company operations when necessary;

l) Amendments and supplements to the Charter;

m) Class of shares and number of newly issued shares of each class, and transfer of founding shareholders' shares within the first three (03) years from incorporation;

n) Division, separation, consolidation, merger or conversion of the Company;

o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

p) Investment projects or disposal of assets valued at 35% or more of total assets stated in the latest financial statements;

q) Repurchase of more than 10% of total sold shares of each class;

r) Contracts and transactions with persons specified in Clause 1 Article 167 of the Law on Enterprises with value equal to or greater than 35% of total assets stated in the latest financial statements;

s) Approval of transactions specified in Clause 4 Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020;

t) Approval of internal corporate governance regulations, Board operating regulations and Supervisory Board operating regulations;

u) Other matters as provided by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. An individual shareholder or an authorized representative of an institutional shareholder may attend the General Meeting of Shareholders in person or authorize in writing one or more other individuals/organizations to attend. If an institutional shareholder does not have an authorized representative under Clause 4 of this Article, it shall authorize another person to attend. The authorized representative is not required to be a shareholder.

2. The appointment of an authorized representative must be made in writing in the Company's form and signed as follows:

a) If an individual shareholder is the principal, the authorization must bear the signature of such shareholder and the individual/legal representative of the authorized organization attending the meeting;

b) If an institutional shareholder is the principal, the authorization must bear the signature of the authorized representative, the legal representative of the institutional shareholder, and the individual/legal representative of the authorized organization attending the meeting;

c) In other cases, the authorization must bear the signature of the legal representative of the shareholder and the authorized attendee.

The authorized attendee must submit the authorization document when registering for attendance before entering the meeting room.

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

4. An institutional shareholder may appoint one or more authorized representatives to exercise shareholder rights. If more than one representative is appointed, the number of shares and votes represented by each person must be specified. Appointment, termination or change of authorized representatives must be promptly notified in writing to the Company. The notice must include:

a) Name, permanent address, nationality, and number/date of establishment decision or Enterprise Registration Certificate of the shareholder;

b) Number and class of shares and registration date at the Company;

c) Full name, permanent address, nationality, citizen ID/ID card/passport or other lawful personal identification of the authorized representative;

d) Number of shares represented;

d) Term of representation;

e) Full name and signatures of the authorized representative and the legal representative of the shareholder.

5. Except as provided in Clause 3 of this Article, the voting ballots cast by the authorized representative within the scope of authorization remain valid even if::

- a) The principal dies or is restricted/loses civil act capacity;
- b) The principal revokes the authorization;
- c) The principal revokes the authority of the person carrying out the authorization.

However, this shall not apply if the Company receives written notice of such events before the opening time of the General Meeting of Shareholders or before a reconvened meeting.

6. Authorized representatives must meet the following conditions:

- a) Having full civil act capacity;
- b) Not being prohibited from establishing and managing enterprises;
- c) A State shareholder holding more than 50% of charter capital may not appoint the spouse, biological/adoptive parents, biological/adoptive children, or siblings of the Company's managers or of persons competent to appoint Company managers as authorized representatives in another company.

7. Responsibilities of authorized representatives for organizations/individuals shall comply with law, this Charter, internal regulations of the appointing organization, or the principal's request.

8. A shareholder is deemed to have attended and voted at the General Meeting of Shareholders if he/she:

- a) Attends and votes in person;
- b) Authorizes another person to attend and vote;
- c) Attends and votes via online meetings/electronic voting/other electronic means;
- d) Sends voting ballots by post, fax or email.

Article 17. Variation of rights

1. Any alteration or cancellation of special rights attached to a class of preference shares shall take effect only if approved by shareholders representing at least 65% of total voting shares of all shareholders attending the meeting. A General Meeting of Shareholders resolution adversely changing the rights and obligations of preference shareholders shall be adopted only if approved by preference shareholders of the same class who attend and hold at least 75% of total preference shares of that class, or by preference shareholders holding at least 75% of that class in the case of written voting.

2. A meeting of holders of a class of preference shares to approve the variation of rights under Clause 1 is valid only if at least two (02) shareholders (or their authorized representatives) attend and hold at least one-third (1/3) of the par value of issued shares of that class. If quorum is not met, a reconvened meeting shall be held within thirty (30) days, and attendees (regardless of number of persons or shares held) shall constitute a valid quorum. At such meetings, attendees may request secret voting, and each share of the same class has equal voting rights.

3. Procedures for such separate meetings shall be conducted similarly to Articles 19 and 20 of this Charter.

4. Unless otherwise provided in the issuance terms, special rights attached to classes of shares with preferential rights on profit distribution or assets shall not be varied merely by issuance of additional shares of the same class.

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

1. The Company must fully comply with procedures for convening the General Meeting of Shareholders in accordance with law, this Charter and internal regulations. The Company shall disclose information on the record date for voting shareholders at least 20 days before the final registration date. Authorization procedures are stipulated in the internal corporate governance regulations.

2. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened in cases specified in Point b or Point c Clause 4 Article 14 of this Charter.

3. The convener of the General Meeting of Shareholders shall:

a) Prepare the list of eligible voting shareholders. The list shall be made no earlier than ten (10) days before sending the meeting notice; the Company must disclose information on the record date at least 20 days before the final registration date;

b) Prepare the agenda and contents;

c) Prepare meeting materials in accordance with law and Company regulations;

d) Draft General Meeting of Shareholders resolutions for matters to be discussed;

d) Determine the meeting time and venue;

e) Notify and send the meeting notice to all eligible shareholders;

g) Perform other tasks serving the meeting.

4. The General Meeting of Shareholders notice shall be sent to all shareholders by registered/assured delivery and simultaneously disclosed on the Company's website and on the websites of the State Securities Commission and the Stock Exchange. The convener must send notices to all shareholders in the eligible list at least twenty-one (21) days before the meeting date (counted from the date the notice is duly dispatched). The agenda and materials for voting shall be sent to shareholders and/or posted on the Company's website. If materials are not enclosed, the notice must clearly guide shareholders to access the full set of materials, including:

a) Agenda and meeting materials;

b) List and detailed information of candidates in case of election of Board members/Supervisors;

c) Voting ballots;

d) Authorization form;

d) Draft resolutions for each agenda item.

5. The shareholder(s) or group(s) referred to in Clause 4 Article 12 of this Charter may propose matters for inclusion in the General Meeting of Shareholders agenda. The proposal must be in writing and sent to the Company at least three (03) working days before the opening date, including required shareholder identification details and the proposed contents.

6. If the convener refuses proposals under Clause 5, he/she must reply in writing at least two (02) working days before the opening date, stating reasons. Proposals may be refused only if:

- a) Not submitted in accordance with Clause 5;
- b) At the time of proposal, the shareholder(s) or group(s) do not hold at least 5% of ordinary shares as required in Clause 2 Article 12;
- c) The proposed matter is outside the General Meeting of Shareholders authority;
- d) Other cases as provided by law and this Charter.

7. The convener must accept and include valid proposals into the draft agenda unless excluded by Clause 6. Such proposals become official agenda items if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders.

1. A General Meeting of Shareholders meeting is validly conducted when attending shareholders represent more than 50% of total voting shares.

2. If the first meeting does not meet quorum, within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting. The second notice must be sent within thirty (30) days from the intended date of the first meeting. The reconvened second meeting is valid only if attending shareholders represent at least 33% of total voting shares.

3. If the second meeting still fails quorum, within thirty (30) minutes from the scheduled opening time of the second meeting, notice of a third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting is valid regardless of the number of attending shareholders and may decide all matters intended for the first meeting.

4. Only the General Meeting of Shareholders has the right to change an agenda already sent together with the meeting notice under Clause 3 Article 18.

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

1. Prior to opening, the Company shall register shareholders and continue registration until all attending voting shareholders have been registered, as follows:

a) Upon registration, each voting shareholder or authorized representative is issued a voting card stating registration number, full name and number of votes. The General Meeting of Shareholders discusses and votes agenda items with three options: in favor, against, or abstention. Vote-counting results are announced by the Chair before closing. The General Meeting of Shareholders elects vote counters/supervisors upon the Chair's proposal; the number of vote-counting members is decided by the General Meeting of Shareholders.

b) Shareholders or authorized representatives arriving after opening may register immediately and then participate and vote; the Chair is not obliged to pause the meeting and prior voting results remain valid.

2. Election of the Chairperson, Secretary and Vote-counting Committee:

a) The Chairperson of the Board of Directors presides or authorizes another Board member to preside over meetings convened by the Board. If the Chairperson is absent or unable to act, remaining Board members elect one among them by majority. If no presiding person is elected, the Head of the Supervisory Board conducts the election, and the person with the highest votes becomes Chairperson.



b) In other cases, the person signing the convocation chairs the election of the Chairperson, and the candidate with the highest votes presides.

c) The Chairperson appoints one or more secretaries.

d) The General Meeting of Shareholders elects vote counters upon the Chairperson's proposal.

3. The agenda and contents must be approved at the opening session, with clear time allocation for each agenda item.

4. The Chairperson may take necessary and reasonable measures to ensure orderly conduct in accordance with the approved agenda and the will of the majority, including.

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

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

c) Creating conditions for shareholders to attend (or continue attending) the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and to apply all necessary measures. The measures applied may include issuing entry cards or using other alternative selection forms.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted in the form of votes "in favor," "against," and "no opinion." The vote-counting results shall be announced by the meeting chairperson immediately before the meeting is closed.

6. A shareholder or an authorized representative arriving after the meeting has commenced may still register and shall have the right to participate in voting immediately after registration; in such case, the validity of matters already voted on shall not be affected.

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, deliberately disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The chairperson has the right to adjourn a General Meeting of Shareholders that has sufficient registered attendees for no more than three (03) working days from the intended opening date, and may only adjourn 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) Information and communication facilities at the venue do not ensure that attending shareholders can participate, discuss, and vote;

c) There are attendees obstructing or disrupting order, creating a risk that the meeting cannot be conducted fairly and lawfully.

9. If the chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson in conducting the meeting until its conclusion; all resolutions passed at that meeting shall remain valid and enforceable.

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

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

1. The General Meeting of Shareholders shall adopt resolutions within its competence by voting at the meeting or by collecting written opinions.

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

- a) Amendments and supplements to the contents of the Company's Charter;
- b) Development orientation of the Company (short-term and long-term development plans);
- c) Types of shares and total number of shares of each type;
- d) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- đ) Decisions on investment, sale of assets of the Company, or purchase transactions conducted by the Company with a value of 35% or more of the total asset value of the Company recorded in the latest audited financial statements;
- e) Decisions on capital contribution or purchase of shares of other enterprises with a total value of capital contribution or share purchase equal to or exceeding 35% of the total asset value of the Company recorded in the latest audited financial statements;
- g) Approval of the annual audited financial statements;
- h) Reorganization, dissolution, or bankruptcy of the Company.

3. Resolutions on the following matters shall be adopted when they receive at least 65% of the total votes of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders:

- a) Types of shares and total number of shares of each type;
- b) Change of business lines and fields of operation;
- c) Change of the organizational management and operation model of the Company as stipulated in Article 137 of the Law on Enterprises;
- d) Decisions on investment projects, purchase or sale transactions of assets of the Company or its branches, or purchase transactions conducted by the Company or its branches with a value of 35% or more of the total asset value of the Company and its branches recorded in the latest audited financial statements;
- đ) Decisions on capital contribution or purchase of shares of other enterprises with a total value of capital contribution or share purchase equal to or exceeding 35% of the total asset value of the Company recorded in the latest audited financial statements;
- e) Forms of reorganization, dissolution, or bankruptcy of the Company;
- g) Amendments and supplements to the contents of the Company's Charter.

4. Resolutions on other matters within the competence of the General Meeting of Shareholders (except those specified in Clauses 3, 5, and 7 of this Article) shall be



adopted when they receive more than 50% of the total votes of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders.

5. Voting for election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting as stipulated in Article 42 of this Charter.

6. Resolutions and decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date they are adopted, or be posted on the Company's website.

7. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of shareholders holding preference shares shall only be adopted if it is approved by shareholders holding at least 75% of the total preference shares of the same class present at the meeting, or by shareholders holding at least 75% of the total preference shares of that class in the case of adopting a resolution by written consultation.

8. Resolutions of the General Meeting of Shareholders adopted with 100% of the total voting shares shall be lawful and effective even if the procedures for adopting such resolutions are not carried out in accordance with regulations.

Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders

1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company (except for matters specified in Clause 2, Article 21 of this Charter which must be voted on at a General Meeting of Shareholders). A resolution adopted by written consultation shall be approved if it receives the affirmative votes of shareholders holding more than 50% of the total voting rights of all shareholders with voting rights.

2. The Board of Directors must prepare ballot forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. Ballot forms enclosed with the draft resolutions and explanatory documents must be sent by a method ensuring delivery to the permanent address of each shareholder. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting, and must be sent at least fifteen (15) days before the deadline for receipt of ballot forms. The requirements and method of sending ballot forms and accompanying documents shall comply with Clause 4, Article 18 of this Charter.

3. A ballot form must contain at least the following principal contents:

a) Name, head office address, enterprise code, date of issuance of the Enterprise Registration Certificate, and enterprise registration authority of the Company;

b) Purpose of the written consultation;

c) Full name, permanent address, nationality, citizen identity card number/ID card number/passport number or other lawful personal identification of an individual shareholder; name, enterprise code or establishment decision number, head office address of an organizational shareholder; or full name, permanent address, nationality, citizen identity card number/ID card number/passport number or other lawful personal identification of the authorized representative of an organizational shareholder; number of shares of each class and number of voting rights of the shareholder;

d) Matters for consultation to adopt resolutions;

d) Voting options including “in favor,” “against,” and “no opinion” for each matter;

e) Deadline for returning the answered ballot form to the Company;

g) Full name and signature of the Chairperson of the Board of Directors;

h) The answered ballot form must bear the signature of an individual shareholder, or of the authorized representative or legal representative of an organizational shareholder.

4. Shareholders may return the answered ballot forms to the Company by mail, fax, or email as follows:

a) By mail: the returned ballot form must be placed in a sealed envelope and no one may open it before vote counting.

b) By fax or email: the ballot form sent by fax or email must be kept confidential until vote counting.

c) Ballot forms returned after the specified deadline, or opened in the case of mail, or disclosed in the case of fax/email, are invalid. Ballot forms not returned are deemed as non-participation in voting.

5. The Board of Directors shall organize vote counting and prepare vote-counting minutes under the witness and supervision of the Supervisory Board or of shareholders who do not hold managerial positions in the Company. The vote-counting minutes must include at least the following principal contents:

a) Name, head office address, enterprise code, date of issuance of the Enterprise Registration Certificate, and enterprise registration authority;

b) Purpose and matters for consultation to adopt resolutions;

c) Number of shareholders and total voting rights participating, distinguishing valid and invalid votes and the method of returning votes, enclosed with an appendix listing participating shareholders;

d) Total votes in favor, against, and no opinion for each matter;

d) Matters adopted and corresponding approval ratios;

e) Full name and signature of the Chairperson of the Board of Directors, vote counters, and vote supervisors.

Members of the Board of Directors and vote counters/supervisors are jointly responsible for the truthfulness and accuracy of the minutes, and jointly liable for damages arising from resolutions adopted due to dishonest or inaccurate vote counting;

6. The vote-counting results minutes must be published on the Company's website, the State Securities Commission, and the Stock Exchange within 24 hours from the completion of vote counting.

7. Answered ballot forms, vote-counting minutes, full texts of adopted resolutions, and documents enclosed with ballot forms must be kept at the Company's head office.

8. Resolutions and decisions adopted by written consultation have the same validity as those adopted at a General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or stored in other electronic forms. Minutes must be made in Vietnamese and may also be made in a foreign language, containing at least the following principal contents:

- a) Name, head office address, enterprise code;
- b) Time and venue of the meeting;
- c) Agenda and contents of the meeting;
- d) Full names of the chairperson and secretary;
- d) Summary of meeting developments and opinions expressed on each agenda item;
- e) Number of shareholders and total voting rights attending, appendix of registered shareholders/representatives with number of shares and corresponding votes;
- g) Total votes for each matter, specifying voting method, valid votes, invalid votes, votes in favor, against and no opinion, and corresponding ratios;
- h) Matters adopted and corresponding approval ratios;
- i) Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign, the minutes are still valid if signed by all other attending Board members and containing all required contents, and must state the refusal.

2. Minutes must be completed and approved before the meeting ends. The chairperson and secretary or other signatories bear joint responsibility for truthfulness and accuracy.

3. Minutes in Vietnamese and in a foreign language have equal legal validity. If there is any discrepancy, the Vietnamese version prevails.

4. Resolutions, minutes, the appendix of registered shareholders, authorization documents, attachments (if any), and related documents enclosed with meeting notices must be disclosed in accordance with securities disclosure laws and kept at the Company's head office.

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

1. Within 90 days from receipt of a resolution or minutes of the General Meeting of Shareholders, or the vote-counting results minutes of written consultation, a Board member, Supervisor, General Director, shareholder or shareholder group as stipulated in Clause 2 Article 12 of this Charter has the right to request a Court or Arbitration to consider and annul a resolution or part thereof in the following cases::

- a) The procedures for convening the General Meeting of Shareholders seriously violate the Law on Enterprises and this Charter, except as provided in Clause 8 Article 21 of this Charter.

- b) The procedures for adopting resolutions and/or the resolution contents violate the law or this Charter.

2. If a resolution of the General Meeting of Shareholders is annulled by a Court or Arbitration decision, the convener of the annulled meeting may consider reconvening another General Meeting of Shareholders within fifteen (15) days following the procedures prescribed by the Law on Enterprises and this Charter.

CHAPTER VII BOARD OF DIRECTORS

Article 25. Nomination and candidature of members of the Board of Directors

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

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Working experience;
- d) Other managerial positions (including Board of Directors positions in other companies);
- d) Interests relating to the Company and the Company's related parties;
- e) Other information (if any) as provided in the Company's Charter;
- g) The public company must disclose information about the companies in which the candidate is holding positions as a Board member, other managerial positions and interests relating to such companies of the Board candidate (if any).

2. Introduction and nomination to the Board of Directors

Shareholders may aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of total voting shares may nominate one (01) candidate; from 20% to less than 50% may nominate up to two (02) candidates; from 50% to less than 65% may nominate up to three (03) candidates; from 65% or more may nominate the full number of candidates.

3. Where the number of Board candidates nominated and self-nominated is still insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nomination in accordance with the Company's Charter, the Internal Corporate Governance Regulations and the Board of Directors' Operating Regulations. The incumbent Board's introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect Board members in accordance with law.

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

Article 26. Number, composition and term of members of the Board of Directors

1. The number of members of the Company's Board of Directors is five (05) persons, elected and removed by the General Meeting of Shareholders.

2. The term of the Board of Directors is five (05) years. The term of each Board member shall not exceed five (05) years; Board members may be re-elected with an unlimited number of terms. An individual may be elected as an independent Board member of a company for no more than two (02) consecutive terms. Where an additional member is elected or a replacement member is elected during a term due to dismissal/removal, such member's term shall be the remaining duration of the Board's term. Board members are not necessarily shareholders of the Company.

3. The Board of Directors of the just-ended term shall continue to operate until the new Board is elected and takes over the work.

4. Composition of the Board of Directors:

- a) At least one third (1/3) of total Board members must be non-executive members.
- b) There must be at least one (01) independent Board member.
- c) The Board composition must ensure balance among members with knowledge and experience in law, finance and the Company's business lines, and take gender factors into consideration.

5. A Board member shall cease to be a Board member in the following cases:

- a) No longer meeting the qualifications to be a Board member under the Law on Enterprises or being prohibited by law from being a Board member;
- b) Submitting a written resignation to the Company's head office;
- c) Losing or having restricted civil act capacity;
- d) Being absent and not attending Board meetings continuously for six (06) months without the Board's permission and the Board has determined that the position is vacant, except in force majeure events;
- d) Being removed as a Board member by decision of the General Meeting of Shareholders;
- e) No longer being an authorized representative of an institutional shareholder by decision of that institution;
- g) Being an authorized representative of an institutional shareholder but such institution is no longer a shareholder of the Company;
- h) By decision of the General Meeting of Shareholders;
- i) Providing false personal information when submitting to the Company as a Board candidate;
- k) Other cases as provided by law.

6. The Board of Directors may appoint a new Board member to fill an unexpected vacancy in the Board, and such member must be approved at the immediately subsequent General Meeting of Shareholders. After approval by the General Meeting of Shareholders, the appointment of the new member shall be deemed effective from the date of appointment by the Board. The term of the new member is calculated from the effective appointment date until the end of the Board's term. If the new member is not approved by the General Meeting of Shareholders, all Board decisions made prior to the General Meeting of Shareholders with that replacement member participating in voting shall remain valid.

7. The appointment of Board members must be disclosed in accordance with laws on securities and the securities market.

Article 27. Powers and duties of the Board of Directors

1. Business operations and affairs of the Company shall be subject to the supervision or direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company, except those within the authority of the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising and directing the Director and other managers/executives in managing and operating the Company's daily business.

3. Rights and duties of the Board are prescribed by law, this Charter, internal regulations of the Company and decisions of the General Meeting of Shareholders. Specifically, the Board has the following powers and duties:

a) To determine operational objectives based on strategic objectives approved by the General Meeting of Shareholders;

b) To decide the Company's strategy, medium-term development plan and annual business plan;

c) To elect, dismiss or remove the Chairperson of the Board; to appoint, dismiss, remove, sign contracts with, terminate contracts with, reward, discipline, decide leave regimes, and decide salaries and other benefits for the Director and other managerial/executive positions based on the Company's management regulations and upon the Director's proposal; to decide appointment of representatives to exercise ownership rights over shares/capital contributions in other companies together with their remuneration and benefits. However, dismissal of managerial/executive positions must not contravene contractual rights of dismissed persons (if any).

d) To decide on capital contribution or purchase of shares in other enterprises where total value is under 35% of total assets recorded in the latest audited financial statements, upon proposal of the Director;

đ) To decide organizational structure and internal management regulations; to decide establishment of subsidiaries, branches and representative offices.

To propose reorganization, dissolution or bankruptcy of the Company, and propose internal corporate governance regulations to submit to the General Meeting of Shareholders for approval within its authority. To decide reorganization, dissolution, conversion of the Company, and internal corporate governance regulations after approval by the General Meeting of Shareholders.

e) To resolve complaints of the Company against managers/executives and decide on selection of Company representatives to handle legal procedures against such managers/executives;

g) To propose types of shares to be issued and total shares for each type; to decide offering of shares within the authorized offering amount of each type; to decide raising additional capital in other forms; to decide the schedule for raising charter capital; to decide repurchase of shares under Clause 1 and Clause 2 Article 133 of the Law on Enterprises.

h) To propose issuance of bonds, bonds convertible into shares, and warrants granting holders the right to purchase shares at a predetermined price; to decide offering price of bonds, shares and convertible securities when authorized by the General Meeting of Shareholders;



i) To propose annual dividend rate and determine interim dividend rate; to organize dividend payment; to decide the time limit and procedures for dividend payment or handling of losses arising in business operations;

k) To decide investment plans and investment projects within authority and limits under this Charter and the Law on Enterprises;

l) To decide solutions for market development, marketing and technology;

m) To approve contracts and transactions between the Company and persons specified in Clause 1 Article 167 of the Law on Enterprises with value less than 35% of total assets recorded in the latest audited financial statements, except those under General Meeting of Shareholders authority. The Company's contract signatory must notify Board members and the Supervisory Board of related persons of such contracts/transactions and attach the contract draft or main contents. The Board decides approval within fifteen (15) days from receipt of notice; Board members with related interests have no voting right.

n) To approve contracts for purchase, sale, borrowing, lending and other contracts with value equal to or greater than 35% of total assets recorded in the latest audited financial statements. This does not apply to contracts/transactions specified at Point s Clause 2 Article 15 of this Charter, and Clause 1 and Clause 3 Article 167 of the Law on Enterprises.

o) To decide investments or disposal of Company assets with value less than 35% of total assets recorded in the latest audited financial statements;

p) To decide borrowing/lending/sale of assets with value equal to or less than 10% of total assets recorded in the latest financial statements between the Company and any shareholder holding 51% or more of total voting shares or such shareholder's related persons;

q) To approve programs and materials for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or solicit opinions for the General Meeting of Shareholders to pass resolutions;

r) To submit the audited annual financial statements to the General Meeting of Shareholders;

s) To report to the General Meeting of Shareholders on the appointment of the Director by the Board;

t) To be provided with information and documents on financial status and business operations of the Company and its units (if any);

u) Other rights and duties as provided by law.

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

a) Establishment of branches or representative offices; establishment of subsidiaries (if any);

b) Within the scope of Clause 2 Article 153 of the Law on Enterprises and except for cases under Point d Clause 2 Article 138 and Clause 1 and Clause 3 Article 167 of the Law on Enterprises requiring General Meeting of Shareholders approval, the Board shall from time to time decide execution, amendment or cancellation of Company contracts;

c) Appointment and dismissal of persons authorized by the Company to act as commercial representatives and lawyers;

d) Borrowing and implementation of mortgages, securities, guarantees and indemnities of the Company;

d) Investments not included in the business plan and budget or exceeding plan value; or investments exceeding 10% of annual business plan and budget value;

e) Purchase or sale of shares/capital contributions of the Company mentioned in Point d Clause 3 herein in other companies;

g) Valuation of non-cash contributed assets related to issuance of shares/bonds, including gold, land use rights, intellectual property rights, technology and technological know-how;

h) Repurchase or recovery of no more than 10% of shares of each class, including repurchase/recovery price;

i) Business matters or transactions that the Board deems requiring approval by Board members within its authority;

k) To decide repurchase/recovery price or selling price of Company shares.

5. The Board must report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020.

6. The Board may authorize subordinate officials and managers/executives to represent and handle Company work, unless otherwise provided by law.

7. The Board adopts decisions by voting at meetings, written solicitation or other methods provided in the Board's operating regulations. Each Board member has one (01) vote.

8. In performing its functions and duties, the Board shall comply with law, this Charter and General Meeting of Shareholders decisions. If Board decisions contrary to law/Charter cause damage to the Company, members approving such decisions shall be jointly and severally personally liable and compensate the Company; dissenting members are exempted. In such case, shareholders may request the Court to suspend or annul such resolutions/decisions.

Article 28. Remuneration, salary and other benefits of Board members

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

2. Board members are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days necessary to complete Board duties and the daily remuneration rate. The Board estimates remuneration for each member on the unanimity principle. Total remuneration and bonuses of the Board are decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each Board member is included in business expenses under corporate income tax laws, shown as a separate item in the annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Board members holding executive positions, or Board members working in Board committees or performing tasks beyond normal Board duties, may receive additional remuneration in lump-sum payments per occasion, salary, commission, profit percentage or other forms as decided by the Board.

5. Board members are entitled to reimbursement of all travel, accommodation, meals and other reasonable expenses incurred in performing Board responsibilities, including expenses for attending General Meeting of Shareholders, Board or Board-committee meetings.

6. Board members may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. Such insurance does not cover liabilities relating to violations of law and the Company's Charter.

Article 29. Chairperson of the Board of Directors

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

2. The Chairperson may not concurrently act as the Director.

3. The Chairperson has the following rights and duties:

- a) To formulate the Board's programs and operation plans;
- b) To prepare agenda, contents and materials for meetings; to convene, preside over and chair Board meetings;
- c) To organize adoption of Board resolutions/decisions;
- d) To supervise implementation of Board resolutions/decisions;
- d) To chair the General Meeting of Shareholders;
- e) Other rights and duties as provided by the Law on Enterprises.

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

5. If the Chairperson is absent or unable to perform duties, he/she must authorize in writing another Board member to exercise the Chairperson's rights and duties. If there is no authorized person, or the Chairperson dies, goes missing, is detained, serving imprisonment, undergoing compulsory rehabilitation/education measures, absconds, loses/restricted civil capacity, has difficulties in cognition/behavior control, or is prohibited by Court from holding office/practice, the remaining members shall elect one among them as Chairperson by majority until a new Board decision is made.

Article 30. Meetings of the Board of Directors

1. Meeting to elect the Chairperson.

The Chairperson shall be elected at the first Board meeting within seven (07) working days from completion of the election of that Board. This meeting is convened and chaired by the member with the highest number or ratio of votes. If more than one member has the same highest number/ratio, members elect by majority one of them to convene the Board meeting.

2. Regular meeting.

The Board meets at least once every quarter.

3. Extraordinary meeting.

The Chairperson must convene an extraordinary Board meeting when necessary for the Company's interests and must not delay without valid reason, upon written request stating meeting purpose and matters to be discussed from any of the following:

- a) The Supervisory Board or an independent Board member;
- b) The Director or at least five (05) other executives;
- c) At least two (02) Board members;
- d) Other cases as provided in the Charter.

The request must be in writing stating purpose and matters within Board authority.

4. Meetings under Clause 3 must be convened by the Chairperson within seven (07) working days after receipt of the proposal. If the Chairperson refuses to convene, he/she is liable for damages to the Company; the requesting persons may convene the Board meeting themselves.

5. Upon request from the independent audit firm auditing the Company's financial statements, the Chairperson must convene a Board meeting to discuss the audit report and the Company's situation.

6. Meeting venue.

Board meetings are held at the Company's head office or another location in Viet Nam as decided by the Chairperson with Board consent.

7. Notice and agenda.

a) Board meeting notices must be sent to Board members and Supervisors at least five (05) working days before the meeting date, and may also be sent to the Director if not a Board member. Board members may refuse the notice in writing; such refusal may be changed/cancelled in writing. Notices must be in Vietnamese and clearly state agenda, time, venue, enclosed necessary materials and voting ballots of Board members.

b) Notices may be sent by post, fax, email or other means, but must ensure delivery to each registered address of Board members and Supervisors..

8. Minimum attendance.

a) First convening: meeting is held when at least three-quarters (3/4) of total Board members attend or via representatives if approved by majority of Board members.

b) If quorum not met, a second meeting must be convened within seven (07) days from the intended first meeting date; it is valid if more than one-half (1/2) of Board members attend.

c) If still not met, a third meeting is held on the next working day at the same time and place, and is valid regardless of attendance number.

9. Voting.

a) Except as provided at Point b, Clause 9 of this Article, each member of the Board of Directors or an authorized representative who is personally present at a meeting of the Board of Directors shall have one (01) vote;

b) A member of the Board of Directors may not vote on contracts, transactions, or proposals in which such member or a related person of such member has an interest, where that interest conflicts or may conflict with the interests of the Company. Such Board member shall not be counted toward the minimum quorum required to hold a meeting of the Board of Directors with respect to decisions on which that member has no voting right;

c) Pursuant to Point d, Clause 9 of this Article, where an issue arises at a meeting of the Board of Directors regarding the degree of interest of a Board member, or regarding the voting right of a Board member, and such issue is not resolved by the voluntary abstention of that Board member, the issue shall be referred to the meeting chairperson, and the chairperson's ruling applicable to all other Board members shall be final, except where the nature or scope of the related Board member's interest has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract referred to in Point a or Point b, Clause 5, Article 44 of this Charter shall be deemed to have a material interest in that contract;

d) Supervisors and the Company's General Director who are not members of the Board of Directors have the right to attend meetings of the Board of Directors and to discuss, but have no voting right.

10. Disclosure of interests.

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is proposed to be entered into with the Company, and knows that he/she has an interest therein, must disclose such interest at the first meeting of the Board of Directors that discusses and considers the execution of such contract or transaction. Where the Board member does not know that he/she or a related person has an interest at the time the contract or transaction is entered into with the Company, such Board member must disclose the related interests at the first meeting of the Board of Directors held after the member becomes aware that he/she has, or will have, an interest in the relevant contract or transaction.

11. Majority voting.

A decision of the Board of Directors shall be adopted if approved by a majority (more than 50%) of the attending Board members. Where the number of votes in favor and against is equal, the final decision shall belong to the side supported by the Chairperson of the Board of Directors.

12. Voting by absent members.

A member who does not attend a meeting in person has the right to vote by written ballot, electronic ballot, or other electronic form. A written ballot must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one hour before the opening time. Ballots shall only be opened in the presence of all attendees.

13. Online meetings or other forms.

Meetings of the Board of Directors may be held by online conference among Board members when all or some members are in different locations, provided that each participating member can:

- a) Hear every other participating Board member speaking at the meeting;
- b) Speak to all other participating members simultaneously. Discussion and exchange among members may be carried out directly by telephone or other means of communication (including use of such means at the time of adoption of this Charter or thereafter), or by a combination of such means. Under this Charter, a Board member participating in such a meeting shall be deemed "present" at that meeting. The meeting

venue for such form shall be the location where the largest group of Board members is gathered, or if there is no such group, the location where the meeting chairperson is present.

Decisions adopted in a properly convened and conducted online meeting shall take effect immediately upon the end of the meeting, but must be confirmed by the signatures in the minutes of all Board members attending that meeting.

14. Written resolutions.

Resolutions adopted by collecting written opinions shall be passed on the basis of affirmative opinions of a majority of Board members having voting rights. Such resolutions have the same effect and validity as resolutions adopted by Board members at a meeting duly convened and held in accordance with practice.

15. Minutes of Board meetings.

The Chairperson of the Board of Directors is responsible for sending the minutes of Board meetings to the members, and such minutes shall be regarded as conclusive evidence of the matters conducted at those meetings unless an objection to the contents is raised within ten (10) days from the date of dispatch. Board meeting minutes shall be prepared in Vietnamese and may be prepared in English, shall contain the principal contents as stipulated in Article 158 of the Law on Enterprises, and must bear the signatures of all attending Board members and the minute-taker. Board meetings may be audio-recorded or recorded and stored in other electronic forms.

16. Invitees attending as observers.

The Company's person in charge of corporate governance (Secretary), the Executive General Director, Supervisors, other executive officers (if not Board members), and experts from a third party may attend Board meetings upon invitation by the Board of Directors but have no voting right unless they themselves have voting rights as Board members.

Article 31. Committees of the Board of Directors.

1. The Board of Directors may establish subordinate committees in charge of development policy, personnel, remuneration, and internal control. Each committee shall have at least three (03) members, including Board members and external members as decided by the Board of Directors. Independent Board members/non-executive Board members shall constitute the majority in the committee, and one of these members shall be appointed as the committee chairperson by the Board of Directors. Committee operations must comply with the Board of Directors' regulations. A committee's resolution shall only be effective when approved by a majority of attending members at a committee meeting who are Board members.

2. The implementation of decisions of the Board of Directors or its committees must be consistent with current laws and with the Company's Charter, Internal Corporate Governance Regulations, and other internal rules.

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) person as the Person in Charge of Corporate Governance to support effective corporate governance activities. The Person in Charge of Corporate Governance concurrently serves as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises. The term of

the Person in Charge of Corporate Governance is decided by the Board of Directors, with a maximum of five (05) years.

2. The Person in Charge of Corporate Governance must satisfy the following standards:

- a) Having knowledge of the law;
- b) Not concurrently working for the independent auditing firm that is auditing the Company's financial statements;
- c) Being knowledgeable about the Company's business operations and internal governance; having the ability to synthesize information, being proficient in information technology and office equipment.
- d) Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal does not contravene current labor laws.

4. The Person in Charge of Corporate Governance has the following rights and obligations:

- a) Advising the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters relating to the Company and shareholders;
- b) Preparing 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) Advising on meeting procedures;
- d) Attending meetings;
- e) Advising on procedures for preparing Board resolutions in compliance with legal regulations;
- g) Providing financial information, copies of Board meeting minutes, and other information to Board members and Supervisors;
- h) Supervising and reporting to the Board of Directors and the Supervisory Board on the Company's information disclosure activities;
- i) Keeping information confidential in accordance with law and the Company's Charter;
- k) Being entitled to remuneration (allowances) under the Company's internal management regulations and/or as decided by the Board of Directors;
- l) Acting as the focal contact point with stakeholders;
- m) Other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER VIII

GENERAL DIRECTOR OF THE COMPANY

AND OTHER EXECUTIVE OFFICERS OF THE COMPANY

Article 33. Organizational structure of management

The Company shall establish and promulgate a management system ensuring that the management apparatus is accountable to the Board of Directors ("BOD") and is subject to the supervision and direction of the BOD in the Company's day-to-day business operations. The Company shall have a General Director, a number of Deputy General Directors, a Chief Accountant, and other executive titles appointed and dismissed by the BOD in accordance with the Company's Management Regulations. The appointment and dismissal of the above-mentioned titles must be made by a duly adopted BOD resolution. The General Director and Deputy General Directors of the Company may concurrently be members of the BOD.

Article 34. Executive officers of the Company

1. Upon the proposal of the General Director and with the approval of the BOD, the Company has the right to recruit and employ other executive officers in a number and with standards suitable to the Company's organizational structure and management mechanism as prescribed by the BOD. Executive officers of the Company must exercise the necessary diligence to ensure that the Company's activities and organization achieve the set objectives.

2. The salary, remuneration, benefits, and other policies for the Company's General Director shall be decided by the BOD

3. The salary, remuneration, benefits, and other terms in labor contracts for other executive officers shall be decided by the BOD on the basis of the General Director's proposal.

4. Salaries of the General Director and other executive officers of the Company shall be included in the Company's business expenses in accordance with the laws on corporate income tax, must be shown as a separate item in the Company's annual financial statements, and must be reported to the annual General Meeting of Shareholders.

Article 35. Appointment, dismissal, duties and powers of the General Director

1. Appointment.

The BOD shall appoint a member of the BOD or another person as the Company's General Director and shall enter into a contract specifying salary, remuneration, benefits, and other related terms. Information on the General Director's salary, remuneration, and other benefits must be reported at the annual General Meeting of Shareholders and stated in the Company's annual report.

2. Term of office.

The term of office of the General Director is five (05) years unless otherwise decided by the BOD and may be reappointed. The appointment may terminate in accordance with the provisions of the labor contract (if any).

3. Standards.

a) The Company's General Director must satisfy the standards under Article 64 of the Law on Enterprises and must not be a person prohibited by law from holding this

position, namely: minors; persons lacking capacity for civil acts; persons who have been sentenced to imprisonment or are serving a prison sentence; members of the armed forces; state officials and public employees; and persons who have been adjudged to have caused the bankruptcy of a company they previously managed.

b) Other standards as prescribed by law.

4. Powers and duties.

a) To implement resolutions and decisions of the BOD and the General Meeting of Shareholders; to organize the implementation of the Company's business plan and investment plan approved by the BOD and the General Meeting of Shareholders;

b) To decide all matters within his/her authority or matters not requiring a BOD resolution; on behalf of the Company, to enter into financial and commercial contracts and transactions within his/her authority or those contracts and transactions already approved by the BOD or the General Meeting of Shareholders in accordance with this Charter; and to organize and manage the Company's daily production and business activities in line with best management practices;

c) To propose that the BOD appoint, dismiss, remove, or enter into contracts with, terminate contracts with, reward, discipline, grant leave/benefits to, and decide the salaries of Deputy General Directors, the Chief Accountant, and other executive officers in accordance with the Company's Management Regulations; and to nominate or dismiss representatives in charge of managing the Company's contributed capital invested in other enterprises;

d) To decide the appointment, dismissal, removal, reward, discipline, salary grading, and leave/benefits of officers and employees of the Company who are not subject to BOD approval (for positions requiring BOD approval, decisions may be made only after reporting to and obtaining approval from the BOD);

đ) To consult the BOD in deciding the number of employees of the Company; to recruit labor, sign labor contracts, arrange and utilize employees, decide on salaries and allowances (if any), reward, discipline, grant leave/benefits or terminate employment in accordance with labor laws and the Company's regulations;

e) To propose that the BOD decide on the establishment, reorganization, or dissolution of subsidiaries, branches, and representative offices of the Company, and on capital contribution to or share purchase in other enterprises; to propose approval of the Company's internal management regulations. To propose reorganization, division, merger, consolidation, dissolution, or bankruptcy of the Company, and to propose Internal Corporate Governance Regulations, reporting to the BOD for submission to the General Meeting of Shareholders for approval within its authority;

g) To recommend plans for dividend payment or loss handling in business operations; to propose measures to improve the Company's operations and management;

h) To develop drafts of development strategy, short-term and medium-term development plans, annual business plans, investment projects, and internal management regulations for submission to the BOD;

i) To prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as "budgets") serving long-term, annual, and quarterly management in line with business plans. The annual budget (including the projected balance sheet, projected statement of business results, and projected cash flow statement)

for each financial year must be submitted for BOD approval and must include the information required under the Company's regulations;

k) No later than October 31 each year, the Executive General Director must submit to the BOD for approval a detailed business plan for the following financial year, meeting business requirements and consistent with the five-year financial plan;

l) To carry out all other activities in accordance with this Charter and the Company's regulations, BOD resolutions, the Executive General Director's labor contract, and the law;

m) To have the right to refuse to implement decisions of the Chairperson or any BOD member if such decisions are deemed contrary to law, this Charter, or resolutions of the General Meeting of Shareholders, and to immediately notify the Supervisory Board in writing;

n) To decide measures beyond his/her authority in emergency situations such as natural disasters, fires, force majeure incidents, and to take responsibility for such decisions, while promptly reporting to the BOD;

o) To perform the responsibilities of the Company's Legal Representative as provided in Article 13 of the Law on Enterprises.

5. Reporting to the BOD and shareholders.

The General Director is responsible to the BOD and the General Meeting of Shareholders for performing the assigned duties and powers, and must report to those bodies upon request.

6. Dismissal.

The BOD may dismiss the General Director when a majority (more than 50%) of attending BOD members having voting rights approve, and shall appoint a new General Director to replace him/her. A dismissed General Director has the right to object to such dismissal at the nearest subsequent General Meeting of Shareholders.

7. Resignation or loss of qualifications.

a) If wishing to resign, the General Director must submit a written resignation to the BOD. Within thirty (30) days from receipt, the BOD must consider and decide.

b) The General Director loses qualifications in case of death, insanity, loss of civil rights, or unauthorized abandonment of office for three (03) days or more. In such case, the BOD must temporarily appoint a replacement for no more than thirty (30) days and carry out procedures to appoint a new General Director.

8. Delegation/authorization.

a) The General Director may delegate or authorize Deputy General Directors or other persons to handle certain tasks on his/her behalf and shall bear legal responsibility for such delegation or authorization;

b) The authorized/delegated person must bear legal responsibility to the General Director and before the law for the tasks performed;

c) Any delegation/authorization related to the Company's seal must be made in writing and for a definite term.



Chương IX

SUPERVISORY BOARD

Article 36. Nomination and candidacy of members of the Supervisory Board (Supervisor)

1. If candidates have been identified in advance, information relating to such candidates must be included in the General Meeting of Shareholders (General Meeting of Shareholders) materials and published on the Company's website at least ten (10) days prior to the opening of the General Meeting of Shareholders to allow shareholders sufficient time to review before voting. Candidates for the Supervisory Board must provide a written undertaking confirming the truthfulness, accuracy, and reasonableness of the disclosed personal information and must commit to performing their duties honestly if elected. The information disclosed must include, at a minimum:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial titles (including membership of Boards of Directors of other companies);
- đ) Related interests with respect to the Company and its related parties;
- e) Other information (if any) as required under the Company's Charter;
- g) The Company must disclose information on companies in which the candidate currently holds the position of Supervisory Board Member, other managerial positions, and related interests (if any).

2. Introduction and nomination of Supervisory Board candidates

Shareholders may pool their voting rights to nominate candidates. A shareholder or group of shareholders holding: from 10% to under 20% of total voting shares may nominate one (01) candidate; from 20% to under 50% may nominate up to two (02) candidates; from 50% or more may nominate up to three (03) candidates.

3. If the number of candidates nominated and self-nominated is still insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Internal Corporate Governance Regulations. Such nomination procedures must be publicly disclosed and approved by the General Meeting of Shareholders prior to implementation.

Article 37. Number, Composition, and Term of Supervisory Board Members

1. The Supervisory Board shall consist of three (03) members elected and dismissed by the General Meeting of Shareholders. The term of the Supervisory Board is five (05) years, and Supervisory Board Members may be re-elected for an unlimited number of terms.

2. Supervisory Board Members must satisfy the standards and conditions under Article 169 of the Law on Enterprises, the Company's Charter, and must not fall into the following categories:

- a) Persons working in the Company's accounting or finance department;

b) Members or employees of an independent auditing firm that audited the Company's financial statements within the preceding three (03) consecutive years.

3. A Supervisory Board Member shall be dismissed or removed in the following cases:

a) The member is prohibited from acting as a Supervisory Board Member or no longer meets the standards and conditions under Article 169 of the Law on Enterprises;

b) The member submits a resignation letter to the Company's head office and it is accepted;

c) The member suffers from mental incapacity as professionally certified by the remaining Supervisory Board Members;

d) The member fails to perform his/her obligations, is absent from meetings for six (06) consecutive months without approval, and the Supervisory Board determines that the position is vacated, except for force majeure;

đ) Removed by the General Meeting of Shareholders for failing to fulfill duties or repeatedly violating obligations under the Law on Enterprises and this Charter;

e) No longer the authorized representative of an institutional shareholder;

g) The institutional shareholder he/she represents is no longer a shareholder of the Company;

h) Other cases as provided by law or this Charter.

4. A Supervisory Board Member may be replaced upon unexpected vacancy. The replacement must be approved at the next General Meeting of Shareholders. Upon approval, the replacement is effective from the date on which the Supervisory Board accepts the replacement. The term of the new Supervisory Board Member runs until the end of the existing Supervisory Board term. If not approved by the General Meeting of Shareholders, all Supervisory Board decisions made with the participation of such replacement member remain valid.

5. If the Supervisory Board seriously violates its obligations and risks causing damage to the Company, the Board of Directors shall convene a General Meeting of Shareholders to remove the incumbent Supervisory Board and elect a new one.

6. At the end of its term, the incumbent Supervisory Board shall continue to perform its rights and duties until the newly elected Supervisory Board assumes the role.

Article 38. Head of the Supervisory Board

1. Supervisory Board Members shall elect one member to serve as Head of the Supervisory Board by majority vote. The Head must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business operations.

2. The Head of the Supervisory Board has the following rights and responsibilities:

a) Convene and preside over Supervisory Board meetings;

b) Request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to Supervisory Board Members;

c) Prepare and sign Supervisory Board reports—after consultation with the Board of Directors—for submission to the General Meeting of Shareholders.

Article 39. Rights and Duties of the Supervisory Board

1. Rights and Duties of the Supervisory Board:

The Supervisory Board has the rights and responsibilities stipulated in Article 170 of the Law on Enterprises and this Charter, including but not limited to:

- a) Monitoring the Company's financial position, the legality of activities of the Board of Directors, the General Director, and other managers, and monitoring coordination between these bodies.
- b) Being accountable to the General Meeting of Shareholders for supervision activities and assigned duties;
- c) Reviewing the legality, honesty, and prudence in business management, accounting, statistics, and financial reporting;
- d) Appraising the completeness, legality, and truthfulness of the annual and semi-annual financial statements and business performance reports; reviewing related-party transactions falling within BOD/General Meeting of Shareholders approval authority and making recommendations;
- đ) Reviewing, assessing the effectiveness of internal control, internal audit, risk management, and early warning systems;
- e) Reviewing accounting books, documents, and management activities whenever necessary, or as requested by the General Meeting of Shareholders or shareholders/group of shareholders under Clause 2, Article 12;
- g) Conducting inspections within seven (07) working days upon request by eligible shareholders; reporting results within fifteen (15) days thereafter;
- h) Recommending organizational and management improvements to the BOD or General Meeting of Shareholders; preparing Supervisory Board Operating Regulations for submission to the General Meeting of Shareholders;
- i) Notifying the BOD within forty-eight (48) hours when detecting violations by BOD members, the General Director, or managers;
- k) Proposing that the General Meeting of Shareholders approve the list of approved audit firms; selecting or dismissing auditors when necessary;
- l) Reviewing independent auditors' management letters and management responses;
- m) Using independent advisors or the internal audit department to perform assigned duties;
- n) Consulting the BOD prior to finalizing reports and recommendations to the General Meeting of Shareholders;
- o) Attending BOD meetings to comment but not to vote;
- p) Reporting to the General Meeting of Shareholders as required under Article 290 of Decree 155/2020/ND-CP;
- q) Preparing and submitting Supervisory Board Operating Regulations to the General Meeting of Shareholders for approval;
- r) Performing other rights and duties as provided by the Law on Enterprises, this Charter, and resolutions of the General Meeting of Shareholders.

2. Right to access information:

a) Notices of meetings, written consultation forms, and accompanying documents for BOD members must be sent to Supervisory Board Members simultaneously and by the same method;

b) BOD members, the General Director, and other managers must fully and promptly provide information and documents requested by the Supervisory Board;

c) The Company Secretary must ensure that all financial information, BOD documents, minutes, and resolutions are simultaneously provided to the Supervisory Board;

d) Reports submitted by the General Director to the BOD and all Company-issued documents must be sent to Supervisory Board Members;

đ) Supervisory Board Members may access Company records and documents at the head office, branches, and other locations;

e) Reports related to financial results, business performance, and management assessment prepared for the General Meeting of Shareholders must be provided to the Supervisory Board for review at least 30 days prior to the annual General Meeting of Shareholders.

3. Obligations of Supervisory Board Members:

a) Comply fully with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing the rights and duties assigned;

b) Perform the assigned rights and duties honestly, prudently, and in the best manner so as to ensure the maximum lawful interests of the Company and its shareholders;

c) Remain loyal to the interests of the Company and its shareholders; not use information, know-how, or business opportunities of the Company, nor abuse one's position, title, or assets of the Company for personal gain or for the benefit of any other organization or individual;

d) If a violation of the obligations specified in Points a, b, and c of this Clause causes damage to the Company or to another person, the Supervisory Board Members must bear personal liability or joint liability to compensate for such damage.

Any income or other benefits that a Supervisory Board Member directly or indirectly obtains as a result of violating the obligation specified in Point c of this Clause shall belong to the Company.

đ) If a violation of obligations by any Supervisory Board Member is detected, the Board of Directors must give written notice to the Supervisory Board; require the violating person to cease the violation and take remedial measures.

Article 40. Meetings of the Supervisory Board

1. After consulting the Board of Directors, the Supervisory Board may promulgate regulations on its meetings and its operating procedures.

The Supervisory Board must meet at least two (02) times per year, and a meeting shall be conducted when at least two-thirds ($\frac{2}{3}$) of its members are present.



Minutes of the Supervisory Board's meetings must be prepared in a detailed and clear manner. The secretary (if any) and all Supervisory Board Members attending the meeting must sign the minutes. The minutes of the Supervisory Board's meetings must be kept to determine the responsibility of each Supervisory Board Member.

2. The Supervisory Board has the right to request members of the Board of Directors, the Director/General Director, and representatives of the independent auditing firm to attend meetings and answer issues of concern to Supervisory Board Members.

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

The salaries, remuneration, bonuses, and other benefits of Supervisory Board Members shall be implemented as follows:

1. Supervisory Board Members shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders.

The General Meeting of Shareholders shall decide the total annual salaries, remuneration, bonuses, other benefits, and operating budget of the Supervisory Board.

2. Supervisory Board Members shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services.

The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

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

CHAPTER X

ELECTION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

Article 42. Election of the Board of Directors and the Supervisory Board

1. Ordinary shareholders who voluntarily form a group that meets the conditions for nominating candidates to the Board of Directors (BOD) and the Supervisory Board must notify the shareholders attending the General Meeting of Shareholders of the group formation no later than at the opening of the meeting. The Company shall inform the shareholders attending the General Meeting of Shareholders of such notification during the meeting.

2. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter have the right to nominate one or more persons as candidates to the Board of Directors and the Supervisory Board, in accordance with Clause 2, Article 25 and Clause 2, Article 36 of this Charter, respectively.

If the number of candidates nominated by the shareholders or group of shareholders is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

3. The election of members of the Board of Directors and the Supervisory Board

must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares they own or represent, multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. A shareholder has the right to cast all or part of their total votes for one or several candidates.

4. Candidates elected as members of the Board of Directors or Supervisory Board are determined based on the number of votes received, counted from highest to lowest, starting from the candidate with the highest number of votes until the required number of members specified in this Charter is reached. If two or more candidates receive the same number of votes for the final seat of the Board of Directors or Supervisory Board, a rerun election shall be conducted among the candidates with the tied votes, or the selection shall be made based on criteria specified in the election regulations.

5. If the first round of voting does not elect sufficient members of the Board of Directors and the Supervisory Board as required, a second round shall be conducted among the remaining nominated candidates from the first round. If the second round still does not result in a sufficient number of members, the General Meeting of Shareholders shall decide whether to continue voting. If the General Meeting of Shareholders cannot reach a decision, the chairperson of the meeting shall make the decision.

CHAPTER XI

LIABILITY OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD, THE GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 43. Duty of Care of Members of the Board of Directors, Supervisory Board, the General Director and Other Executive Officers

Members of the Board of Directors, Supervisors, the General Director, and other executive officers entrusted with responsibilities shall perform their duties, including duties as members of committees of the Board of Directors, honestly, and in a manner they believe to be in the best interests of the Company, and with the level of care that a prudent person would exercise when holding a similar position and under similar circumstances.

Article 44. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director, and other executive officers must disclose their related interests in accordance with Article 164 of the Law on Enterprises and other applicable laws.

2. Members of the Board of Directors, Supervisors, the General Director, and other executive officers shall not use business opportunities that may bring benefits to the Company for personal purposes, nor may they use information obtained through their positions for personal gain or for the benefit of any other organization or individual.

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 any transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such persons themselves or their related persons, in accordance with the law. For transactions that require approval by the General Meeting of

Shareholders or the Board of Directors, the Company must disclose information on the relevant resolutions in accordance with securities laws on information disclosure.

Members of the Board of Directors shall not vote on any transaction that confers a benefit on such member or on a related person of such member, in accordance with the Law on Enterprises and the Company's Charter.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company is not permitted to provide loans, guarantees, or credit to members of the Board of Directors, Supervisors, the General Director, other executive officers, or persons related to these members, or to any legal entity in which such persons have financial interests, except in cases where the public company and such related organizations belong to the same Group or operate under a group structure, including parent company – subsidiary arrangements, economic groups, or where otherwise provided under specialized legislation.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other executive officers, or individuals or organizations related to them, or between the Company and any company, partner, association, or organization in which such members or their related persons are members or have related financial interests, shall not be invalidated in the following cases:

a) For contracts valued at less than 20% of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction and all relevant relationships and interests of the members of the Board of Directors, Supervisory Board, the General Director, or other executive officers have been reported to the Board of Directors; and the Board of Directors has approved the contract or transaction honestly by a majority vote of the Board members who have no related interests; or

b) For contracts valued at 20% or more of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction and all relevant relationships and interests of members of the Board of Directors, Supervisory Board, the General Director, or other executive officers have been disclosed to the non-related shareholders entitled to vote on the matter, and such shareholders have approved the contract or transaction;

c) The contract or transaction has been evaluated by an independent consulting organization as fair and reasonable in all aspects to the Company's shareholders at the time the Board of Directors or the General Meeting of Shareholders approved or ratified the contract or transaction.

Members of the Board of Directors, Supervisors, the General Director, other executive officers, and individuals or organizations related to them shall not use undisclosed information of the Company or disclose it to others for the purpose of conducting related transactions.

Article 45. Liability for Damages and Indemnification

1. Liability for Damages.

Members of the Board of Directors, Supervisors, the General Director, and other executive officers who breach their duties of honesty and prudence, or who fail to perform their obligations with due care and professional competence, shall be liable for any damages arising from their violations.

2. Indemnification.

The Company shall indemnify any person who is, was, or is at risk of becoming a party to any complaint, lawsuit, or prosecution (including civil, administrative cases, but excluding cases initiated by the Company) if such person is or was a member of the Board of Directors, an executive officer, an employee, or a representative authorized by the Company; or if such person is or was acting at the request of the Company as a member of the Board of Directors, an executive officer, an employee, or an authorized representative of the Company, provided that the person acted honestly, prudently, diligently, for the benefit of or not contrary to the interests of the Company, complied with the law, and there is no evidence showing that the person violated their obligations.

In performing duties or exercising authority on behalf of the Company, members of the Board of Directors, Supervisors, other executive officers, employees, or authorized representatives shall be indemnified by the Company when they become a party to complaints, lawsuits, or prosecutions (excluding lawsuits initiated by the Company) in the following circumstances:

- a) They acted honestly, prudently, and diligently for the benefit of and not contrary to the interests of the Company;
- b) They complied with the law and there is no evidence demonstrating that they failed to fulfill their obligations.

3. Indemnifiable expenses include incurred costs (including legal fees), judgments, fines, and actual or reasonably anticipated payments arising in connection with resolving such matters within the limits of the law. The Company may purchase insurance for such persons to protect them from the indemnity obligations stated above.

CHAPTER XII

RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 46. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:

- a) Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request correction of any inaccurate information relating to themselves; review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- b) A shareholder or group of shareholders holding 5% or more of the total number of ordinary shares shall have the right to review, inspect, and extract the minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, except those related to the Company's trade secrets or business secret.

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

3. Members of the Board of Directors, members of the Supervisory Board, the

General Director, and other executive officers shall have the right to inspect the Company's shareholder register, list of shareholders, books, and other records for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must maintain the Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing asset ownership, 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 prescribed by law, at the Company's head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of such documents.

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

CHAPTER XIII

EMPLOYEES, TRADE UNION, AND SOCIO-POLITICAL ORGANIZATIONS IN THE COMPANY

Article 47. Employees, Trade Union, and Socio-Political Organizations

1. The General Director must prepare plans for submission to the Board of Directors for approval regarding matters relating to the recruitment, dismissal, salaries, social insurance, welfare, commendation, and disciplinary actions applicable to employees and executive officers of the Company, as well as other matters in accordance with the law.

2. The Communist Party of Vietnam organization within the Company shall operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the Charter of the Communist Party of Vietnam.

3. The trade union and other socio-political organizations within the Company shall operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the charters of such organizations.

4. The Company is obligated to respect and must not obstruct or create difficulties in the establishment of political or socio-political organizations within the Company; must not obstruct or create difficulties for employees participating in the activities of such organizations; and must create conditions for these organizations to operate in accordance with their functions, duties, and charters.

CHAPTER XIV

PROFIT DISTRIBUTION

Article 48. Profit Distribution

1. The Company's profit before tax, after offsetting prior-year losses (if any) in accordance with the Law on Corporate Income Tax, appropriating the Science and Technology Development Fund (if any) as prescribed, paying corporate income tax, and fulfilling other financial obligations as required by law, shall be used as follows:

- a) Payment of dividends;
- b) Appropriation of funds in accordance with current legal regulations.

2. The annual dividend rate, form of dividend payment from retained earnings, and the ratio of appropriations to funds shall be decided by the General Meeting of Shareholders based on the proposal of the Board of Directors.

Article 49. Dividends

1. In accordance with the resolution of the General Meeting of Shareholders and applicable laws, dividends shall be declared and paid from the Company's retained earnings, but shall not exceed the level proposed by the Board of Directors and approved by the General Meeting of Shareholders.

2. The Board of Directors may decide to make an interim dividend payment if it deems such payment appropriate considering the Company's profitability.

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

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part in shares, and the Board of Directors shall implement such resolution. The Company may pay dividends in shares, and the order and procedures for paying stock dividends shall comply with the Law on Enterprises and relevant legal regulations.

5. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese dong or via bank transfer based on the banking information provided by the shareholder. If the Company makes a transfer according to the exact banking details provided and the shareholder does not receive the funds, the Company shall not be liable for the transferred amount. Payment of dividends for listed/registered shares on the Stock Exchange may be conducted via securities companies or the Vietnam Securities Depository.

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

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

CHAPTER XV BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 50. Bank Accounts

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

2. With prior approval from the competent authority, the Company may, when necessary, open bank accounts overseas in accordance with applicable laws.

3. The Company shall carry out all payments and accounting transactions through its Vietnamese dong or foreign currency bank accounts opened at the banks where the Company maintains its accounts.

Article 51. Fiscal Year

The Company's fiscal year begins on the first day of January and ends on the thirty-first day of December of the same year. The first fiscal year commences on the issuance date of the Enterprise Registration Certificate and ends on the thirty-first day of December of that year if the period is more than 90 days; if less than 90 days, such period shall be added to the following fiscal year.

Article 52. Accounting Regime

1. The accounting regime applied by the Company shall be the Vietnamese Accounting Standards (VAS) and the enterprise accounting regime in compliance with Vietnamese law.

2. The Company shall prepare its accounting books in the Vietnamese language. The Company shall maintain accounting records in accordance with the types of business activities in which it engages. Such records must be accurate, updated, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The Company shall use Vietnamese dong (or a freely convertible foreign currency in cases approved by competent state authorities) as the monetary unit for accounting purposes.

CHAPTER XVI

FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE OBLIGATIONS

Article 53. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements in accordance with the law, and such financial statements must be audited as prescribed in Article 56 of this Charter. Within 90 days from the end of each fiscal year, the Company must submit its annual financial statements to the competent tax authority, the State Securities Commission, the Stock Exchange, the business registration authority, and the Vietnam National Coal and Mineral Industries Holding Corporation Limited (VINACOMIN).

2. The annual financial statements must include the income statement reflecting truthfully and objectively the Company's profit and loss position during the fiscal year, the balance sheet reflecting truthfully and objectively the Company's financial position as at the reporting date, the cash flow statement, and the notes to the financial statements. In the case where the Company is a parent company, in addition to the annual financial statements, the Company must prepare consolidated balance sheets reflecting the financial situation of the Company and its subsidiaries at the end of each fiscal year.

3. The Company must prepare and disclose the reviewed semi-annual financial statements and the quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange, and submit them to the relevant tax authorities and the business registration authority in accordance with the Law on Enterprises and regulations of the Vietnam National Coal and Mineral Industries Holding Corporation Limited.

4. The audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements must be

disclosed on the Company's website.

5. All organizations and individuals concerned have the right to copy the audited annual financial statements, semi-annual and quarterly reports during the Company's working hours at the Company's head office and must pay a reasonable copying fee.

Article 54. Annual Report

The Company must prepare and disclose its annual report in accordance with the provisions of securities and securities market laws and the regulations of the Vietnam National Coal and Mineral Industries Holding Corporation Limited.

Article 55. Disclosure of Information

The Company must prepare and publicly disclose information in accordance with Article 176 of the Law on Enterprises and other relevant legal provisions.

CHAPTER XVII COMPANY AUDIT

Article 56. Audit

1. At the Annual General Meeting of Shareholders, an independent auditing firm approved in accordance with the law shall be appointed, or a list of approved independent auditing firms shall be adopted and the Board of Directors shall be authorized to select one of these firms to perform the audit of the Company for the following fiscal year based on the terms and conditions agreed with the Board of Directors. The Company must prepare and send its annual financial statements to the independent auditing firm after the end of the fiscal year.

2. The independent auditing firm shall examine, verify, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare the audit report, and submit such report to the Board of Directors in accordance with the law.

3. A copy of the Audit Report must be attached to each annual accounting report of the Company.

4. The auditor conducting the audit of the Company shall be entitled to attend all meetings of the General Meeting of Shareholders and shall have the right to receive notices and other information relating to the General Meeting of Shareholders that all shareholders are entitled to receive, and to express opinions at the General Meeting on matters related to the audit.

CHAPTER XVIII COMPANY SEAL

Article 57. Company Seal

1. The Company's seal includes a seal made at an authorized seal engraving facility or a seal in the form of a digital signature in accordance with the laws on electronic transactions.

2. The Board of Directors shall decide the type, quantity, form, and content of the

Company's seal, and of the seals of its branches and representative offices (if any).

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

CHAPTER XIX

DISSOLUTION OF THE COMPANY

Article 58. Dissolution of the Company

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

- a) As resolved or decided by 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 prescribed by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to, or approved by (if such approval is required), the competent authorities in accordance with the law.

Article 59. Liquidation

1. At least six (06) months prior to the expiration of the Company's operational term or after a decision on the Company's dissolution, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) of these members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from among the independent auditing firms approved under the law. The Liquidation Committee shall prepare its own operating regulations. The members of the Liquidation Committee may be selected from among the Company's employees or from independent experts. All expenses related to the liquidation shall be paid by the Company with priority over all other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority on the date of its establishment and the date it commences operations. From such date, the Liquidation Committee shall act on behalf of the Company in all matters related to the liquidation of the Company before courts and administrative authorities.

3. Proceeds from the liquidation shall be used for payment in the following order:

- a) Liquidation expenses;
- b) Salaries and insurance costs for employees;
- c) Taxes and tax-related obligations payable by the Company to the State;
- d) Loans (if any);

d) Other debts of the Company;

e) The remaining balance after payment of all debts from items (a) to (d) above shall be distributed to the shareholders. Preferred shares shall be given priority in payment.

CHAPTER XX

INTERNAL DISPUTE RESOLUTION

Article 60. Internal Dispute Resolution

1. In the event of any dispute or claim relating to the operations of the Company or the rights of shareholders arising from this Charter or any rights or obligations prescribed by the Law on Enterprises, other laws or administrative regulations, between:

a) Shareholders and the Company; or

b) Shareholders and the Board of Directors, the Supervisory Board, the Director of the Company or other executive officers;

the relevant parties shall attempt to resolve such dispute through negotiation and conciliation. Unless the dispute concerns the Board of Directors or the Chair of the Board of Directors, the Chair shall preside over the dispute resolution and shall request each party to present relevant facts concerning the dispute within fifteen (15) working days from the date the dispute arises. If the dispute concerns the Board of Directors or the Chair of the Board of Directors, any party may request the Supervisory Board or a competent professional authority to appoint an independent expert to act as an arbitrator in the dispute resolution process.

2. If no conciliation decision is reached within six (06) weeks from the start of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to commercial arbitration or the court.

3. Each party shall bear its own expenses relating to the negotiation and conciliation process. Court costs shall be settled in accordance with the court's judgment.

CHAPTER XXI

IMPLEMENTING PROVISIONS

Article 61. Amendments and Supplements to the Charter

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

2. If any legal provisions relating to the operations of the Company are not addressed in this Charter, or if any new legal provisions differ from those in this Charter, such legal provisions shall automatically apply and govern the operations of the Company.

Article 62. Effectiveness

1. This Charter, consisting of 21 Chapters and 62 Articles, was unanimously approved by the General Meeting of Shareholders of Ha Tu Coal Joint Stock Company – Vinacomin on **November 28, 2025**, at the Company's Office, Group 6, Ha Tu 3 Residential Area, Ha Tu Ward, Quang Ninh Province, and the full text of this Charter was simultaneously approved.

2. This Charter is made into 10 copies, all having equal legal validity, and shall be kept at the Company's head office.

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

4. Copies or extracts of the Company's Charter must bear the signature of the Chair of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors to be valid./

**Signature of the Legal Representative of
Ha Tu Coal Joint Stock Company – Vinacomin
DIRECTOR**



Tran Quoc Tuan



