

No: 11/SĐ5-TCKT
Ref: Amendment and supplement of the
Company's Charter

Hanoi, April 22, 2026

DISCLOSURE OF INFORMATION

To: - The State Securities Commission;
- The Hanoi Stock Exchange

- Company name: **Song Da 5 Joint Stock Company**
- Stock symbol: **SD5**
- Address: 5th Floor - Tower B - HH4 Building, Song Da My Dinh Urban Zone – Tu Liem Ward - Hanoi
- Tel: 0243.22255586 Fax: 0243.22255558
- Disclosing Representative: **Nguyen Trong Thuy**
- Position: **Chief Accountant**
- Content of disclosed information: Based on Resolution No. 01/2026/NQ-SĐ5-ĐHĐCĐ of the 2026 Annual General Meeting of Shareholders dated April 22, 2026, Song Da 5 Joint Stock Company amends the content of its Charter for the 14th time.
- This information is also published on the Company's website at the following link: <https://songda5.com.vn/vi/relations/dai-hoi-dong-co-dong-c7>.

We hereby commit that the information published is true and in accordance with the provisions of the Law.

Best regards,

Recipient:

- As to;
- Archived Admin & HR Dept,
Accounting & Financial Dept.

INFORMATION DISCLOSURE



PERSON
**TUQ. TỔNG GIÁM ĐỐC
KẾ TOÁN TRƯỞNG**

Nguyễn Trọng Thủy

**COMPANY'S CHARTER OF
SONG DA 5 JOINT STOCK COMPANY**

(Amended and supplemented for the 14th time, April 22, 2026)

TABLE OF CONTENTS

INTRODUCTION

I. DEFINITION OF TERMS IN THE CHARTER

Article 1: Explanation of terms

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

Article 2: Name, form, registered office, branches, representative offices, business locations, and duration of operation of the Company.

Article 3: Legal representative of the Company

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

Article 4. Objectives of the Company

Article 5. Scope of Business and Activities of the Company

IV. CHARTERED CAPITAL, SHARES, FOUNDING SHAREHOLDER

Article 6. Chartered capital, shares, founding shareholder

Article 7. Share certificate

Article 8. Other securities certificates

Article 9. Shares transfer

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 10. Organizational structure, management and control

VI. SHAREHOLDER AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Right of shareholders

Article 12. Obligations of Shareholders

Article 13. General meeting of shareholders

Article 14. Rights and obligations of the General meeting of shareholders

Article 15. Authorization to attend the General Meeting of Shareholders

Article 16. Changes of rights

Article 17. Meeting convening, meeting agenda, and notice of invitation to the General Meeting of Shareholders.

Article 18. Conditions for conducting the General Meeting of Shareholders

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

Article 20. Conditions for the adoption of a Resolution of the General Meeting of Shareholders

Article 21. Authority and procedures for obtaining shareholder opinions in writing to adopt a Resolution of the General Meeting of Shareholders

Article 22. Resolutions and Minutes of the General Meeting of Shareholders

Article 23. Request for annulment of a Resolution of the General Meeting of Shareholders

VII. BOARD OF DIRECTORS

Article 24. Nomination and Election for Members of the Board of Directors

Article 25. Composition and Term of Office of Members of the Board of Directors

Article 26. Rights and Obligations of the Board of Directors

Article 27. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

Article 28. Chairman of the Board of Directors

Article 29. Meetings of the Board of Directors

Article 30. Committees under the Board of Directors

Article 31. Person in Charge of Corporate Governance

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES OFFICERS

Article 32. Organization of the Management Structure

Article 33. Executive Officers of the Company

Article 34. Appointment, Dismissal, Duties and Powers of the General Director

IX. BOARD OF SUPERVISORS

Article 35. Nomination and Election for Members of the Board of Supervisors (Supervisors)

Article 36. Composition of the Board of Supervisors

Article 37. Head of the Board of Supervisors

Article 38. Rights and Obligations of the Board of Supervisors

Article 39. Meetings of the Board of Supervisors

Article 40. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Board of Supervisors

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

Article 41. Responsibility for honesty and avoiding conflicts of interest

Article 42. Responsibility for damages and compensation

XI. RIGHT TO ACCESS COMPANY RECORDS AND ACCOUNTS

Article 43. Right to access records and Records

XII. EMPLOYEES AND TRADE UNIONS

Article 44. Employees and trade unions

XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 46. Bank Accounts

Article 47. Fiscal Year

Article 48. Accounting System

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 49. Annual, Semi-Annual and Quarterly Financial Statements

Article 50. Annual Reports

XVI. COMPANY AUDIT

Article 51. Auditing

XVII. COMPANY SEAL

Article 52. Company Seal

XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

Article 54. Liquidation

XIX. INTERNAL DISPUTE RESOLUTION

Article 55. Internal Dispute Resolution

XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER

Article 56. Company Charter

XXI. EFFECTIVE DATE

Article 57. Effective Date

INTRODUCTION

This charter was adopted pursuant to Resolution No. 01/2026/NQ-SĐ5-DHĐCĐ of the General Meeting of Shareholders dated April 22, 2026.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Explanation of terms

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

- a. *Company* is Song Da 5 Joint Stock Company;
- b. *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and as stipulated in Article 6 of this Charter;
- c. *Voting capital* is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- d. *Enterprise Law* is Enterprise Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- e. *Securities Law* is Securities Law No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- f. *Vietnam* is the Socialist Republic of Vietnam;
- g. *Establishment date* is the date the Company is first granted its Business Registration Certificate (Business Registration Certificate and equivalent documents);
- h. *Business executives* are the General Director, Deputy General Director, and Chief Accountant;
- i. *Business managers* are those who manage the company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant;
- j. *Related parties* are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;
- k. *Shareholders* are individuals and organizations owning at least one share of a joint-stock company;
 - l. *Founding shareholders* are shareholders owning at least one common share and signing the list of founding shareholders of a joint-stock company;
 - m. *Major shareholders* are shareholders as defined in Clause 18, Article 4 of the Securities Law;
 - n. *Operating period* is the period of operation of the Company as stipulated in Article 2 of these Charters;

o. *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more other regulations or documents shall include their amendments, supplements, or replacements.

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

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

Article 2: Name, form, registered office, branches, representative offices, business locations, and duration of operation of the Company

1. Company Name

- Company name in Vietnamese: CÔNG TY CỔ PHẦN SÔNG ĐÀ 5
- Company name in English: SONG DA 5 JOINT STOCKS COMPANY
- Trade name: SONG DA 5
- Abbreviated company name: Sông Đà 5

2. The Company is a joint stock company with legal status in accordance with current Vietnamese law

3. Company's Registered Office:

- Head office address: 5th Floor, Tower B, HH4 Building, Song Da My Dinh Urban Area, Tu Liem Ward, Hanoi City, Vietnam
- Phone: 024 222 555 86
- Fax: 024 222 555 58
- Email: tchc@songda5.com.vn
- Website: songda5.com.vn

4. The company may establish branches and representative offices in its business area to carry out its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless it ceases operations as stipulated in Clause 2 of Article 53, the company's operating period is indefinite from the date of establishment.

Article 3. Legal Representative of the Company

1. The General Director of the Company is the legal representative.

2. Powers and obligations of the legal representative:

a. To perform assigned rights and obligations honestly, carefully, and to the best of his ability to ensure the legitimate interests of the Enterprise;

b. To be loyal to the interests of the Company; not to use the Company's information, know-how, or business opportunities; not to abuse their position or

title; and not to use the Company's assets for personal gain or to serve the interests of other organizations or individuals;

c. To promptly, fully, and accurately inform the Company about their representatives and related parties owning or holding controlling shares or capital contributions in other Companies;

d. Other rights and obligations as prescribed by law.

3. The legal representative of the Company shall be personally liable for damages to the Company resulting from violations of the obligations stipulated in Clause 2 of this Article.

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

Article 4. Objectives of the Company

1. The Company's business lines and activities.:

No.	Business line	Code
1	Other specialized construction activities Detail: - Construction treatment using grouting and injection methods; - Construction work using drilling and blasting methods	4390
2	Non-specialized wholesale trade Detail: Trading in building materials, construction supplies, concrete components, metal components, vehicle spare parts, construction machineries and spare parts	4690
3	Construction of residential buildings	4101 (main)
4	Other business support service activities n.e.c. Detail: Import and export of goods traded by the Company	8299
5	Real estate activities with own or leased property Detail: Real estate business operations	6810
6	Construction of non-residential buildings	4102
7	Production of electricity from non-renewable energy sources	3511
8	Production of electricity from renewable energy sources	3512

No.	Business line	Code
9	Transmission and distribution of electricity	3513
10	Urban and suburban passenger land transport (except transport by bus).	4931
11	Architectural and engineering activities and related technical consultancy Construction planning design Architectural design Interior and exterior design Landscape design Structural design Electrical and Mechanical (M&E) design Water supply and drainage design Ventilation, Heating and Cooling (HVAC) design Communication network design for construction works Firefighting and prevention (FFP) design Construction Supervision: Supervision of civil works and finishing; Supervision of equipment installation; Supervision of technological equipment installation Topographic survey Geological and hydrogeological survey Construction investment project management Construction design verification	7110
12	Construction of other civil engineering projects Detail: Construction of industrial facilities	4299
13	Other passenger land transport Detail: Passenger transport by vehicles on fixed routes; Passenger transport under contract.	4932
14	Construction of roads Detail: Construction of road projects	4212

No.	Business line	Code
15	Road freight transport Detail: Freight transport services by motor vehicles	4933
16	Warehousing and storage	5210
17	Cargo handling	5224
18	Service activities incidental to land transportation Detail: - Activities related to the road transport of passengers, animals, or freight; - Operation of bus/truck terminals, parking lots, and cargo handling points; - Management and operation of roads, bridges, tunnels, car parks or garages, and bicycle/motorcycle parking areas; - Road towing and emergency breakdown services	5225
19	Other transportation support activities Detail: - Planning, organizing, and supporting transport operations, warehousing, and goods distribution; - Airline ticket agency activities; - Freight forwarding services; - Customs clearance agency activities.	5229
20	Renting and leasing of motor vehicles	7710
21	Construction of railway infrastructures	4211
22	Construction of utility projects for electricity	4221
23	Construction of water supply and drainage systems	4222
24	Construction of other utility projects	4229
25	Construction of Water Projects	4291
26	Construction of mining facilities	4292
27	Construction of processing and manufacturing facilities	4293

No.	Business line	Code
28	Demolition	4311
29	Site preparation (excluding blasting)	4312
30	Building completion and finishing	4330
31	Quarrying of stone, sand, and clay	0810
32	Machining; treatment and coating of metals	2592
33	Repair and maintenance of electrical equipment	3314
34	Electrical installation	4321
35	Installation of plumbing, Heating, Ventilation, and Air-Conditioning (HVAC) systems	4322
36	Construction of telecommunications and communication projects	4223
37	Other construction installation	4329
38	Wholesale of other machinery, equipment and spare parts Detail: - Wholesale of mining, construction, and civil engineering machinery, equipment, and parts; - Wholesale of electrical machinery, equipment, and materials (generators, electric motors, electrical wires, and other equipment used in electrical circuits.)	4659
39	Wholesale of other construction materials and equipment	4763
40	Business and other management consultancy activities	7020
41	Technical testing and analysis	7120

2. Company's operational objectives:

a. To conduct profitable business, preserve and grow investment capital in the Company and other businesses; to maximize profits, develop production and business activities, bring benefits to shareholders, contribute to the state budget through taxes from production and business activities, and at the same time create jobs and generate income for employees;

b. To maximize the overall operational efficiency of the company;

c. To diversify business sectors, expand domestic and international markets, and enhance the Company's competitiveness in order to build and develop a company with strong economic potential.

Article 5. Scope of Business and Activities of the Company

The Company is permitted to conduct business activities in the registered business lines specified in this Charter, and to notify changes to the registration details to the business registration authority and publish them on the National Business Registration Portal.

IV. CHARTERED CAPITAL, SHARES, FOUNDING SHAREHOLDER

Article 6. Chartered capital, shares, founding shareholder

1. The Company's chartered capital:
 - a. The Company's charter capital is: VND 259,998,480,000 (*Two hundred fifty-nine billion nine hundred ninety-eight million four hundred eighty thousand dong*);
 - b. The total charter capital of the Company is divided into 25,999,848 (*Twenty-five million nine hundred ninety-nine thousand eight hundred forty-eight*) shares, each share with a par value of 10,000 (ten thousand dong) and issued according to the following structure:
 - Shares owned by Song Da Corporation - Joint Stock Company, holding 64.16%, amount to 16,681,680 shares, corresponding to VND 166,816,800,000 (*One hundred sixty-six billion eight hundred sixteen million eight hundred thousand dong*);
 - The shares owned by employees of the Company and other shareholders, totaling 35.84%, amount to 9,318,168 shares, equivalent to VND 93,181,680,000 (*Ninety-three billion one hundred eighty-one million six hundred eighty thousand dong*).
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of the law.
3. The Company's shares on the date of adoption of this Charter include 25,999,848 (*twenty-five million nine hundred ninety-nine thousand eight hundred forty-eight*) common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 11 and 12 of this Charter.
4. The Company may issue other types of preferred shares with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

5. Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and other parties under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by itself in the manner prescribed in this Charter and applicable law.

7. The Company may issue other securities as prescribed by law.

Article 7. Share certificate

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Share certificates must contain all the information as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within two months from the date of submitting a complete application for transfer of share ownership as prescribed by the Company or from the date of full payment for the shares as stipulated in the Company's share issuance plan, the shareholder will be issued a share certificate. The shareholder is not required to pay the Company the cost of printing the share certificate.

4. In case the share certificate is lost, damaged, or otherwise destroyed, the shareholder will be reissued a share certificate upon the shareholder's request. The shareholder's request must include the following information:

a. Information about the lost, damaged, or otherwise destroyed share certificate;

b. We commit to taking responsibility for any disputes arising from the reissuance of new shares.

Article 8. Other securities certificates

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

Article 9. Shares transfer

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed and traded on the stock exchange are transferable in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 10. Organizational structure, management and control

The organizational structure for management, governance, and control of the Company includes:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board or Supervisors.
4. General Director.

VI. SHAREHOLDER AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Right of shareholders

1. Ordinary shareholders have the following rights:
 - a. Attend and speak at the General Meeting of Shareholders and exercise their voting rights directly or through an authorized representative or by remote voting. Each common share has one voting right;
 - b. Receive dividends at the rate determined by the General Meeting of Shareholders;
 - c. Have priority in purchasing new shares in proportion to their ownership of common shares in the Company;
 - d. Freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other relevant legal provisions;
 - e. Review, search, and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
 - f. Review, search, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
 - g. When the Company is dissolved or goes bankrupt, shareholders are entitled to receive a portion of the remaining assets in proportion to their shareholding in the Company;

h. Request the Company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;

i. To be treated equally. Each share of the same class gives shareholders equal rights, obligations, and benefits. In the case of preferred shares, the rights and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k. Have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;

l. And other rights as stipulated by law and this Charter.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

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

b. Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c. Request the Board of Supervisors to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, and head office address of the organization shareholder. The number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and their ownership percentage in the total shares of the Company; the issues to be examined, and the purpose of the examination;

d. Propose agenda to be included in the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 3 working days before the opening date. Proposals must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issues to be included in the meeting agenda;

e. Other rights as stipulated by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Board of Supervisors. The nomination process for the Board of Directors and the Board of Supervisors is as follows::

a. Common shareholders forming groups to nominate candidates for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

4. Organizations that are shareholders of Song Da 5 Joint Stock Company and own at least 10% of the total number of common shares may authorize a maximum of 05 representatives by proxy.

Article 12. Obligations of Shareholders

Common shareholders have the following obligations:

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

2. Shareholders are not allowed to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

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

4. Abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain the confidentiality of information provided by the Company as stipulated in the Company's Charter and the law; only use the provided information to exercise and protect their legitimate rights and interests; disseminating, copying,

or sending information provided by the Company to other organizations or individuals is strictly prohibited.

6. Shareholders are entitled to attend and exercise their voting rights through the following methods:

- a. Attending and voting in person at the meeting;
- b. Authorizing another individual or organization to attend and vote at the meeting;
- c. Attending and voting via online conference, electronic voting, or other electronic means;
- d. Sending voting ballots to the meeting via mail, fax, or email;
- e. Sending voting ballots by other means as stipulated in the Company's Charter.

7. Shareholders are personally liable for any of the following acts committed in the name of the Company:

- a. Violating the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Paying debts before they are due in advance to mitigate financial risks to the Company;
8. Fulfilling other obligations as required by applicable law.

Article 13. General meeting of shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually, within four months of the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined by where the chairperson attends the meeting, and this location must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, particularly approving the audited annual financial statements. If the audited annual financial statements contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative from the approved auditing firm that audited the Company's financial statements to attend the Annual General

Meeting of Shareholders. This representative from the approved auditing firm is obligated to attend the Annual General Meeting of Shareholders.

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

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum number of members prescribed by law;
- c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders;
- d. At the request of the Board of Supervisors;
- e. Other cases as prescribed 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 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors is as stipulated in point b, clause 3 of this Article, or upon receiving the request as stipulated in points c and d, clause 3 of this Article;

b. If the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening a General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Enterprise Law;

c. If the Board of Supervisors fails to convene a General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, then the shareholder or group of shareholders as stipulated in point c, clause 3 of this Article has the right to request a representative of the Company to convene a General Meeting of Shareholders as stipulated in the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the

Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing the General Meeting of Shareholders are stipulated in Clause 5, Article 140 of the Enterprise Law.

Article 14. Rights and obligations of the General meeting of shareholders

1. The General meeting of shareholders has the following rights and obligations:

- a. Approve the Company's development orientation;
- b. Decide on the types of shares and the total number of shares of each type authorized for sale; determining the annual dividend rate for each type of share;
- c. Elect, dismiss, and remove members of the Board of Directors and members of the Board of Supervisors;
- d. Decide on investing in or selling assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e. Decide on amendments and additions to the Company's charter;
- f. Approve the annual financial statements;
- g. Decide to repurchase more than 10% of the total shares sold of each class;
- h. Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i. Decide on reorganization or dissolution of the Company;
- j. Decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k. Approve the internal regulations on corporate governance; the operating regulations of the Board of Directors; the operating regulations of the Board of Supervisors;
- l. Approve the list of accepted auditing firms; decide on approved auditing firms to conduct audits of the Company's operations, and dismissal of approved auditors when deemed necessary;

m. Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following matters:

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

- d. The Board of Supervisors' report on the Company's business results, the performance of the Board of Directors and the General Director;
 - e. The Board of Supervisors' self-assessment report on its performance and that of its members;
 - f. Dividend rate per share for each class;
 - g. Number of members of the Board of Directors and Board of Supervisors;
 - h. Election, dismissal, and removal of members of the Board of Directors and Board of Supervisors;
 - i. Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and Board of Supervisors;
 - j. Approval of the list of approved auditing firms; decision on which auditing firm is approved to conduct audits of the company's operations when deemed necessary;
 - k. Amendments and additions to the Company's Charter;
 - l. Type and number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the date of establishment;
 - m. Division, separation, merger, acquisition, or conversion of the Company;
 - n. Reorganization and dissolution (liquidation) of the Company and designation of the liquidator;
 - o. Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
 - p. Decisions to repurchase more than 10% of the total number of shares sold of each type;
 - q. The Company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statement;
 - r. Approval of the transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of some articles of the Securities Law;
 - s. Approval of the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;
 - t. Other matters as prescribed by law and this Charter.
3. All resolutions and matters on the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorization to attend the General Meeting of Shareholders

1. Shareholders, or authorized representatives of shareholders who are organizations, may attend the meeting in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.

2. The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of sub-authorization, the person attending the meeting must also present the original authorization document from the shareholder or authorized representative of the shareholder (if not previously registered with the Company).

3. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following:

- a. The authorizing person has died, is incapacitated, or has lost their legal capacity;
- b. The authorizing person has revoked the authorization;
- c. The authorizing person has revoked the authority of the person exercising the authorization.

This clause does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Changes of rights

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders is only approved if it is endorsed by preferred shareholders of the same class present at the meeting who

own 75% or more of the total preferred shares of that class, or by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. A meeting of preferred shareholders to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting will be rescheduled within the next 30 days, and those holding that class of shares (regardless of the number of people or shares) present in person or through authorized representatives will be considered to have met the required number of representatives. At the meetings of preferred shareholders, those present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

3. The procedure for conducting such separate meetings is in accordance with the provisions of Articles 18, 19 and 20 of this Charter.

4. Unless the terms of the share issuance stipulate otherwise, the special rights associated with preferred shares with respect to some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

Article 17. Meeting convening, meeting agenda, and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders. Extraordinary general meetings of shareholders are convened in the cases stipulated in Clause 3, Article 13 of this Charter.

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

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must publish information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b. Prepare the agenda and contents of the meeting;

c. Prepare documents for the meeting;

d. Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;

- e. Determine the time and place of the meeting;
- f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend;
- g. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a. Meeting agenda and documents to be used in the meeting;
- b. List and details of candidates in case of election of members of Board of Directors and members of Board of Supervisors;
- c. Voting ballots;
- d. Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than 3 working days before the opening of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed matter to be included in the agenda.

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

- a. The proposal was submitted improperly under Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the common shares as stipulated in Clause 2, Article 11 of this Charter;

c. The issue being proposed falls outside the scope of the General Meeting of Shareholders' decision-making authority;

d. Other cases as prescribed by law and this Charter.

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

Article 18. Conditions for conducting the General Meeting of Shareholders

1. A General Meeting of Shareholders is conducted when the number of shareholders in attendance represents more than 50% of the total voting shares.

2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of a second meeting shall be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders is conducted when the number of shareholders in attendance represents 33% or more of the total voting shares.

3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice of a third meeting must be sent within 20 days from the date of the second scheduled meeting. The third General Meeting of Shareholders is conducted regardless of the total number of voting shares of the attending shareholders.

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

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

a. When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards for the resolution are collected first, followed by those for the resolution against, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting ends. The General

Meeting elects those responsible for counting or supervising the vote count as proposed by the chairperson. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the chairperson of the meeting.

b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:

a. The Chairman of the Board of Directors presides over or authorizes another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a chairperson from among those present, with the candidate receiving the highest number of votes becoming the chairperson.

b. Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting to elect the meeting chairperson, and the person with the highest number of votes shall be the meeting chairperson;

c. The chairperson shall appoint one or more people to serve as meeting secretaries;

d. The General Meeting of Shareholders shall elect one or more people to the vote counting committee as proposed by the meeting chairperson.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.

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

a. Arrange seating at the General Meeting venue;

b. Ensure the safety of all attendees at the meeting venues;



c. Facilitate shareholders' attendance (or continued attendance) of the meeting. The person convening the General Meeting of Shareholders has the full right to modify the above measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. The results of the vote count are announced by the chairman immediately before the meeting ends.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of items that have been voted on previously remains unchanged.

7. The person convening the meeting or the chairperson of the General Meeting of Shareholders has the following rights:

a. Require all attendees to undergo security checks or other lawful and reasonable security measures;

b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

a. The meeting venue does not have enough convenient seating for all attendees;

b. The communication facilities at the meeting venue do not ensure that shareholders can participate in discussions and vote;

c. Some attendees obstruct or disrupt order, potentially preventing the meeting from being conducted fairly and legally.

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

10. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for

ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

Article 20. Conditions for the adoption of a Resolution of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting:

- a. Types of shares and the total number of shares of each type;
- b. Amendments and supplements to the Company's Charter;
- c. Changes to the business lines, activities, and fields;
- d. Changes to the Company's organizational and management structure;
- e. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- f. Reorganization or dissolution of the Company.

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as stipulated in Clauses 1, 3, 4, and 5 of this Article.

3. Voting for members of the Board of Directors and the Board of Supervisors must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or Board of Supervisors are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. In the event that two or more candidates receive the same number of votes for the last remaining member of the Board of Directors or the Board of Supervisors, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations or the Company's Charter.

4. In cases where resolutions are adopted by written ballot, the General Meeting of Shareholders' resolution is considered adopted if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

5. A General Meeting of Shareholders' resolution concerning adverse changes to the rights and obligations of preferred shareholders is only approved if it is approved by preferred shareholders of the same type present at the meeting holding 75% or more of the total preferred shares of that type, or by preferred shareholders of the same type holding 75% or more of the total preferred shares of that type in the case of a resolution adopted by written ballot.

6. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Enterprise Law and the Company's Charter.

Article 21. Authority and procedures for obtaining shareholder opinions in writing to adopt a Resolution of the General Meeting of Shareholders

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are governed by the following regulations:

1. The Board of Directors has the right to obtain shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated in Clause 2, Article 147 of the Enterprise Law.

2. The Board of Directors must prepare the opinion ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the opinion ballot. The requirements and methods for sending the opinion ballot and accompanying documents are governed by Clause 3, Article 17 of these Charters.

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

- a. Name, registered office address, business registration number;
- b. Purpose of soliciting opinions;
- c. Full name, contact address, nationality, legal document number of the individual shareholder; name, business registration number or legal document number of the organization, registered office address of the organization shareholder; or full name, contact address, nationality, legal document number of the individual representative of the organization shareholder; number of shares of each class and number of voting rights of the shareholder;
- d. Issues requiring a vote for decision-making;
- e. Voting options include "agree," "disagree," and "no opinion" for each issue;

- f. Deadline for returning completed opinion forms to the Company;
- g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations.:

a. In the case of mailing, the answered ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;

b. In the case of faxing or emailing, the ballot sent to the Company must be kept confidential until the vote count;

c. Ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mailing or disclosed in the case of faxing or email, are invalid. Unreceived ballots will be considered as not participating in the vote.

5. The Board of Directors counts the votes and prepares a vote counting minutes in the presence of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote counting report must include the following key contents:

- a. Name, registered office address, and business registration number;
- b. Purpose and matters requiring opinions for the adoption of the resolution;
- c. Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes, and method of submitting ballots, along with an appendix listing participating shareholders;
- d. Total number of votes in favor, against, and abstentions for each issue;
- e. Issues approved and corresponding percentages of votes in favor;
- f. Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

BOD members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote counting minutes; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote counting report and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Sending the vote counting minutes and resolutions may be replaced by posting them on the Company's website within 24 hours of the completion of the vote count.

7. The completed ballots, vote counting minutes, approved resolutions, and related documents accompanying the ballots must be kept at the Company's head office.

8. A resolution adopted by written shareholder consultation is considered valid if it is approved by shareholders holding more than 50% of the total voting rights of all eligible shareholders, and it has the same validity as a resolution adopted at a General Meeting of Shareholders.

Article 22. 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 recorded and stored in other electronic forms. The minutes must be written in Vietnamese, and may also be written in a foreign language, and must include the following main contents:

- a. Name, registered office address, and business registration number;
- b. Time and location of the General Meeting of Shareholders;
- c. Meeting agenda and content;
- d. Names of the chairperson and secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;
- f. Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shares and votes;
- g. Total number of votes cast for each voting item, specifying the voting method, total number of valid, invalid, affirmative, and abstention votes; corresponding percentage of the total number of votes cast by shareholders attending the meeting;
- h. Issues approved and the corresponding percentage of votes cast;
- i. Names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and contain all the information as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

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

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

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

Article 23. Request for annulment of a Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Charter, except for the cases specified in Clause 6, Article 20 of this Charter.

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

VII. BOARD OF DIRECTORS

Article 24. Nomination and Election for Members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Company shall 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 review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and undertake 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 shall include:

- a. Full name; date of birth;
- b. Professional qualifications;
- c. Working experience;
- d. Other managerial positions held (including membership of boards of directors of other companies);
- e. Interests related to the Company and related parties of the Company;

f. Other information (if any);

g. The Company shall be responsible for disclosing information on companies in which the candidate currently holds the position of member of the Board of Directors, other managerial positions, and interests related to such companies of the candidate for the Board of Directors (if any).

2. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; and from fifty percent (50%) or more may nominate a sufficient number of candidates.

3. In the event that the number of candidates for the Board of Directors nominated through nomination and self-nomination remains insufficient as required under Sub-clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulation on Corporate Governance, and the Regulation on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with applicable laws.

4. Members of the Board of Directors must satisfy the criteria and conditions as prescribed in Sub-clauses 1 and 2, Article 155 of the Law on Enterprises.

Article 25. Composition and Term of Office of Members of the Board of Directors

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

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

3. The composition of the Board of Directors shall be as follows:

The composition of the Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors. The minimum number of independent members of the Board of Directors shall be one (01) member.

4. A member of the Board of Directors shall cease to be a member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in the following cases:

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

b. Such member submits a resignation letter which is accepted by the General Meeting of Shareholders;

c. Such member suffers from mental disorder and professional evidence demonstrates that he/she lacks legal capacity;

d. Such member fails to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

e. Such member is removed from office pursuant to a resolution of the General Meeting of Shareholders;

f. Providing inaccurate personal information to the Company when applying for nomination/election to the Board of Directors;

g. Other cases as prescribed by law.

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

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

Article 26. Rights and Obligations of the Board of Directors

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

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

a. To decide on the Company's development strategy, medium-term development plan, and annual business plan;

- b. To propose the types of shares and the total number of shares authorized for offering of each type;
- c. To decide on the sale of unsold shares within the number of shares authorized for offering of each type; and to decide on additional capital mobilization in other forms;
- d. To decide on the selling price of shares and bonds of the Company;
- e. To decide on share repurchase in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f. To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g. To decide on solutions for market development, marketing, and technology;
- h. To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions having a value of thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements of the Company, except for contracts and transactions falling within the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, execute contracts with, terminate contracts with, and decide on salary, remuneration, bonuses, and other benefits of the General Director; to appoint and dismiss, and decide on salary, bonuses, and other benefits of the Deputy General Directors and Chief Accountant; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on remuneration and other benefits of such representatives;
- j. To supervise and direct the General Director and other managers in the daily operation of the Company's business;
- k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices; and on capital contribution to, and purchase of shares in, other enterprises;
- l. To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;

m. To submit audited annual financial statements to the General Meeting of Shareholders;

n. To recommend dividend levels; to decide on the time limit and procedures for dividend payment or handling of losses arising during business operations;

o. To recommend the reorganization or dissolution of the Company; and to request bankruptcy of the Company;

p. To decide on issuance of the Regulation on Operation of the Board of Directors and the Internal Regulation on Corporate Governance after approval by the General Meeting of Shareholders; to decide on issuance of the Company's Information Disclosure Regulation;

q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and the Company's Charter.

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

Article 27. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

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

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill the duties of each member and the daily rate of remuneration. The Board of Directors shall determine the remuneration for each member on the basis of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors who hold executive positions, or members who participate in committees of the Board of Directors or perform duties beyond the normal scope of responsibilities of a Board member, may be paid additional remuneration in the form of lump-sum fees per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

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

Article 28. Chairman of the Board of Directors

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

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

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

a. To elaborate the programs and plans for activities of the Board of Directors;

b. To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c. To organize the adoption of resolutions and decisions of the Board of Directors;

d. To supervise the implementation of resolutions and decisions of the Board of Directors;

e. To chair meetings of the General Meeting of Shareholders;

f. Other rights and obligations as prescribed by the Law on Enterprises.

4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the date of dismissal or removal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman; such authorization must be notified to all members of the Board of Directors. In the absence of such authorization, or where the Chairman dies, is declared missing, is detained, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds from his/her place of residence,

has limited or lost civil act capacity, has difficulties in cognition or behavioral control, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors based on the majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who receives the highest number of votes or the highest voting percentage. In the event that there is more than one member having the highest and equal number of votes or voting percentage, the members shall elect, by majority, one among them to convene the meeting of the Board of Directors.

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

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

a. Upon request of the Board of Supervisors or an independent member of the Board of Directors;

b. Upon request of the General Director or at least five (05) other managers;

c. Upon request of at least two (02) members of the Board of Directors;

d. Other cases as prescribed by law.

4. Requests as specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request as specified in Clause 3 of this Article. In case the Chairman fails to convene the meeting as requested, he/she shall be liable for any damages incurred by the Company; the requesting party shall have the right to convene the meeting in replacement of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting invitation at least three (03) working days prior to the meeting date. The notice must specify the time and venue of the meeting, agenda, matters to be discussed and decided. The notice must be

accompanied by documents to be used at the meeting and voting ballots of members.

The notice of meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the Company's Charter, provided that it reaches the registered contact address of each member of the Board of Directors.

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

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors, to participate in discussions, but shall not have voting rights.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members attend. In case the meeting convened in accordance with this Clause does not have sufficient quorum, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

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

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic means;
- d. Sending voting ballots to the meeting via mail, fax, or email.

10. In the case of sending voting ballots by mail, such ballots must be placed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in case of a tie, the final decision

shall be determined in favor of the opinion of the Chairman of the Board of Directors.

Article 30. Committees under the Board of Directors

1. The Board of Directors may establish subordinate committees to be in charge of development strategy, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Independent members and/or non-executive members of the Board of Directors should constitute the majority of the committee, and one of such members shall be appointed as the Head of the Committee by decision of the Board of Directors. The operation of the committees must comply with regulations issued by the Board of Directors. Resolutions of a committee shall only be valid when approved by a majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or its subordinate committees must comply with applicable laws and the provisions of the Company's Charter and the Internal Regulation on Corporate Governance.

Article 31. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance activities within the Company. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently be employed by an approved auditing firm that is conducting the audit of the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a. To advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;

b. To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c. To advise on procedures of meetings;

d. To attend meetings;

- e. To advise on procedures for preparation of resolutions of the Board of Directors in compliance with legal regulations;
- f. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Board of Supervisors;
- g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. To act as the focal point for communication with stakeholders;
- i. To ensure confidentiality of information in accordance with legal regulations and the Company's Charter;
- j. Other rights and obligations as prescribed by law.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 32. Organization of the Management Structure

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The managers of the Company include the General Director, Deputy General Directors, and the Chief Accountant. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 33. Executive Officers of the Company

1. The executive officers of the Company include the General Director, Deputy General Directors, and the Chief Accountant.
2. Upon the proposal of the General Director and subject to approval by the Board of Directors, the Company may recruit executive officers in such number and with such qualifications as appropriate to the organizational structure and management regulations of the Company. Executive officers shall be responsible for supporting the Company in achieving its operational and organizational objectives.
3. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. The salaries of executive officers shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one (01) of its members or hire another person to serve as the General Director.

2. The General Director shall be responsible for the day-to-day management of the Company's business operations; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the performance of his/her assigned rights and obligations.

3. The term of office of the General Director shall be five (05) years and may be renewed for an unlimited number of terms. The General Director must satisfy the criteria and conditions as prescribed by law.

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

a. To decide on matters relating to the daily business operations of the Company that do not fall within the authority of the Board of Directors;

b. To organize the implementation of resolutions and decisions of the Board of Directors;

c. To organize the implementation of the Company's business plans and investment plans;

d. To propose plans on the organizational structure and internal management regulations of the Company;

e. To appoint, dismiss, and remove other positions within the Company, except for those falling within the authority of the Board of Directors;

f. To decide on salaries and other benefits of employees of the Company, including managers under the appointment authority of the General Director;

g. To recruit employees;

h. To propose dividend payment plans or measures for handling business losses;

i. Other rights and obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director upon approval by a majority of attending members having voting rights and appoint a new General Director as replacement.

IX. BOARD OF SUPERVISORS

Article 35. Nomination and Election for Members of the Board of Supervisors (Supervisors)



1. The nomination and self-nomination of members of the Board of Supervisors shall be conducted in accordance with the provisions set out in Clauses 1 and 2, Article 24 of this Charter.

2. Shareholders shall have the right to aggregate their voting rights to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate; from twenty percent (20%) to less than fifty percent (50%) may nominate up to two (02) candidates; and from fifty percent (50%) or more may nominate a sufficient number of candidates.

3. In the event that the number of candidates for the Board of Supervisors nominated through nomination and self-nomination is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulation on Corporate Governance, and the Regulation on Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Supervisors in accordance with applicable laws.

Article 36. Composition of the Board of Supervisors

1. The Board of Supervisors of the Company shall consist of three (03) members. The term of office of members of the Board of Supervisors shall be five (05) years and may be renewed for an unlimited number of terms.

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

- a. Làm việc trong bộ phận kế toán, tài chính của Công ty;
- b. Là thành viên hay nhân viên của công ty kiểm toán độc lập thực hiện kiểm toán các báo cáo tài chính của công ty trong 03 năm liền trước đó.
- c. Working in the accounting or finance department of the Company;
- d. Being a member or employee of an independent auditing firm that has conducted audits of the Company's financial statements within the preceding three (03) consecutive years.

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

- a. No longer meeting the criteria and conditions for membership of the Board of Supervisors as prescribed in Clause 2 of this Article;

- b. Submitting a resignation letter which is accepted;
 - c. Other cases as prescribed by law.
4. A member of the Board of Supervisors shall be removed from office in the following cases:
- a. Failing to fulfill assigned duties and responsibilities;
 - b. Failing to exercise his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Repeatedly or seriously violating obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
 - d. Other cases as decided by resolution of the General Meeting of Shareholders.

Article 37. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; such election, dismissal, and removal shall be decided by majority vote. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities.

2. Rights and obligations of the Head of the Board of Supervisors:
- a. To convene meetings of the Board of Supervisors;
 - b. To request the Board of Directors, the General Director, and other executive officers to provide relevant information for reporting to the Board of Supervisors;
 - c. To prepare and sign reports of the Board of Supervisors, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 38. Rights and Obligations of the Board of Supervisors

The Board of Supervisors shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

- 1. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the Company's financial statements; to decide on the selection of an approved auditing firm to conduct inspections of the Company's operations; and to dismiss an approved auditor when deemed necessary.
- 2. To be accountable to shareholders for its supervisory activities.

3. To supervise the financial status of the Company and the compliance with laws in the operations of members of the Board of Directors, the General Director, and other managers.

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

5. In the event of detecting any violation of law or the Company's Charter by members of the Board of Directors, the General Director, or other executive officers, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, and request the violating person to cease the violation and take remedial measures.

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

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. To have the right to access the Company's records and documents kept at the head office, branches, and other locations; and to visit the workplaces of managers and employees of the Company during working hours.

9. To have the right to request the Board of Directors, its members, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

10. Other rights and obligations as prescribed by law.

Article 39. Meetings of the Board of Supervisors

1. The Board of Supervisors shall convene at least two (02) meetings per year, and the quorum for a meeting shall be at least two-thirds (2/3) of the total members of the Board of Supervisors. Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and all attending members of the Board of Supervisors must sign the minutes. Such minutes shall be retained to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend meetings and provide explanations on matters requiring clarification.

Article 40. Salary, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors

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

1. Members of the Board of Supervisors shall be entitled to salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

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

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

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

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

Article 41. Responsibility for honesty and avoiding conflicts of interest

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

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

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall be obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital, and such persons or their related persons, in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the laws on securities information disclosure.

4. A member of the Board of Directors shall not vote on transactions that confer benefits on such member or his/her related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executive officers, and individuals or organizations related to such persons shall not be deemed invalid in the following cases:

a. For transactions with a value less than or equal to thirty-five percent (35%) of the total assets recorded in the most recent financial statements, where the key contents of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, Board of Supervisors, General Director, or other executive officers, have been reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors who have no related interests;

b. For transactions with a value greater than thirty-five percent (35%), or transactions resulting in a cumulative transaction value within twelve (12) months from the date of the first transaction reaching thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements, where the key contents of such transactions, as well as the relationships and interests of the relevant members, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders having no related interests.

Article 42. Responsibility for damages and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers who breach their duties of

honesty and prudence, or fail to properly perform their obligations, shall be liable for any damages caused by such breaches.

2. The Company shall indemnify persons who have been, are, or may become parties to complaints, claims, or legal proceedings (including civil and administrative cases, but excluding cases initiated by the Company as plaintiff), provided that such persons have been or are members of the Board of Directors, members of the Board of Supervisors, the General Director, other executive officers, employees, or authorized representatives of the Company, and have acted honestly, prudently, and in the best interests of the Company in compliance with applicable laws, and there is no evidence establishing that such persons have breached their duties.

3. Indemnifiable expenses shall include judgments, fines, and actual amounts payable (including legal fees) incurred in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons to cover the aforementioned indemnification liabilities.

XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS

Article 43. Right to Access Books and Records

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

a. Ordinary shareholders shall have the right to examine, access, and extract information on names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information; and to examine, access, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders holding five percent (05%) or more of the total ordinary shares shall have the right to examine, access, and extract the minutes book and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets.

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

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers shall have the right to access the Company's shareholder register, list of shareholders, books, and other records for

85
TY
AN
DA
HA

purposes related to their positions, provided that such information must be kept confidential.

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

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

XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards, and disciplinary actions applicable to employees and executive officers.

2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations, in accordance with best practices, standards, and management policies, as well as the provisions set out in this Charter, the Company's internal regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 45. Profit Distribution

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

2. The Company shall not pay interest on any dividend amounts or other payments related to any class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the payment of dividends, in whole or in part, in the form of shares, and shall implement such decision.

4. Where dividends or other payments relating to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. In the event that the Company has made a transfer in accordance with

the bank details provided by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for the amount transferred. Dividend payments for shares listed or registered for trading on a stock exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a record date for the list of shareholders. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices, or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank Accounts

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

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

3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts opened at banks.

Article 47. Fiscal Year

The fiscal year of the Company shall commence on the first day of January each year and end on December 31 of the same year. The first fiscal year shall commence from the date of issuance of the Enterprise Registration Certificate and end on December 31 immediately following the date of issuance of such Enterprise Registration Certificate (Business Registration Certificate).

Article 48. Accounting Regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specific accounting regime as promulgated or approved by competent authorities.

2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as the accounting currency. In cases where the Company's transactions are primarily conducted in a foreign currency, the Company may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and must notify the directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATIONS

Article 49. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements, which shall be audited in accordance with applicable laws. The Company shall disclose the audited annual financial statements in compliance with regulations on information disclosure in the securities market and submit them to competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as required by the laws on corporate accounting. The annual financial statements must present a true and fair view of the Company's operations.

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

Article 50. Annual Report

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

XVI. COMPANY AUDIT

Article 51. Audit

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

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

3. Independent auditors performing the audit of the Company's financial statements shall have the right to attend meetings of the General Meeting of Shareholders, to receive notices and other information relating to such meetings, and to express their opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 52. Company Seal

1. The seal includes a seal made by a seal-engraving service provider 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 on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).

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

XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

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

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

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

c. Other cases as 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. Such decision must be notified to or approved by competent authorities (where required) in accordance with applicable regulations.

Article 54. Liquidation

1. Upon issuance of a decision on dissolution of the Company, the Board of Directors shall establish a Liquidation Committee comprising three (03) members, of whom two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to the liquidation shall be given priority for payment before 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 commencement of operation. From such time, the Liquidation Committee shall

represent the Company in all matters relating to the liquidation process before courts and administrative authorities.

3. Proceeds from the liquidation shall be distributed in the following order:
 - a. Liquidation expenses;
 - b. Outstanding salaries, severance allowances, social insurance, and other benefits of employees in accordance with collective labor agreements and signed labor contracts;
 - c. Tax liabilities;
 - d. Other debts of the Company;
 - e. The remaining balance after payment of all obligations set out in items (a) through (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 55. Internal Dispute Resolution

1. In the event of disputes or complaints arising in connection with the Company's operations, or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other applicable laws, or agreements between:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other executive officers;

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and request each party to present relevant information within fifteen (15) working days from the date the dispute arises. In the case of disputes involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration or a court of competent jurisdiction.
3. The parties shall bear their own costs related to negotiation and mediation procedures. The payment of court costs shall be carried out in accordance with the judgment of the court.

XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER

Article 56. Company Charter

1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In the event that applicable laws contain provisions relating to the Company's operations that are not yet provided for in this Charter, or where new legal provisions differ from those set out in this Charter, such legal provisions shall prevail and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 57. Effective Date

1. This Charter, comprising twenty-one (21) chapters and fifty-seven (57) articles, was unanimously adopted by the General Meeting of Shareholders of Song Da 5 Joint Stock Company on April 22, 2026 at the 2026 Annual General Meeting of Shareholders, and its full content is hereby approved and comes into effect as of such date.

2. This Charter is made in ten (10) originals of equal legal validity and shall be kept at the Company's head office.

3. This Charter constitutes the sole and official charter of the Company.

4. Copies or extracts of this Charter shall be valid only if they bear the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

Full name and signature of the legal representative.

GENERAL DIRECTOR



Nguyen Ngoc Dong