

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom – Happiness**

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**CHARTER**

**OF KHAI HOAN LAND GROUP  
JOINT STOCK COMPANY**

*Ho Chi Minh City, April 14, 2026*

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## **PREAMBLE**

The Charter of Khai Hoan Land Group Joint Stock Company serves as the legal basis for all operations of the Group in accordance with the provisions of law. This Charter is duly issued and shall constitute the principles and regulations for all business activities of the Group.

The Charter of Khai Hoan Land Group Joint Stock Company was approved pursuant to Resolution No. 02/2021/NQ-DHDCD dated April 26, 2021, as amended and supplemented by Resolution No. 01/2022/NQ-DHDCD dated January 06, 2022, Resolution No. 02/2022/NQ-DHDCD dated March 30, 2022, and Resolution No. 01/2026/NQ-DHDCD dated April 14, 2026, issued by the General Meeting of Shareholders of Khai Hoan Land Group Joint Stock Company (hereinafter referred to as the “Charter”).

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Definition of Terms

1. In this Charter, the following terms shall be understood as follows:
  - a. **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, as amended or supplemented from time to time;
  - b. **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019, as amended or supplemented from time to time;
  - c. **“Labor Code”** means the Labor Code No. 45/2019/QH14 adopted by the National Assembly on November 20, 2019, as amended or supplemented from time to time;
  - d. **“Charter Capital”** means the total par value of shares sold or registered for purchase upon the establishment of the enterprise and is prescribed in Article 6 of this Charter;
  - e. **“Shareholder”** means an individual or organization owning at least one share of the joint stock company;
  - f. **“Founding Shareholder”** means a shareholder owning at least one ordinary share and whose signature is included in the list of founding shareholders of the joint stock company;
  - g. **“Major Shareholder”** means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
  - h. **“Establishment Date”** means the date the Group was issued its first Enterprise Registration Certificate;
  - i. **“Executive Officer”** means the General Director, Deputy General Directors, Chief Accountant, and other executives within the Group as approved by the Board of Directors;
  - j. **“Manager”** means the management officers of the Group, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, the Chief Accountant, and individuals holding other equivalent management positions as approved by the General Meeting of Shareholders/Board of Directors;
  - k. **“Related Person”** means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
  - l. **“Operating Duration”** means the duration of operation of the Group as prescribed in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Group via resolution;
  - m. **“Company/Group”** as referred to in this Charter means **Khai Hoan Land Group Joint Stock Company**; the English name is **Khai Hoan Land Group Joint Stock Company**, abbreviated as **Khai Hoan Land Group**;

- n. **“Subsidiary”** means an enterprise in which the Group: (i) Owns more than 50% of the charter capital or the total number of ordinary shares of that company; (ii) Has the right, directly or indirectly, to decide on the appointment of the majority (over 1/2) or all members of the Board of Directors, the Director, or the General Director of that company; (iii) Has the right to decide on the amendment or supplement of the Charter of that company;
  - o. **“Branch”** means a dependent unit of the Group, tasked with performing all or part of the Group's functions, including the function of authorized representation. The business lines of the branch must be consistent with the business lines of the Group;
  - p. **“Representative Office”** means a dependent unit of the Group, tasked with representing the Group’s interests under authorization and protecting those interests;
  - q. **“GMS”** means the General Meeting of Shareholders of the Group;
2. In this Charter, references to one or more provisions or other documents shall include any amendments, supplements, or replacement documents.
  3. The headings (Chapters and Articles of this Charter) are used for convenience of reference and shall not affect the content or interpretation of this Charter.

## **II. NAME, LEGAL FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING DURATION, AND LEGAL REPRESENTATIVE OF THE GROUP**

### **Article 2. Name, Legal Form, Headquarters, Branches, Representative Offices, and Operating Duration of the Group**

1. Name of the Group:
  - Vietnamese name: CÔNG TY CỔ PHẦN TẬP ĐOÀN KHẢI HOÀN LAND
  - English name: Khai Hoan Land Group Joint Stock Company
  - Abbreviated name: Khai Hoan Land Group
2. The Group is a joint stock company with legal entity status in accordance with the current laws of Vietnam.
3. The registered headquarters of the Group is:
  - Address: 5-7-9-11 Hung Gia 4 Internal Road, Phu My Hung Urban Area, Tan Hung Ward, Ho Chi Minh City, Vietnam.
  - Telephone: (028) 5411 0088
  - Website: www.khaihoanland.vn
4. The Group may establish branches and representative offices in business locations to achieve the Group's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.
5. Unless terminated early in accordance with this Charter, the operating duration of the Group shall commence from the establishment date and be indefinite.

### **Article 3. Legal Representative of the Group**

1. The Group has 01 (one) legal representative. The General Director is the legal representative of the Group.
2. The legal representative of the Group is the individual representing the Group to exercise rights and obligations arising from the Group's transactions, representing the Group as a petitioner for civil matters, plaintiff, defendant, or person with related interests and obligations before arbitration and courts, and performing other rights and obligations in accordance with the Charter and the law.
3. The legal representative of the Group is responsible for executing the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors, performing other rights and obligations as prescribed by this Charter and the law, and being held accountable before the law and the Group for the implementation of their rights and obligations.

## **III. OBJECTIVES, SCOPE OF BUSINESS, AND ACTIVITIES OF THE GROUP**

### **Article 4. Operational Objectives of the Group**

1. The business lines of the Group consist of business activities conducted in strict compliance with the provisions of law and according to the list of business lines registered with the Department of Planning and Investment, as well as other sectors not prohibited by law.  
The main business line is: Real estate business, land use rights of the owner, user, or lessee.
2. The operational objectives of the Group are:
  - a. To become a leading real estate investor and project developer in Vietnam;
  - b. To achieve sustainable development, generating the highest and long-term profits for Shareholders, creating employment, and proactively building and contributing to society.

### **Article 5. Scope of Business and Activities**

1. The Group is permitted to plan and conduct all business activities in accordance with the business lines registered with the Business Registration Authority, published on the National Business Registration Portal and this Charter, in compliance with current legal regulations, and to implement appropriate measures to achieve the Group's objectives.
2. The Group may conduct business activities in other sectors not prohibited by law, as approved by the General Meeting of Shareholders and subject to procedures in accordance with current legal provisions.
3. Registered Business Lines

<b>No.</b>	<b>Business line</b>	<b>Code</b>
1	Site preparation, except for blasting activities	4312
2	Trade promotion and exhibition activities	8230

	<i>(excluding fire and explosion effects; not using explosives, inflammables, or chemicals as props or tools for performing art programs, events, or movies).</i>	
3	Restaurants and mobile food service activities <i>Detail: Restaurants.</i>	5610
4	Intermediary services for real estate activities <i>Details: Real estate consultancy, brokerage and auction; real estate trading floors (excluding legal consultancy services)</i>	6821
5	Real estate business, land use rights of owner, user, or lessee <i>Details: Trading in real estate; land use rights owned, used or leased, except for cases specified in Section 7A, Appendix I of Decree 31/2021</i>	6810 (main)
6	Retail sale of other new goods in specialized stores <i>Detail: Retail sale of paintings, photographs, and other artworks (except for antiques). Retail sale of gift vouchers and coupons.</i>	4773
7	Specialized design activities <i>(except for construction design)</i>	7410
8	Landscape care and maintenance service activities	8130
9	Wholesale of other household goods <i>Detail: Wholesale of beds, cabinets, tables, chairs, and similar interior furniture. Wholesale of ceramic, porcelain, and glassware.</i>	4649
10	Intermediate vocational education/training <i>Detail: Vocational training (not operating at the headquarters).</i>	8532
11	Other specialized wholesale not elsewhere classified <i>Details: Wholesale of gift vouchers and shopping vouchers</i>	4679
12	Elementary level education/training	8531
13	College level education/training <i>(not operating at the headquarters).</i>	8533
14	Construction of residential buildings	4101
15	Construction of non-residential buildings	4102

16	Construction of railways	4211
17	Other amusement and recreation activities n.e.c. <i>Detail: Business of theaters and live music (excluding karaoke, dance halls, and bars).</i>	9329
18	Construction of water projects <i>Details: Construction of hydraulic works; excluding construction and operation of works of special importance relating to national security</i>	4291
19	Construction of mining works	4292
20	Construction of processing and manufacturing works	4293
21	Construction of other civil engineering works	4299
22	Business and other management consultancy activities	7020

#### IV. CHARTER CAPITAL, SHARES

##### Article 6. Charter Capital, Shares

- Charter Capital:** The Charter Capital of the Group is **4,494,352,050,000 VND** (Four trillion, four hundred ninety-four billion, three hundred fifty-two million, zero hundred and fifty thousand Vietnamese Dong). The total charter capital of the Group is divided into **449,435,205** (Four hundred forty-nine million, four hundred thirty-five thousand, two hundred and five) shares with a par value of **10,000 VND/share** (Ten thousand Vietnamese Dong per share).
- The Group may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with the provisions of law.
- As of the date of adoption of this Charter, the Group's shares consist only of ordinary shares. The associated rights and obligations of ordinary shares are prescribed in Article 14 and Article 15 of this Charter.
- The Group may issue other classes of shares subject to the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
- Ordinary shares must be offered preferentially to existing shareholders in proportion to their respective ownership of ordinary shares in the Group, unless otherwise decided by the General Meeting of Shareholders. Any shares not registered for purchase by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders or other parties on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
- The offering and issuance of shares shall be conducted in accordance with current legal regulations.

7. The Group may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and current law.
8. The Group may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with the provisions of law.

#### **Article 7. Share Certificates and Register of Shareholders**

1. Shareholders of the Group shall be issued share certificates corresponding to the number and classes of shares they own.
2. A share certificate is a type of security certifying the lawful rights and interests of the owner over a portion of the share capital of the issuer. Share certificates must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. In the event of errors in the content or form of a share certificate issued by the Group, the rights and interests of the owner of such certificate shall not be affected.
4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Group upon the shareholder's request. The shareholder's request must include the following:
  - a. Information regarding the share certificate that was lost, damaged, or otherwise destroyed;
  - b. A commitment to take full responsibility for any disputes arising from the re-issuance of the new share certificate.
5. The Register of Shareholders or the Register of Securities Holders of the Group shall be registered and archived at the Vietnam Securities Depository and Clearing Corporation (“VSDC”).
6. In the event of any changes to information relating to a shareholder, such shareholder must promptly notify the Group and/or the depository member where the shareholder has deposited their shares so that the Group and/or VSDC can adjust and update the Register of Shareholders or the Register of Securities Holders at VSDC.

The Group shall not be held liable for any failure to contact and/or deliver mail or documents to a shareholder if the shareholder's contact address is missing, incorrect, or has not been updated by the shareholder. Such failure to contact or deliver documents shall not affect the procedures for convening a General Meeting of Shareholders, the dispatch of documents to shareholders, or the validity of resolutions adopted by the General Meeting of Shareholders.

#### **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates of the Group (excluding offering prospectuses, temporary certificates, and similar documents) shall be issued with the signature of the Group's legal representative and the Group's seal.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable except in cases where transfer is restricted in accordance with the law and the Charter of the Group, or as clearly stated in the share certificates for the

- corresponding shares or at the time of transfer the General Meeting of Shareholders has other decisions.
2. The transfer is carried out in writing, by contract or transaction on the securities market. In case of transfer by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. In case of transaction on the securities market, the order and procedures for transfer are carried out in accordance with the law on securities but not contrary to the provisions of this Charter.
  3. In case a shareholder who is an individual dies, the heir by will or by law of that shareholder becomes a shareholder of the Group. In case a shareholder who is an individual dies without an heir, the heir refuses to receive the inheritance or is deprived of the right to inherit, the number of shares of that shareholder is resolved in accordance with the provisions of civil law.
  4. Shareholders have the right to gift part or all of their shares in the Group to other individuals or organizations; use shares to pay debts. Individuals or organizations gifted or receiving shares as debt payment will become shareholders of the Group.
  5. Individuals or organizations receiving shares in the cases prescribed in this Article only become shareholders of the Group from the time their information as prescribed in the Law on Enterprises is fully recorded in the register of shareholders.

#### **Article 10. Bond Issuance**

The Group has the right to issue bonds, convertible bonds, and other types of bonds in accordance with the provisions of the law and the Group's Charter.

#### **Article 11. Forfeiture of Shares**

1. In the event a shareholder fails to pay in full and on time for the shares subscribed, the Board of Directors shall notify and have the right to demand such shareholder to pay the outstanding balance, together with interest on such amount and any expenses arising from the failure to pay in full incurred by the Group.
2. The aforementioned payment notice must specify the payment deadline and location, and clearly state that if payment is not made as requested, the unpaid shares shall be deemed automatically forfeited and the Group shall have the right to offer them for sale in accordance with regulations.
3. If the requirements in the aforementioned notice are not met or are not fully met, the Board of Directors has the authority to forfeit such shares.
4. Forfeited shares shall be considered shares available for offering. The Board of Directors may directly sell, redistribute, or dispose of them or authorize such actions to the person who previously owned the forfeited shares or to other parties under terms and conditions as determined by the Board of Directors.
5. During the period in which the purchaser has not paid or has failed to pay in full for the registered shares, such purchaser shall not have the status of a shareholder with respect to the unpaid shares. However, if the purchaser pays all relevant amounts plus interest at a rate determined by the Board of Directors within the timeframe requested, they shall be recognized as a Shareholder of the Group.

6. A notice of forfeiture must be sent to the holder of the shares to be forfeited prior to the time of forfeiture.

#### **Article 12. Recovery of Payments for Share Buybacks or Dividends**

In the event that payments for share buybacks or dividend distributions are made in violation of the law or the Group's Charter, the shareholders shall be obligated to return the funds or other received assets to the Group. In cases where a shareholder is unable to make such restitution to the Group, that shareholder shall be liable for the Group's debts and other financial obligations within the limit of the value of the funds or assets received that have not been refunded. The Board of Directors has the right to implement appropriate measures to recover the payments for share buybacks or dividends in accordance with the law.

### **V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE**

#### **Article 13. Organizational, Governance, and Control Structure**

The management, governance, and control structure of the Group shall include:

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

### **VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 14. Rights of Shareholders**

1. Shareholders are the owners of the Group and have the respective rights and obligations corresponding to the number and class of shares they own. Shareholders are only liable for the debts and other financial obligations of the Group within the scope of the capital they have contributed to the Group.
2. Holders of ordinary shares have the following rights:
  - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise the right to vote directly at the General Meeting of Shareholders, or through an authorized representative, or by remote voting;
  - b. To receive dividends at the rate determined by the General Meeting of Shareholders;
  - c. To freely transfer shares that have been fully paid for in accordance with this Charter and current laws;
  - d. To be given priority in purchasing newly offered shares in proportion to the ratio of ordinary shares they own;
  - e. To review, look up, and extract information regarding names and contact addresses in the List of Shareholders having the right to vote; to request corrections of their inaccurate information;
  - f. To review, look up, extract, or photocopy the Group's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- g. In the event of the Group's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding ratio in the Group after the Group has paid its creditors and holders of other classes of shares in accordance with the law;
  - h. Other rights as provided by the Charter and other legal regulations;
  - i. To request the Group to repurchase their shares in cases stipulated in Article 132 of the Law on Enterprises;
  - j. To be treated equally. Each share of the same class provides the owning shareholder with equal rights, obligations, and interests. In the event the Group has preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - k. To have full access to periodic and extraordinary information disclosed by the Group in accordance with the law;
  - l. To have their legal rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises.
3. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the following rights:
- a. To review, look up, and extract the minute book and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets or business secrets of the Group;
  - b. To request the convening of a General Meeting of Shareholders in the event that the Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions beyond their assigned authority;
  - c. To request the Board of Supervisors to inspect specific issues related to the management and operation of the Group when deemed necessary. The request must be in writing and must include: full name, contact address, nationality, number of legal documents of the individual for individual shareholders; name, enterprise code or number of legal documents of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the ownership ratio in the total shares of the Group; the issue to be inspected, and the purpose of the inspection;
  - d. Other rights as provided by the Law on Enterprises and this Charter.
4. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination shall be conducted as follows:
- a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the 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 stipulated in this Clause shall be entitled to nominate one or several persons, as decided by the General Meeting of

Shareholders, as candidates for the Board of Directors and the Board of Supervisors. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

#### **Article 15. Obligations of Shareholders**

Shareholders shall have the following obligations:

1. To pay in full and on time for the shares subscribed.
2. Not to withdraw the capital contributed by ordinary shares from the Group in any form, except where such shares are repurchased by the Group or purchased by others. In the event a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and any person with related interests in the Group shall be jointly and severally liable for the debts and other financial obligations of the Group within the limit of the value of the withdrawn shares and any resulting damages.
3. To comply with the Group's Charter and the Group's Regulations.
4. To observe resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain the confidentiality of information provided by the Group in accordance with the Group's Charter and the law; to use the provided information solely to exercise and protect their legal rights and interests; the dissemination, photocopying, or sending of information provided by the Group to other organizations or individuals is strictly prohibited.
6. To attend meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing other individuals or organizations to attend and vote at the meeting;
  - c. Attending and voting via online conferences, electronic voting, or other electronic forms;
  - d. Sending voting ballots to the meeting via mail, fax, or email.
7. To bear personal liability when acting in the name of the Group in any form to perform any of the following acts:
  - a. Violating the law;
  - b. Conducting business or performing other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Paying off undue debts when the Group is facing potential financial risks.
8. To maintain the confidentiality of information provided by the Group in accordance with the Group's Charter and the law; to use the provided information solely to exercise and protect their legal rights and interests; the dissemination, photocopying, or sending of information provided by the Group to other organizations or individuals is strictly prohibited.
9. To fulfill other obligations in accordance with current laws and this Charter.

## **Article 16. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest competent authority of the Group.
2. The General Meeting of Shareholders shall have the following rights and obligations:
  - a. To approve the development orientation of the Group;
  - b. To decide on the classes of shares and the total number of shares of each class authorized for offering; to decide on the annual dividend rate for each class of shares;
  - c. To elect, dismiss, and discharge members of the Board of Directors and Supervisors;
  - d. To decide on investments or the sale of assets with a value equal to or greater than 50% of the total asset value of the Group as recorded in the Group's most recent financial statements;
  - e. To decide on amendments and supplements to the Group's Charter;
  - f. To approve the annual financial statements;
  - g. To decide on the repurchase of more than 10% of the total sold shares of each class;
  - h. To approve contracts and transactions with the subjects stipulated in Clause 1 and Clause 3, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Group as recorded in the most recent financial statements;
  - i. To approve contracts and transactions in accordance with Clause 8 and Clause 9, Article 37 of this Charter;
  - j. To review and handle violations by members of the Board of Directors and Supervisors that cause damage to the Group and its shareholders;
  - k. To decide on the reorganization or dissolution of the Group;
  - l. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - m. To approve the internal regulations on corporate governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors;
  - n. To approve the list of independent auditing firms; to decide on the independent auditing firm to perform audits of the Group's activities; to dismiss independent auditors when deemed necessary;
  - o. Other rights and obligations as provided by the Law on Enterprises and the Group's Charter.

## **Article 17. Meetings of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall hold an annual meeting once (01) every year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.
2. The annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors has the authority to extend the deadline for holding the annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the fiscal year.

In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings or collect shareholders' opinions in writing.

The meeting venue of the General Meeting of Shareholders is determined as the location where the Chairperson attends and must be within the territory of Vietnam.

3. Based on the actual situation, the Board of Directors shall organize and convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors has the right to proactively select any location within the territory of Vietnam that is suitable for the Group's operating and business conditions at any given time.
4. The annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Group's Charter, particularly approving the annual financial statements and the business plan for the next fiscal year. Independent auditors may be invited to attend the meeting to provide advice on the approval of the annual financial statements.
5. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the interests of the Group;
  - b. The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number required by law;
  - c. Upon the request of a shareholder or a group of shareholders as stipulated in Clause 3, Article 14 of this Charter. Such request must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders;
  - d. Upon the request of the Board of Supervisors;
  - e. Other cases as provided by the Charter and legal regulations.
6. Convening an extraordinary General Meeting of Shareholders:
  - a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the remaining number of members of the Board of Directors is as specified in Point b, Clause 5 of this Article, or upon receiving a request as specified in Point c and Point d, Clause 5 of this Article;
  - b. Should the Board of Directors fail to convene the General Meeting of Shareholders as stipulated in Point a, Clause 6 of this Article, then within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors in convening the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises;
  - c. Should the Board of Supervisors fail to convene the General Meeting of Shareholders as stipulated in Point b, Clause 6 of this Article, then within the next thirty (30) days, the shareholder or group of shareholders stipulated in Clause 3, Article 14 of this Charter shall have the right to represent the Group in convening the meeting in accordance with Clause 4, Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and making decisions. All expenses for convening and conducting the meeting shall be reimbursed by the Group. These expenses do not include costs incurred by shareholders when attending the meeting, such as accommodation and travel expenses.

## **Article 18. Exercise of the Right to Attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting directly, authorize one or more other individuals or organizations in writing to attend, or attend through one of the forms stipulated in Clause 3 of this Article.
2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorized individual or organization and the number of shares authorized. The authorized individual or organization must present the power of attorney upon registration before entering the meeting room.
3. A shareholder shall be considered as attending and voting at the General Meeting of Shareholders in the following cases:
  - a. Attending and voting directly 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 forms;
  - d. Sending voting ballots to the meeting via mail or email.

## **Article 19. Variation of Rights**

1. Any variation or cancellation of special rights attached to a class of preferred shares shall be effective only when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders that results in an adverse change to the rights and obligations of preferred shareholders shall only be passed if it is approved by the preferred shareholders of that same class attending the meeting who own at least 75% of the total preferred shares of that class, or approved by preferred shareholders of that same class owning at least 75% of the total preferred shares of that class in the case of passing a resolution via written opinions.
2. A meeting of shareholders holding a specific class of preferred shares to approve the aforementioned variation of rights shall only be valid if there are at least two (02) shareholders (or their authorized representatives) present, holding at least one-third (1/3) of the par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the holders of shares of that class present in person or via authorized representatives shall be deemed to constitute a quorum, regardless of the number of attendees or the number of shares held. At such meetings, the holders of shares of that class present in person or via representatives may request a secret ballot. Each share of the same class carries equal voting rights at the aforementioned meetings.
3. The procedures for conducting such separate meetings shall be similar to the provisions in Articles 21, 22, and 23 of this Charter.
4. Unless otherwise provided by the terms of share issuance, special rights attached to classes of shares with preference in some or all matters regarding the distribution of profits or assets of the Group shall not be deemed varied by the issuance of additional shares of the same class.

## **Article 20. List of Shareholders Entitled to Attend the General Meeting of Shareholders**

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established based on the List of Security Owners provided by the VSD (Vietnam Securities Depository) as of the final registration date. This list must be established no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders. The Group must disclose information regarding the establishment of the list of shareholders entitled to attend the meeting at least 20 days prior to the final registration date.
2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and number of legal documents of the individual for individual shareholders; the name, enterprise code or number of legal documents of the organization, and head office address for organizational shareholders; the number of shares of each class, the shareholder registration number, and the date of registration for each shareholder.
3. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; and to request corrections to inaccurate information or the addition of necessary information about themselves in the list. The person in charge of corporate governance must promptly provide information from the shareholder register and amend or supplement inaccurate information upon a shareholder's request, and shall be liable for compensation for damages arising from failure to provide, or the untimely or inaccurate provision of, shareholder register information. The order and procedures for requesting information from the shareholder register shall comply with the provisions of this Charter.

## **Article 21. Convening, Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders may be convened in the cases stipulated in Clause 5, Article 17 of this Charter.
2. The convener of the General Meeting of Shareholders must prepare the agenda and content of the meeting.
3. The convener must send a meeting notice to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date. The meeting notice must include the name, head office address, and enterprise code; the name and permanent address of the shareholder, the time and venue of the meeting, and other requirements for attendees.
4. The meeting notice shall be sent to all shareholders by a method that ensures it reaches the shareholder's contact address, and shall simultaneously be published on the websites of the Group, the State Securities Commission, and the Stock Exchange where the Group's shares are listed or registered for trading.
5. The meeting notice must be accompanied by the following documents:
  - a. The meeting agenda, documents to be used in the meeting, and draft resolutions for each issue on the agenda.
  - b. Voting ballots and/or electronic voting instructions.

The sending of the agenda, meeting documents, and draft resolutions may be replaced by publishing them on the Group's website. In this case, the meeting notice must clearly state where and how to download the documents.

6. A shareholder or a group of shareholders as mentioned in Clause 3, Article 14 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Group at least three (03) working days before the opening date. The proposal must clearly state the shareholder's name and code, the number of shares of each class held, and the matters proposed for inclusion in the agenda.
7. If the convener refuses a proposal as stipulated in Clause 6 of this Article, they must provide a written response at least 02 working days before the opening date. The convener may only refuse a proposal in the following cases:
  - a. The proposal is not submitted in accordance with Clause 6 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 3, Article 14 of this Charter;
  - c. The proposed matter does not fall within the authority of the General Meeting of Shareholders; d. Other cases as provided by law and this Charter.
8. The Board of Directors/The convener of the General Meeting of Shareholders must prepare draft resolutions for each matter in the meeting agenda.
9. All resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be deemed legal and valid, even if the procedures for convening the meeting or the voting content were not strictly in accordance with the regulations or the agenda.

#### **Article 22. Conditions for Conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting shares.
2. In the event that the required quorum is not met within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first meeting. The reconvened General Meeting of Shareholders shall only be conducted when the attending members, including shareholders and authorized representatives, represent at least 33% of the total voting shares.
3. In the event that the second meeting cannot be conducted due to a lack of quorum within thirty (30) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting. In this case, the meeting shall be conducted regardless of the number of attending shareholders or authorized representatives, and shall be deemed valid with the authority to decide on all matters intended to be approved at the first meeting.

#### **Article 23. Procedures for Conducting and Voting at the General Meeting of Shareholders**

1. On the date of the General Meeting of Shareholders, the Group must perform registration procedures for attending shareholders before the opening of the meeting.

2. Upon registration, the Group shall provide each shareholder or authorized representative with voting rights: (i) a voting card specifying the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares; or (ii) a Username, OTP code, and password for the shareholder to log into the Group's online system to attend and vote on matters at the meeting. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by "agree," "disagree," or "no opinion." The results of the vote counting shall be announced by the Chairperson immediately before the closing of the meeting. The Meeting shall elect persons responsible for counting or supervising the counting of votes based on the Chairperson's nomination. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal.
3. Shareholders or authorized representatives arriving after the meeting has opened may still register and have the right to vote immediately after registration. In this case, the Chairperson is not responsible for stopping the meeting for latecomers to register, and the validity of previously voted matters remains unchanged.
4. The election of the Chairperson, Secretary, and Vote Counting Committee is regulated as follows: a. The Chairman of the Board of Directors shall act as Chairperson or authorize another member of the Board of Directors to act as Chairperson for meetings convened by the Board of Directors. In the event the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among them to act as Chairperson based on a majority principle. If a Chairperson cannot be elected, the Head of the Board of Supervisors shall preside so the Meeting can elect a Chairperson, and the person with the highest votes shall lead the meeting. b. In other cases, the person who signed to convene the meeting shall preside so the Meeting can elect a Chairperson. c. The Chairperson shall appoint one or several persons to act as Secretary of the meeting. d. The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee based on the Chairperson's proposal.
5. The agenda and meeting content must be approved by the General Meeting of Shareholders during the opening session. The agenda must specify the duration for each issue within the meeting content.
6. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by "agree," "disagree," or "no opinion." The results of the vote counting shall be announced by the Chairperson immediately before the closing of the meeting, unless otherwise provided in the Group's Charter.
7. The Chairperson has the right to implement necessary and reasonable measures to lead the meeting in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
8. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:
  - a. To require all attendees to undergo inspection or other lawful and reasonable security measures;

- b. To request competent authorities to maintain order; to expel those who fail to comply with the Chairperson's instructions, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security inspection requirements.
9. The Chairperson has the right to postpone a General Meeting of Shareholders that has a sufficient quorum for a maximum of three (03) working days from the scheduled opening date and may only postpone the meeting or change the venue in the following cases: a. The venue does not have sufficient or convenient seating for all attendees; b. Communication facilities at the venue do not ensure shareholders' participation, discussion, and voting; c. Attendees obstruct or disrupt order, posing a risk that the meeting might not be conducted fairly and lawfully.
  10. In the event the Chairperson postpones or suspends the meeting in violation of Clause 9 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in leading the meeting until its conclusion; all resolutions approved at that meeting shall be valid and effective.
  11. The Chairperson has the authority to decide on the order, procedures, and events arising outside the agenda of the General Meeting of Shareholders.

#### **Article 24. Forms and Conditions for Adopting Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the right to adopt all resolutions within its authority by voting at a meeting or by collecting written opinions, including but not limited to resolutions on:
  - a. Amendments and supplements to the Group's Charter;
  - b. Development orientation of the Group;
  - c. Classes of shares and the total number of shares of each class; d. Election, dismissal, and discharge of members of the Board of Directors and the Board of Supervisors;
  - d. Decisions on investment or sale of assets valued at 50% or more of the total asset value as recorded in the most recent financial statements of the Group;
  - e. Approval of the annual financial statements;
  - f. Reorganization or dissolution of the Group.
2. Resolutions of the General Meeting of Shareholders on the following contents shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all attending and voting shareholders, except for cases provided in Clauses 3 and 4 of this Article, Clause 1 of Article 19, and the case of adoption via written opinions as stipulated in Article 25 of this Charter:
  - a. Classes of shares and the total number of shares of each class;
  - b. Changes in business lines and sectors;
  - c. Changes in the management organizational structure of the Group;
  - d. Investment projects or sale of assets valued at 50% or more of the total asset value as recorded in the most recent financial statements of the Group;
  - e. Reorganization or dissolution of the Group.

3. Other resolutions shall be adopted when approved by shareholders owning more than 50% of the total voting shares of all attending and voting shareholders, except for cases provided in Clauses 2 and 4 of this Article and Clause 1 of Article 19 of this Charter.
4. Voting to elect members of the Board of Directors and the Board of Supervisors must be conducted via ordinary voting or cumulative voting in accordance with the election regulations approved by the General Meeting of Shareholders. Under the cumulative voting method, 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 for the Board of Directors or the Board of Supervisors, and the shareholder has the right to accumulate all or part of their votes for one or several candidates. The elected members shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest votes until the number of members specified in the Group's Charter is reached. In the event that two or more candidates receive equal votes for the final position, a re-election shall be held among those candidates or a selection shall be made based on the criteria in the election regulations.
5. Resolutions of the General Meeting of Shareholders must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's headquarters.

#### **Article 25. Authority and Procedures for Collecting Written Opinions to Adopt Resolutions of the General Meeting of Shareholders**

The General Meeting of Shareholders may adopt all matters within its authority by collecting written opinions from shareholders in any form consistent with the law, including direct implementation by the Group and/or using electronic voting services or other electronic forms compliant with VSDC's electronic voting service regulations. The order and procedures for using VSDC's electronic voting services shall comply with VSDC's regulations, the law, and this Charter.

The authority and procedures for collecting written opinions are implemented as follows:

1. The Board of Directors has the right to collect written opinions from shareholders to adopt a resolution of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Group.
2. The Board of Directors shall prepare the opinion form, the draft resolution, and explanatory documents for the draft decision, and send them to all voting shareholders at least 10 (ten) days before the deadline for returning the forms. The preparation of the list of shareholders and the method of sending documents shall comply with the relevant provisions of this Charter.
3. The opinion form must include the following primary contents:
  - a. Name, head office address, and enterprise code;
  - b. Purpose of the opinion collection;
  - c. Personal details (for individuals) or organizational details (for entities) of the shareholder; the number of shares of each class and the number of votes of the shareholder;

- d. Matters for which opinions are sought for approval;
  - e. Voting options, including "agree," "disagree," and "no opinion" for each matter;
  - f. The deadline for returning the completed opinion form to the Group;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return completed opinion forms to the Group via mail or email in accordance with the following regulations:
    - a. In the case of mailing, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion form sent to the Group must be contained in a sealed envelope, and no one is permitted to open it before the vote counting;
    - b. In the case of emailing, the opinion form sent to the Group must be kept confidential until the time of vote counting;
    - c. Opinion forms returned to the Group after the deadline specified in the content of the opinion form, or those that have been opened in the case of mailing or disclosed in the case of emailing, are invalid;
    - d. Opinion forms that are not returned shall be considered as not participating in the voting.
  5. The Board of Directors shall organize the vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or a shareholder who does not hold a management position in the Group. The vote-counting minutes must include the following primary contents:
    - a. Name, head office address, number and date of issuance of the Enterprise Registration Certificate, and place of business registration;
    - b. Purpose and matters for which opinions are sought for approval;
    - c. Number of shareholders with the total number of voting shares participating in the voting, distinguishing between valid and invalid votes and the method of sending the ballots, accompanied by an appendix listing the shareholders who participated in the voting;
    - d. Total number of "agree," "disagree," and "no opinion" votes for each matter;
    - e. Matters that have been adopted and the corresponding approval voting ratio;
    - f. Full names and signatures of the Chairman of the Board of Directors, the vote-counting supervisor, and the vote counters.

The members of the Board of Directors, the vote counters, and the vote-counting supervisor shall be jointly and severally liable for the truthfulness and accuracy of the vote-counting minutes; and shall be jointly and severally liable for any damages arising from decisions adopted due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and resolution must be sent to shareholders within 15 days from the end of the vote counting, or posted on the Company's website within 24 hours.
7. Returned forms, minutes, full texts of adopted resolutions, and related documents must be archived at the Group's headquarters.
8. A resolution is adopted via written opinions if approved by shareholders owning more than 50% of the total voting shares of all voting shareholders and shall have the same validity as a decision adopted at a meeting of the General Meeting of Shareholders.

## **Article 26. Online General Meeting of Shareholders (Online Meeting) and Electronic Voting**

1. Online Meeting: Refers to a General Meeting of Shareholders organized through the application of modern information technology to transmit audio and/or video of the Meeting, allowing shareholders at different locations to attend, observe, discuss, and vote on the meeting's issues.
2. The notice of convening an Online Meeting shall be provided to shareholders in the invitation notice to the General Meeting of Shareholders in accordance with Article 21 of this Charter.
3. Methods for Registering to Attend the Online Meeting:  
Shareholders are deemed to attend an Online Meeting under the following regulations:
  - a. Each shareholder will be provided with an access account and password to log into the Online System. The shareholder's access account will be encrypted to ensure the authentication of their status as an attending shareholder. The Group shall notify shareholders of the access account and password in the Meeting Invitation.
  - b. Shareholders registering to attend online will have their status authenticated and will be considered as validly attending and voting if they have completed the login using the Username and password/OTP code provided by the Group.
  - c. Authorization for Representatives to attend the Online General Meeting of Shareholders. The authorization to attend the Online Meeting shall be conducted in accordance with the same regulations as attending the meeting in person. Shareholders must comply by providing full information to execute the authorization, providing information about the proxy regarding their phone number, contact address, and email. The Group shall issue a username, access password, and other identification factors (if any) to the proxy.
4. Conditions for Conducting the Meeting:
  - a. An Online Meeting is conducted when it meets the quorum requirements similar to an in-person meeting as stipulated in these Regulations.  
The Shareholder Status Verification Committee shall determine the attendance ratio as the basis for the Meeting to proceed and for determining the voting ratio based on the total number of attending shareholders.
  - b. The Online Meeting and electronic voting system must meet the following conditions:
    - The system's transmission at the main venue must be continuous and stable, ensuring that shareholders' participation is not interrupted. In case of disruption at the main venue, the Organizing Committee must summarize the events of the disrupted portion;
    - The main venue must ensure conditions regarding sound, lighting, transmission lines, power supply, electronic means, and other equipment as required by the nature of an online meeting;
    - Ensure information security and the confidentiality of access accounts;

- Electronic data of the online meeting program must be archived and extractable from the system.
5. Methods for Attendance and Electronic Voting:
    - a. Shareholders/Proxies can only log into the online meeting screen from the time the System opens for login as previously announced by the Group or at another time decided by the Chairperson.
    - b. Discussions are conducted within the specified time and scope of the issues presented in the approved agenda. Shareholders shall provide comments, discuss, or ask questions following the methods guided by the Group or the Chairperson.
    - c. Shareholders/Proxies exercise their vote via electronic voting on the General Meeting of Shareholders System on the Group's website by selecting the "Voting" section. Electronic voting can be performed immediately after successful login or at each time a voting item arises during the live meeting.
    - d. Before the voting period ends, shareholders can only see their own voting results. After the voting period ends, shareholders will know the overall results for each item as announced by the Presidium or the Vote Counting Committee.
    - e. The Chairperson must announce the voting deadline on the System. If technical issues occur, shareholders may contact the support addresses provided in the Invitation Notice. Once the System closes the voting, shareholders have no right to change any content; the recorded result is final and no complaints or lawsuits related to this result shall be permitted.
    - f. Validity of Voting Ballots: A valid ballot is one cast by a shareholder/proxy who participates in voting, selects an option, and completes the submission on the system. If a shareholder logs in successfully but does not select any option, they are deemed to have waived their right and not participated in the vote for that specific item; their shares will not be added to the total voting count for that item.
  6. Determining Online Voting Results: Results shall be announced at the meeting after the count is completed and before the closing of the meeting.

**Article 27. General Meeting of Shareholders held via online conference combined with in-person attendance**

1. Notice of a hybrid meeting shall be provided to shareholders in the invitation notice in accordance with this Charter.
2. In-person attendance follows this Charter. Shareholders not attending in person may register for online attendance. A shareholder cannot register for both in-person and online attendance simultaneously.
3. Authorization for representatives is conducted in accordance with the respective regulations for online or in-person meetings.
4. Conditions for Conducting the Meeting: The meeting proceeds when the quorum is met based on the cumulative total of voting shares from both in-person and online attendees.
5. Methods for Attendance and Electronic Voting: Shareholders/Proxies shall follow the respective regulations for in-person and online meetings as stated in this Charter.

6. Determining Voting Results: Results will be announced at the meeting before closing, based on the consolidated results of both online and in-person ballots.

#### **Article 28. 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 prepared in Vietnamese and may additionally be prepared in a foreign language, and must include the following primary contents:
  - a. Name, head office address, and enterprise code;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Agenda and meeting content;
  - d. Full names of the Chairperson and Secretary;
  - e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the agenda;
  - f. Number of shareholders and the total number of voting shares of attending shareholders; an appendix listing registered shareholders and their representatives attending the meeting with the corresponding number of shares and votes;
  - g. Total number of votes for each matter, clearly specifying the voting method, total number of valid and invalid votes, "agree," "disagree," and "no opinion," and their respective percentages relative to the total votes of attending shareholders;
  - h. Matters that have been adopted and the corresponding ratio of approved votes;
  - i. Full names and signatures of the Chairperson and Secretary.

In the event the Chairperson or Secretary refuses to sign the minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all contents required by this Clause. The minutes must clearly state the refusal of the Chairperson or Secretary to sign.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting.
3. The Chairperson and Secretary, or any other person signing the minutes, shall be jointly and severally liable for the truthfulness and accuracy of the contents of the minutes.
4. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
5. The minutes of the General Meeting of Shareholders, all attached documents (if any), and relevant documents sent with the meeting notice must be disclosed in accordance with the law on information disclosure in the securities market and must be archived at the Company's headquarters.
6. The minutes of the General Meeting of Shareholders, the appendix listing registered shareholders, the adopted resolutions, and relevant documents sent with the meeting notice must be archived at the Group's headquarters.

## **Article 29. Request for Cancellation of Resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receiving a resolution, the minutes of the General Meeting of Shareholders, or the minutes of vote-counting results from a written opinion collection, shareholders or a group of shareholders as stipulated in Clause 3, Article 14 of this Charter have the right to request a Court or Arbitration to review and cancel a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Group's Charter, except where the Resolution is adopted by 100% of the total voting shares.
2. The content of the resolution violates the law or the Group's Charter.

In the event that shareholders or a group of shareholders request a Court or Arbitration to cancel a resolution as stipulated in this Article, such resolution shall remain effective until the Court or Arbitration decides otherwise, except in cases where temporary emergency measures are applied by a competent authority.

If a resolution of the General Meeting of Shareholders is canceled by a decision of a Court or Arbitration, the person who convened the canceled meeting may consider reorganizing the General Meeting of Shareholders within 90 days in accordance with the order and procedures provided by the Law on Enterprises and this Charter.

## **VII. THE BOARD OF DIRECTORS**

### **Article 30. The Board of Directors**

1. The Board of Directors is the management body of the Group, having full authority in the name of the Group to decide on and exercise the Group's rights and obligations, except for those within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall have the following rights and obligations:
  - a. To decide on strategies, medium-term development plans, annual production and business development plans, and budgets; to supervise the implementation of development plans, short-term and long-term plans regarding the Group's annual business plans;
  - b. To approve adjustments or changes to the Group's annual business plans based on authorization from the General Meeting of Shareholders when such adjustments are deemed consistent with the approved development strategy;
  - c. To supervise the executive activities of the General Director and other managers of the Group to ensure compliance with the decisions of the General Meeting of Shareholders/Board of Directors and to ensure the efficiency of business operations and organizational development;
  - d. To recommend classes of shares and the total number of shares of each class authorized for offering;
  - e. To decide on the sale of unsold shares within the scope of authorized shares of each class; to decide on additional capital mobilization through the issuance of bonds and other forms of capital mobilization;

- f. To decide on the selling prices of bonds, shares, and other convertible securities of the Group;
- g. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- h. To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- i. To decide on solutions for market development, marketing, and technology;
- j. To decide on investment plans or the sale of assets valued from 10% to less than 50% of the total asset value recorded in the Group's most recent financial statements;
- k. To approve contracts for purchase, sale, borrowing, lending, security transactions, or compensation, and other contracts or transactions valued at 35% or more of the total asset value recorded in the Group's most recent financial statements, except for those within the deciding authority of the General Meeting of Shareholders under this Charter;
- l. (Repealed);
- m. To elect, dismiss, and discharge the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, terminate contracts with, and decide on the salary, remuneration, bonuses, and other benefits of the General Director; to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies and decide on their remuneration and other benefits;
- n. To supervise and direct the General Director and other managers in the day-to-day business operations of the Group;
- o. To decide on the organizational structure and internal management regulations of the Group; to decide on the establishment, merger, spin-off, consolidation, transformation of legal form, and dissolution of subsidiaries, branches, and representative offices, as well as capital contributions to or purchase of shares in other enterprises;
- p. To decide on the price or organize the valuation of non-cash assets contributed to the Group related to the issuance of shares or bonds, including but not limited to gold, land use rights, intellectual property rights, technology, technological know-how, and other legal assets;
- q. To approve the program and contents of documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect opinions for the General Meeting of Shareholders to adopt resolutions;
- r. To submit annual financial statements to the General Meeting of Shareholders;
- s. To recommend dividend rates to be paid; to decide on the timing and procedures for dividend payment or the handling of losses arising during business operations;
- t. To decide on the issuance of the Operational Regulations of the Board of Directors and the internal regulations on corporate governance after they are approved by the General Meeting of Shareholders; to decide on the issuance of the Group's Information Disclosure Regulations;
- u. Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, other legal provisions, the Group's Charter, and Resolutions of the General Meeting of Shareholders from time to time.

3. The Board of Directors must report to the General Meeting of Shareholders on its performance in accordance with Point c, Clause 3, Article 139 of the Law on Enterprises and Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020.
4. The Board of Directors may authorize the General Director, Deputy General Directors, and other executives of the Group to represent and handle affairs on behalf of the Group.
5. At its discretion, the Board of Directors may establish sub-committees to be in charge of development policy, human resources, remuneration, and risk management. The number of members of a sub-committee is decided by the Board of Directors, including members of the Board of Directors and external members. The operation of sub-committees must comply with the regulations of the Board of Directors. A resolution of a sub-committee is only effective when approved by a majority of members attending and voting at its meeting.
6. The Board of Directors shall adopt resolutions and decisions by voting at meetings or by collecting written opinions. Each member of the Board of Directors has one vote. In the event of an equal number of votes in favor and against, the Chairman of the Board of Directors shall have the casting vote.
7. In the event that a resolution or decision adopted by the Board of Directors is in violation of the law, a Resolution of the General Meeting of Shareholders, or the Group's Charter, causing damage to the Group, the members who voted in favor of such resolution or decision shall be jointly and severally liable and must compensate the Group for damages; members who opposed such resolution or decision shall be exempted from liability. In such cases, shareholders of the Group have the right to request a Court to suspend or cancel the aforementioned resolution or decision.
8. The execution of decisions of the Board of Directors or its sub-committees must comply with current legal regulations, the Group's Charter, and the internal regulations on corporate governance.

### **Article 31. Qualifications and Conditions for Members of the Board of Directors**

1. A member of the Board of Directors must meet the following qualifications and conditions:
  - a. Having full civil act capacity and not being prohibited from managing an enterprise as prescribed by the Law on Enterprises and relevant laws;
  - b. Having professional qualifications and experience in business administration or in the fields and business lines of the Group; and not necessarily being a shareholder of the Group;
  - c. A member of the Board of Directors of the Group may concurrently serve as a member of the Board of Directors or a member of the Board of Members of at most 05 other companies.
2. An independent member of the Board of Directors must meet the following qualifications and conditions:
  - a. Not being a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, or biological sibling of a major shareholder of the Group, or a manager of the Group or its subsidiaries;

- b. Not being a person currently working for the Group, its parent company, or its subsidiaries; and not having worked for the Group, its parent company, or its subsidiaries in the three (03) immediately preceding years;
  - c. Not being a person currently receiving salary or remuneration from the Group, except for the allowances that members of the Board of Directors are entitled to under regulations;
  - d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Group;
  - e. Not having been a member of the Board of Directors or the Board of Supervisors of the Group for at least five (05) immediately preceding years, except for cases of appointment for two (02) consecutive terms.
3. Independent members of the Board of Directors must notify the Board of Directors if they no longer satisfy the conditions stipulated in Clause 2 of this Article and shall automatically cease to be an independent member from the date they fail to meet such conditions. The Board of Directors must announce such cases at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member within six (06) months from the date of receiving the notice from the relevant independent member.

#### **Article 32. Term of office and number of members of the Board of Directors**

1. The number of members of the Board of Directors shall be 06 people.
2. The term of office for members of the Board of Directors shall not exceed 05 years, and they may be re-elected for an unlimited number of terms. The term of office for a member of the Board of Directors who is added or replaced shall be the remaining duration of the Board of Directors' term. An individual may only be elected as an independent member of the Board of Directors of the Group for no more than 02 consecutive terms. In the event that all members of the Board of Directors conclude their terms at the same time, those members shall continue to serve as members of the Board of Directors until new members are elected as replacements and take over the work.
3. The number of non-executive members of the Board of Directors of the Group must be ensured as follows:
  - a. At least 01 non-executive member in cases where the company has between 03 and 05 members of the Board of Directors;
  - b. At least 02 non-executive members in cases where the company has between 06 and 08 members of the Board of Directors;
  - c. At least 03 non-executive members in cases where the company has between 09 and 11 members of the Board of Directors.
4. The number of independent members of the Board of Directors must ensure the following regulations:
  - a. At least 01 independent member in cases where the company has between 03 and 05 members of the Board of Directors;

- b. At least 02 independent members in cases where the company has between 06 and 08 members of the Board of Directors;
  - c. At least 03 independent members in cases where the company has between 09 and 11 members of the Board of Directors.
5. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Group in its Internal Regulations on Corporate Governance.
6. A member of the Board of Directors shall lose their status as a member of the Board of Directors when dismissed, removed, or replaced by the General Meeting of Shareholders in the following cases:
- a. No longer meeting the standards and conditions as prescribed by law and this Charter;
  - b. Submission of a resignation letter which is subsequently accepted;
  - c. Failure to participate in Board of Directors' activities for 06 consecutive months, except in cases of force majeure;
  - d. When deemed necessary, the General Meeting of Shareholders decides to replace a member of the Board of Directors; or dismiss/remove a member of the Board of Directors in cases other than those specified above.
7. The election, appointment, dismissal, removal, and replacement of members of the Board of Directors must be disclosed in accordance with legal regulations on information disclosure in the securities market

### **Article 33. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members. The Chairperson of the Board of Directors shall select one (or more) Vice Chairperson(s) of the Board of Directors, subject to the approval of the Board of Directors.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairperson of the Board of Directors has the following rights and obligations:
- a. To establish the programs and activity plans of the Board of Directors;
  - b. To prepare the agenda, content, and documents for meetings; to convene, preside over, and serve as the chairperson of Board of Directors' meetings;
  - c. To organize the adoption of resolutions and decisions of the Board of Directors;
  - d. To supervise the implementation process of the Board of Directors' resolutions and decisions;
  - e. To preside over the General Meeting of Shareholders;
  - f. Other rights and obligations as prescribed by the Group's Charter and the provisions of law.

4. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and perform the obligations of the Chairperson. In cases where no person is authorized, or if the Chairperson dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to administrative handling measures at a compulsory detoxification center or compulsory educational establishment, absconds from their place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding certain positions or practicing certain professions or doing certain work, the Vice Chairperson of the Board of Directors shall hold the position of Chairperson until a new decision is made by the Board of Directors.
5. The Chairperson of the Board of Directors may be removed according to a decision of the Board of Directors. In the event that the Chairperson resigns 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 letter or the date of dismissal, removal.

#### **Article 34. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected during the first meeting of the Board of Directors within seven (07) working days from the date the election of that Board of Directors concludes. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one (01) member has an equal and highest number of votes or percentage of votes, such members shall elect one person among them to convene the Board of Directors' meeting based on the majority principle.
2. The Chairperson of the Board of Directors must convene regular Board of Directors' meetings, establish the agenda, time, and location of the meeting at least five (05) days prior to the expected meeting date. The Chairperson may convene a meeting whenever deemed necessary, but must meet at least once (01) every quarter.
3. The Chairperson of the Board of Directors shall convene extraordinary meetings when deemed necessary for the interests of the Group. Additionally, the Chairperson must convene a Board of Directors' meeting without unjustifiable delay when one of the following parties makes a written request stating the purpose of the meeting and the issues to be discussed:
  - a. The General Director or at least five (05) other managers;
  - b. At least two (02) members of the Board of Directors;
  - c. The Board of Controllers;
  - d. An independent member of the Board of Directors.
4. The Board of Directors' meetings mentioned in Clause 3 of this Article must be conducted within seven (07) days after the request for the meeting is made. In the event the Chairperson does not accept to convene the meeting as requested, the Chairperson shall be held responsible for any damages occurring to the Group ; the persons requesting the meeting as mentioned in Clause 3 of this Article may themselves convene the Board of Directors' meeting.

5. The Chairperson or the convener of the Board of Directors' meeting must send the notice of meeting at least 03 working days before the meeting date. The meeting notice must specify the time, location, agenda, issues to be discussed, and expected decisions. The notice must be accompanied by documents to be used at the meeting and the voting ballots for the members. The notice of the Board of Directors' meeting may be sent by invitation letter, telephone, or electronic means and must ensure it reaches the registered contact address of each Board member at the Group.
6. The first meeting of the Board of Directors shall only proceed to make decisions when at least three-quarters (3/4) of the total number of Board members are present in person or through a representative (authorized person). If the required number of attending members is not met, the meeting must be reconvened within seven (07) days from the intended date of the first meeting. The reconvened meeting shall proceed if more than half (1/2) of the Board members attend.
7. **Voting:**
  - a. Except as provided in Point b, Clause 7 of this Article, each member of the Board of Directors or an authorized person present in person at the meeting shall have one (01) vote.
  - b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member or their related persons have an interest that conflicts or may conflict with the interests of the Group. Such member shall not be counted toward the minimum quorum required to hold a Board of Directors' meeting regarding decisions for which that member has no right to vote.
8. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is intended to be signed with the Group, and is aware of their interest therein, is responsible for disclosing the nature and content of that interest at the meeting where the Board of Directors first considers the signing of such contract or transaction. In the event a member is unaware that they or their related persons have an interest at the time the contract or transaction is signed, such member must disclose the relevant interests at the first Board of Directors' meeting held after they become aware of their interest or future interest in the related transaction or contract.
9. The Board of Directors adopts decisions and issues resolutions based on the approval of a majority of the members present (over 50%). In the event of a tie between approval and disapproval votes, the Chairperson's vote shall be the deciding vote.
10. Board of Directors' meetings may be organized in the form of an agenda among members when all or some members are at different locations, provided that each participating member can:
  - a. Hear every other Board member participating in the meeting;
  - b. Speak to all other attendees simultaneously. The exchange between members may be carried out directly via telephone or other means of communication. Board members participating in this manner are considered "present" at the meeting. The meeting location under this provision is where the largest group of Board members gathers, or if

no such group exists, where the Chairperson is present. Decisions adopted in a telephone meeting organized and conducted properly shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all Board members attending the meeting.

11. Resolutions in the form of written opinions are adopted based on the approval of the majority of Board members with voting rights. Such resolutions have the same effect and value as resolutions adopted by Board members at a meeting convened and organized according to standard practice.
12. The Chairperson of the Board of Directors is responsible for delivering the minutes of the Board of Directors' meeting to the members; such minutes shall serve as authentic evidence of the work conducted at those meetings unless an objection to the content of the minutes is made within ten (10) days from the date of delivery.

### **Article 35. Minutes of Board of Directors' Meetings**

1. Meetings of the Board of Directors must be recorded in the minutes and may be sound-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following primary contents:
  - a. Name, head office address, and enterprise identification number;
  - b. Time and location of the meeting;
  - c. Purpose, agenda, and content of the meeting;
  - d. Full names of each attending member or their authorized representative and the method of attendance; full names of members not attending and the reasons for their absence;
  - e. Issues discussed and voted on at the meeting;
  - f. A summary of the opinions expressed by each attending member according to the chronological order of the meeting;
  - g. Voting results, clearly stating members who approved, disapproved, or had no opinion;
  - h. Issues that were adopted and the corresponding voting approval ratio;
  - i. Full names and signatures of the chairperson and the person recording the minutes, except for the cases prescribed in Clause 2 of this Article.
2. In the event that the chairperson or the person recording the minutes refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all the contents specified in Points a, b, c, d, e, f, g, and h of Clause 1 of this Article.
3. The chairperson, the person recording the minutes, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.
4. Minutes of Board of Directors' meetings and documents used during the meeting must be archived at the Group's head office.

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

## **VIII. GENERAL DIRECTOR, EXECUTIVES, AND PERSON IN CHARGE OF CORPORATE GOVERNANCE**

### **Article 36. Management Organization and Executives**

1. The Group's management system must ensure that the management apparatus is responsible to the Board of Directors and falls under the leadership of the Board of Directors.  
The Group shall have one (01) General Director, Deputy General Directors, one (01) Chief Accountant, and other management positions. The General Director is appointed by the Board of Directors; the remaining management positions shall be appointed by the General Director. The appointment, dismissal, or removal of the General Director must be implemented through a Board of Directors' Resolution adopted in a valid manner.
2. Group Executives:
  - a. The General Director is the person who manages the day-to-day business operations of the Group. The General Director is subject to the supervision of the Board of Directors and is responsible to the Board of Directors and the law for the exercise of granted rights and performance of assigned obligations.
  - b. Upon the proposal of the General Director and the approval of the Board of Directors, the Group may recruit other executives with a quantity and standards suitable to the Group's structure and management regulations as prescribed by the Board of Directors. Corporate executives are responsible for assisting the Group in achieving its established operational and organizational objectives.
  - c. Salaries, bonuses, and other benefits of executives shall be recorded as business expenses of the Group in accordance with the law on corporate income tax. These items must be presented as a separate category in the Group's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

### **Article 37. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint a member of the Board of Directors or another person as the General Director; and sign a contract specifying the salary, remuneration, benefits, and other related terms. The salary and bonuses of the General Director shall be decided by the Board of Directors.
2. The term of office of the General Director is five (05) years, and they may be re-appointed for an unlimited number of terms. The appointment may be terminated based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position.
3. The General Director has the following powers and responsibilities:
  - a. To decide on matters related to the day-to-day business operations of the Group that do not fall under the authority of the Board of Directors;
  - b. To organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, the business plan, and matters approved by the Board of Directors and the General Meeting of Shareholders;

- c. To decide on all matters, including signing financial and commercial contracts on behalf of the Group, and organizing and managing production and business activities in accordance with specific decentralization decisions of the Board of Directors, except for matters within the authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter;
  - d. To organize the implementation of the Group's business plans and investment projects;
  - e. To propose organizational structure plans and internal management regulations of the Group;
  - f. To appoint, dismiss, or remove management positions within the Group, except for those within the authority of the Board of Directors;
  - g. To assign individuals or decide on the establishment of a department in charge of internal audit work depending on the Group's operational situation. Members of the internal audit department shall be appointed by the General Director;
  - h. To decide on salaries and other benefits for employees in the Group, including managers within the General Director's appointment authority;
  - i. To recruit labor;
  - j. To propose plans for dividend payment or handling business losses;
  - k. To decide on investment plans or the sale of assets valued at less than 10% of the total asset value recorded in the Group's most recent financial statements;
  - l. To approve contracts for purchase, sale, borrowing, lending, security transactions, or compensation, and other contracts and transactions valued at less than 35% of the total asset value recorded in the Group's most recent financial statements, except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter;
  - m. To authorize subordinates and others to perform one or several tasks within their authority and be responsible to the law and the Board of Directors for such authorization;
  - n. Other rights and obligations as prescribed by law, the Group's Charter, resolutions, and decisions of the Board of Directors, and the labor contract.
4. The General Director must manage the day-to-day business of the Group in accordance with the law, the Group's Charter, the labor contract signed with the Group, and the resolutions and decisions of the Board of Directors. In the event that management is contrary to the provisions of this Clause and causes damage to the Group, the General Director shall be responsible before the law and must compensate the Group for the damage. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested.
  5. The Board of Directors may remove the General Director when a majority of the attending Board members with voting rights approve and appoint a new General Director as a replacement.

### **Article 38. Person in charge of Corporate Governance and Group Secretary**

1. The Board of Directors shall appoint one (01) or more persons to be the Person in charge of Corporate Governance to support the corporate governance work at the enterprise. The Person in charge of Corporate Governance may concurrently serve as the Group Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Person in charge of Corporate Governance and the Group Secretary shall have a term of office and responsibilities as decided by the Board of Directors. The Board of Directors has the right to dismiss or remove the Person in charge of Corporate Governance and the Group Secretary, provided that such actions are not contrary to current labor laws.
3. The Person in charge of Corporate Governance and the Group Secretary must not simultaneously work for the approved auditing organization that is currently auditing the Group's financial statements.
4. The roles and duties of the Person in charge of Corporate Governance and the Group Secretary include:
  - a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Group and its shareholders;
  - b. Preparing for meetings of the Board of Directors, the Board of Controllers, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Controllers;
  - c. Advising on meeting procedures;
  - d. Attending meetings;
  - e. Ensuring that Board of Directors' resolutions comply with the law;
  - f. Providing financial information, copies of Board of Directors' meeting minutes, and other information to members of the Board of Directors and the Board of Controllers;
  - g. Supervising and reporting to the Board of Directors on the Group's information disclosure activities;
  - h. Acting as the contact point with stakeholders;
  - i. Maintaining information confidentiality in accordance with legal regulations and the Group's Charter;
  - j. Other rights and obligations as prescribed by law and decisions of the Board of Directors.

## **IX. BOARD OF SUPERVISORS**

### **Article 39. Board of Supervisors**

1. The number of members of the Group's Board of Supervisors shall be 03 (three) members. The members of the Board of Supervisors are elected by the General Meeting of Shareholders; the term of office of a member of the Board of Supervisors shall not exceed five (05) years, and they may be re-elected for an unlimited number of terms.
2. The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and this Charter, primarily including the following rights and obligations:
  - a. Proposing the selection of an independent auditing firm, the audit fees, and all related matters;
  - b. Discussing with the independent auditor the nature and scope of the audit before the audit begins;
  - c. Seeking independent professional or legal advice and ensuring the participation of external experts with appropriate professional experience in the Group's affairs if deemed necessary;

- d. Inspecting the annual, semi-annual, and quarterly financial statements, as well as the Group's business situation reports;
  - e. Discussing difficult issues and existing problems discovered from interim or final audit results, as well as any matters that the independent auditor wishes to discuss;
  - f. Reviewing the management letter of the independent auditor and the feedback from the Group's management;
  - g. Reviewing the Group's reports on internal control systems before they are approved by the Board of Directors;
  - h. Reviewing internal investigation results and management's feedback;
  - i. Other rights and obligations as prescribed by Law and the Group's Charter.
3. Members of the Board of Directors, the General Director, and other managers must provide all information and documents related to the Group's activities at the request of the Board of Supervisors. The Person in charge of Corporate Governance must ensure that all copies of resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and Board members must be provided to the Supervisors at the same time and in the same manner as for shareholders and Board members.
  4. The Board of Supervisors may issue regulations regarding its meetings and methods of operation. The Board of Supervisors must meet at least twice (02) a year, and the minimum number of members participating in a meeting is two (02) people.

#### **Article 40. Standards and Qualifications of the Board of Supervisors**

1. A Supervisor must satisfy the following standards and qualifications:
  - a. Not falling within the scope of subjects prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b. Holding a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise;
  - c. Not being a manager of the Group;
  - d. Not being a family relative of any manager of the Group;
  - e. Not working in the accounting or finance department of the Group;
  - f. Not being a member or employee of the approved auditing organization that performed audits of the Group's financial statements for the 03 consecutive preceding years;
  - g. Other standards and qualifications as prescribed by other relevant provisions of law.
2. The Supervisors shall elect one person among them to be the Head of the Board of Supervisors based on the majority principle. The Head of the Board of Supervisors must work on a full-time basis at the Group. The Head of the Board of Supervisors has the following rights and responsibilities:
  - a. To convene meetings of the Board of Supervisors;
  - b. To request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;

- c. To prepare and sign the reports of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.
3. Shareholders have the right to aggregate their individual voting rights to nominate candidates to the Board of Supervisors. A shareholder or a group of shareholders holding from 15% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; and from 50% to less than 60% may nominate a maximum of five (05) candidates.
4. In the event that the number of candidates for the Board of Supervisors through nomination and candidacy is still insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Group in its Internal Regulations on Corporate Governance. The nomination of candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.
5. A Supervisor shall lose their status as a member of the Board of Supervisors in the following cases:
  - a. That Supervisor no longer meets the standards and qualifications to be a Supervisor as prescribed in this Charter;
  - b. That Supervisor resigns by a written notice sent to the Group's head office; the time of termination of membership shall be the time stated in the resignation letter;
  - c. That Supervisor suffers from a mental disorder and other members of the Board of Supervisors have professional evidence proving that such Supervisor no longer has the capacity for civil acts;
  - d. That Supervisor is absent from Board of Supervisors' meetings for six (06) consecutive months without the approval of the Board of Supervisors, and the Board of Supervisors decides that their position is vacant.
6. That Supervisor is removed from membership of the Board of Supervisors by a decision of the General Meeting of Shareholders.
7. The Board of Supervisors may temporarily appoint another person as a member of the Board of Supervisors to fill a vacancy and such appointment must be approved by the General Meeting of Shareholders at the nearest meeting.

## **X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER MANAGERS**

### **Article 41. Duty of Care**

Members of the Board of Directors, Supervisors, the General Director, and other managers are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, in an honest manner for the best interests of the Group and with

the degree of care that a prudent person would exercise when holding an equivalent position and under similar circumstances.

#### **Article 42. Responsibility for Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the General Director, and other managers are not permitted to use business opportunities that may bring benefits to the Group for personal purposes; simultaneously, they must not use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.
2. Members of the Board of Directors, Supervisors, the General Director, and other managers are obligated to notify the Board of Directors of all interests that may cause a conflict with the interests of the Group which they may enjoy through other economic legal entities, transactions, or individuals.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Group, its subsidiaries, or other companies in which the Company holds control over 50% or more of the charter capital, with themselves or with 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 Group must perform information disclosure regarding these resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons as prescribed by the Law on Enterprises and this Charter.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons must not use or disclose internal information to others to perform related transactions.
6. The Group shall not provide loans or guarantees to shareholders who are individuals and their related persons.
7. The Group shall not provide loans or guarantees to shareholders that are organizations and their related persons who are individuals, except where the Shareholder is a Subsidiary in the case that the Subsidiary is a company without state-held shares or contributed capital and had performed capital contributions or share purchases in the Group before July 1, 2015.
8. The Group shall not provide loans or guarantees to related persons of shareholders that are organizations, except for cases where the Group and the organization being the related person of the shareholder are companies operating under a group of companies, including parent company - subsidiary, and such transaction must be approved by the General Meeting of Shareholders if the transaction value is 35% or more of the total asset value recorded in the Group's most recent financial statements, or approved by the Board of Directors if the transaction value is less than 35% of the total asset value recorded in the Group's most recent financial statements.
9. The Group may only perform the following transactions when approved by the General Meeting of Shareholders:

- a. Granting loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers who are not shareholders, and their related persons.
  - b. In the case of granting loans or guarantees to an organization related to a member of the Board of Directors, member of the Board of Supervisors, the General Director, or other managers, where the Group and that organization are companies operating under a group of companies, including parent company - subsidiary, the General Meeting of Shareholders shall approve if the transaction value is 35% or more of the total asset value recorded in the Group's most recent financial statements.
  - c. Contracts or transactions valued at 35% or more, or transactions leading to a total value of transactions arising within 12 months from the date of the first transaction valued at 35% or more of the total asset value recorded in the Group's most recent financial statements between the Group and:
    - One or more members of the Board of Directors, Supervisors, the General Director, other managers, or their related persons;
    - Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Group and their related persons;
    - Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;
  - d. Contracts, loan transactions, or asset sales valued greater than 10% of the total asset value recorded in the most recent financial statements between the Group and a shareholder owning 51% or more of the total voting shares or their related persons.
10. The Board of Directors shall approve the following Contracts and transactions:
- a. Loans or guarantees specified in Point a, Clause 9 of this Article that do not fall under the authority of the General Meeting of Shareholders.
  - b. Contracts and transactions specified in Point b, Clause 9 of this Article valued at less than 35% of the total asset value recorded in the Group's most recent financial statements;
  - c. Contracts and transactions in Point c, Clause 9 of this Article valued at or below 10% of the total asset value recorded in the Group's most recent financial statements.

#### **Article 43. Liability for Damages and Compensation**

1. Members of the Board of Directors, Supervisors, the General Director, and other managers who violate their obligations, duties of honesty and care, or fail to fulfill their obligations with due diligence and professional competence shall be held liable for damages caused by their violations.
2. The Group shall compensate those who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits where the Group is the plaintiff) if that person is or was a member of the Board of Directors, a manager, an employee, or an authorized representative of the Group, or if that person acted at the request of the Group in such capacities; provided that such person acted

honestly, prudently, and diligently in the best interests of the Group or not against the best interests of the Group, based on compliance with the law, and there is no evidence confirming that the person breached their responsibilities. When performing functions, duties, or tasks authorized by the Group, members of the Board of Directors, Supervisors, managers, employees, or authorized representatives shall be compensated by the Group when becoming a related party in claims, lawsuits, or prosecutions (except for lawsuits where the Group is the plaintiff) in the following cases:

- a. Having acted honestly, prudently, and diligently for the interests of and without conflict with the interests of the Group;
  - b. Having complied with the law and there is no evidence confirming a failure to perform their responsibilities.
3. Compensation costs include incurred expenses (including attorney fees), judgment costs, fines, and payments arising in reality or considered reasonable when resolving these cases within the framework permitted by law. The Group may purchase insurance for such persons to cover the aforementioned compensation liabilities.

## **XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE GROUP**

### **Article 44. Right to Inspect Books and Records**

1. Shareholders or groups of shareholders mentioned in Clause 3, Article 14 of this Charter have the right, directly or through an authorized representative, to send a written request to inspect the list of shareholders and minutes of the General Meeting of Shareholders during working hours at the Group's head office. A request for inspection made by an authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder whom that person represents or a notarized copy of such power of attorney.
2. Members of the Board of Directors, Supervisors, the General Director, and other managers have the right to inspect the Group's register of shareholders, the list of shareholders, and other books and records of the Group for purposes related to their positions, provided that this information must be kept confidential.
3. The Group must archive this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions and minutes 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 any other documents as prescribed by law at the head office or another location, provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
4. The Group's Charter must be published on the Group's website.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and Trade Union**

1. The General Director must prepare plans for the Board of Directors to approve matters related to recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline for employees and other managers.
2. The General Director must prepare plans for the Board of Directors to approve matters related to the Group's relationship with trade union organizations in accordance with the best management standards, practices, and policies, as well as the practices and policies prescribed in this Charter, the Group's regulations, and current legal provisions

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders shall decide the dividend payout ratio and the method of annual dividend payment from the retained profits of the Group, based on and within the scope of the dividend rate proposed by the Board of Directors.
2. The Board of Directors may decide on the payment of interim dividends if it considers such payment to be consistent with the Group's profitability.
3. The Group shall not pay interest on dividend payments or any payments related to a class of shares.
4. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of all or part of the dividends in shares, and the Board of Directors is the body responsible for implementing this decision.
5. In cases where dividends or other payments related to a class of shares are paid in cash, the Group must make payments in Vietnamese Dong (VND). Payments may be made directly or through banks based on the detailed bank account information provided by shareholders. In the event that the Group has transferred funds correctly according to the bank details provided by a shareholder but that shareholder does not receive the money, the Group shall not be held responsible for the funds transferred to the beneficiary shareholder. Dividend payments may also be conducted through Securities Companies or the Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution to determine a specific record date to finalize the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, shares, or receive notices and other documents.
7. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

## **XIV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR, AND ACCOUNTING SYSTEM**

### **Article 47. Bank Accounts**

1. The Group shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authorities, the Group may, where necessary, open bank accounts abroad in accordance with the provisions of law.
3. The Group shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Group has opened its accounts.

### **Article 48. Fiscal Year**

The fiscal year of the Group shall begin on the 1st day of January each year and end on the 31st day of December. The first fiscal year shall begin from the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December of the same year in which the Enterprise Registration Certificate was issued.

### **Article 49. Accounting System**

1. The accounting system used by the Group shall be the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.
2. The Group shall maintain accounting books in Vietnamese. The Group shall archive accounting records according to the types of business activities in which the Group participates. These records must be accurate, updated, systematic, and sufficient to prove and explain the Group's transactions.
3. The Group shall use Vietnamese Dong (or a freely convertible foreign currency in cases approved by the competent state authorities) as the currency unit for accounting purposes

## **XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE, AND PUBLIC ANNOUNCEMENTS**

### **Article 50. Annual, Semi-annual, and Quarterly Financial Statements**

1. The Group must prepare annual financial statements in accordance with the provisions of law as well as the regulations of the State Securities Commission. These statements must be audited in accordance with Article 52 of this Charter. Within ninety (90) days from the end of each fiscal year, the Group must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange, and the Business Registration Authority.
2. The annual financial statements must include a business results report reflecting truly and objectively the profit and loss situation of the Group during the fiscal year; a balance sheet reflecting truly and objectively the operational situation of the Group as of the reporting date; a cash flow statement; and notes to the financial statements.
3. The Group must prepare and disclose semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and the Stock Exchange, and submit them to the relevant Tax Authority and the Business Registration Authority in accordance with the provisions of the Law on Enterprises.

4. The audited annual financial statements (including the auditor's opinion) and the semi-annual reports of the Group must be published on the Group's website.
5. Interested organizations and individuals are entitled to inspect or copy the audited annual financial statements and semi-annual reports during the Group's working hours at its head office, subject to the payment of a reasonable copying fee.

#### **Article 51. Annual Report**

The Group must prepare and disclose an Annual Report in accordance with the legal regulations on securities and the securities market.

### **XVI. AUDITING OF THE GROUP**

#### **Article 52. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or authorize the Board of Directors to decide on the selection of an independent auditing firm to conduct the Company's auditing activities for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit its annual financial statements to the independent auditing firm after the end of the fiscal year.
2. The independent auditing firm shall inspect, certify, and report on the annual financial statements reflecting the Company's income and expenditures, prepare an audit report, and submit that report to the Board of Directors within two (02) months from the end of the fiscal year.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. Auditors performing the Group's audit are permitted to attend General Meetings of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express their opinions at the meeting on matters related to the audit

### **XVII. SEAL**

#### **Article 53. Seal**

1. The Board of Directors shall decide to approve the form of the official seal of the Group, its Branches, or Representative Offices (if any), and the seal shall be engraved in accordance with the provisions of the law.
2. The Board of Directors and the General Director shall use and manage the seal in accordance with the current provisions of the law.

### **XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Article 54. Termination of Operations**

1. The Group may be dissolved or terminate its operations in the following cases:
  - a. Upon the expiration of the Group's duration of operation, including any extensions;
  - b. The Court declares the Group bankrupt in accordance with current legal provisions;
  - c. Early dissolution as decided by the General Meeting of Shareholders;

- d. Other cases as prescribed by law.
2. The early dissolution of the Group (including any extended periods) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or obtain approval from the competent authority (if mandatory) as regulated.

#### **Article 55. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiration of the operation duration so that shareholders may vote on the extension of the Group's operations upon the proposal of the Board of Directors.
2. The operation duration shall be extended when approved by 65% or more of the total votes of shareholders with voting rights present in person or via authorized representatives at the General Meeting of Shareholders.

#### **Article 56. Liquidation**

1. At least six (06) months prior to the expiration of the Group's operation duration or following a decision to dissolve the Group, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from the Group's employees or independent experts. All expenses related to the liquidation shall be prioritized for payment by the Group before its other debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding its date of establishment and the date it commences operations. From that moment, the Liquidation Committee shall represent the Group in all matters related to the liquidation before the Court and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order of priority:
  - a. Liquidation expenses;
  - b. Salaries and insurance costs for employees;
  - c. Taxes and other payables to the State;
  - d. Loans (if any);
  - e. Other debts of the Group;
  - f. The remaining balance after paying all debts from items (a) to (e) above shall be distributed to shareholders. Preferred shares shall be given priority for payment.

### **XIX. INTERNAL DISPUTE RESOLUTION**

#### **Article 57. Internal Dispute Resolution**

1. In the event of a dispute or claim arising in connection with the Group's operations or the rights and obligations of shareholders as prescribed in the Group's Charter, the Law on Enterprises, other laws, or administrative regulations between:
  - a. A shareholder and the Group;
  - b. A shareholder and the Board of Directors, the Board of Supervisors, the General Director, or senior managers;

The related parties shall endeavor to resolve such dispute through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and request each party to present factual factors related to the dispute within 10 working days from the date the dispute arises. In cases where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In the event that a conciliation decision is not reached within six (06) weeks from the start of the conciliation process, or if the decision of the mediator is not accepted by the parties, any party may bring the dispute to a competent Court.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be implemented in accordance with the judgment of the Court.

## XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

### Article 58. Amendments and Supplements to the Charter

1. Any amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that legal regulations related to the Group's operations are not mentioned in this Charter, or if new legal regulations differ from the provisions in this Charter, such legal regulations shall naturally apply and govern the Group's activities.

## XXI. EFFECTIVE DATE

### Article 59. Effective Date

1. This Charter, consisting of 21 chapters and 59 articles, was unanimously adopted by the General Meeting of Shareholders of Khai Hoan Land Group Joint Stock Company, and the entire text of this Charter was approved for full effectiveness.
2. This Charter is prepared in two (02) copies of equal value.
3. This Charter is the unique and official Charter of the Group.
4. Copies or extracts of the Group's Charter are valid only when they bear the signature of the Legal Representative.
5. In the event that the Charter is amended or supplemented, it must bear the full name and signature of the Legal Representative of the Group.

*Hồ Chí Minh City, April 14, 2026*  
**LEGAL REPRESENTATIVE**  
TẬP ĐOÀN  
KHAI HOÀN LAND  
THÀNH PHỐ HỒ CHÍ MINH



**DINH THI NHAT HANH**  
General Director