VANPHU

SOCIALIST REPUBLIC OF VIETNAM
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CHARTER OF

VAN PHU REAL ESTATE DEVELOPMENT JOINT STOCK COMPANY

Ha Noi, September 11, 2026

VANPHU

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PREAMBLE

This Charter is promulgated pursuant to Resolution No. 1109/NQ-HĐQT dated 11/09/2026 of the Board of Directors, based on Resolution No. 2304-01/2026/NQ-ĐHĐCĐ and Resolution No. 2304-02/2026/NQ-ĐHĐCĐ dated 23 April 2026 of the 2026 Annual General Meeting of Shareholders.

SECTION I
DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Terms Interpretation

1. In this Charter, the following terms shall have the meanings ascribed to them below:

a. "**Charter Capital**" means the total par value of shares sold or subscribed upon the establishment of the joint stock company and as specified in Article 6 of this Charter;

b. **"Voting Capital"** means share capital in respect of which the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c. "**Law on Enterprises**" means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and any amendments and supplements thereto;

d. "**Law on Securities**" means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any amendments and supplements thereto;

e. **"Vietnam"** means the Socialist Republic of Vietnam;

f. "**Date of Establishment**" means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate);

g. **"Board of Management"** means the General Director, Deputy General Directors, and Chief Accountant;

h. "**Managers**" means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, and other individuals holding managerial positions elected by the General Meeting of Shareholders or appointed by the Board of Directors;

i. "**Related Persons**" means individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;

j. **"Shareholder"** means an individual or organization owning at least one share of the Company;

k. **"Founding Shareholder"** means a shareholder owning at least one ordinary share and whose name appears in the list of founding shareholders of the Company;

l. **"Major Shareholder"** means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

m. **"Operating Term"** means the duration of operation of the Company as specified in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;

n. **"Stock Exchange"** means the Vietnam Stock Exchange and its subsidiaries;

o. **"Company"** means Van Phu Real Estate Development Joint Stock Company.

2. In this Charter, references to any provision or document shall include any amendments thereto or replacements thereof.

3. Headings (Sections and Articles of this Charter) are included for convenience of reference only and shall not affect the interpretation of this Charter.

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

Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Operating Term of the Company

1. Company name
- Vietnamese name: **CÔNG TY CỔ PHẦN PHÁT TRIỂN BẤT ĐỘNG SẢN VĂN PHÚ**
- English name: **VAN PHU REAL ESTATE DEVELOPMENT JOINT STOCK COMPANY**
- Abbreviated name: **./.**
2. The Company is a joint stock company with legal personality in accordance with the applicable laws of Vietnam.
3. The registered head office of the Company is:
- Address: No. 104 Thai Thinh, Dong Da Ward, Ha Noi, Vietnam
- Telephone: 024 62583535
- Fax: 024 62583636
- E-mail: info@vanphu.vn
- Website: www.vanphu.vn
4. The Company may establish branches and representative offices within its business areas in order to achieve its operational objectives, in accordance with decisions of the Board of Directors and within the scope permitted by law.
5. Unless terminated prior to its term in accordance with Clause 2, Article 47 or extended pursuant to Article 48 of this Charter, the operating term of the Company shall be indefinite.

Article 3. Legal Representative of the Company

1. The Company has three (03) Legal Representatives, namely: the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and the General Director.
2. Rights and obligations of the Legal Representatives:

a. Each Legal Representative shall represent the Company in exercising the rights and performing the obligations arising from the Company's transactions; represent the Company as the petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before Arbitration, Courts, and shall exercise other rights and perform other obligations in accordance with the law and this Charter.

b. A Legal Representative may authorize another individual to exercise the rights and perform the obligations of the Legal Representative.

3. Legal Representatives shall be responsible for performing their duties in accordance with this Charter, the Law on Enterprises, the Law on Securities, and other relevant laws and regulations.

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

Article 4. Business Lines of the Company

1. Business Lines of the Company are:

No.	Name of Business Line	Code
1	Cultivation of vegetables, beans, and flowers	0118
2	Growing of other annual crops	0119
3	Growing of fruits	0121
4	Growing of spices, medicinal plants, and perennial aromatic crops	0128
5	Growing of other perennial crops	0129
6	Propagation and cultivation of agricultural seedlings	0130
7	Mixed farming	0150
8	Support activities for crop production	0161
9	Support activities for animal production	0162
10	Inland aquaculture	0322
11	Forestry, forest care, and nursery of forestry seedlings	0210
12	Mining of iron ores	0710
13	Quarrying of stone, sand, gravel, and clay	0810
14	Other mining support service activities	0990
15	Processing and preserving of meat and meat products	1010
16	Processing and preserving of fruits and vegetables	1030
17	Manufacture of dairy products	1050
18	Manufacture of bakery products	1071
19	Sawmilling, planing, and preservation of wood	1610
20	Printing-related services	1812
21	Manufacture of pharmaceuticals, medicinal chemicals, and botanical products	2100
22	Manufacture of wooden furniture	3101
23	Manufacture of metal furniture	3102
24	Manufacture of furniture from other materials	3109
25	Repair and maintenance of machinery and equipment	3312
26	Repair and maintenance of electrical equipment	3314
27	Repair and maintenance of transport equipment (excluding automobiles, motorcycles, and other motor vehicles)	3315
28	Repair and maintenance of other equipment	3319
29	Installation of industrial machinery and equipment	3320
30	Water collection, treatment, and supply	3600
31	Sewerage and wastewater treatment	3700
32	Treatment and disposal of non-hazardous waste	3821
33	Treatment and disposal of hazardous waste	3822
34	Remediation and other waste management services	3900
35	Construction of residential buildings	4101
36	Construction of non-residential buildings	4102
37	Construction of railway works	4211
38	Construction of road works	4212
39	Construction of electrical works	4221
40	Construction of water supply and drainage works	4222
41	Construction of other public utility works	4229
42	Construction of other civil engineering works Details: - Construction of urban infrastructure, industrial parks, and residential areas; - Site clearance and leveling of technical infrastructure, urban areas, public works, industrial parks, and handicraft zones; - Installation of low-voltage electrical works below 35kV; - Construction and installation of civil, industrial, transport, irrigation	4299

	works, and interior and exterior decoration.	
43	Demolition	4311
44	Site preparation	4312
45	Electrical installation	4321
46	Installation of water supply and drainage systems, heating systems, and air-conditioning systems	4322
47	Other construction installation activities Details: Installation of other equipment systems not related to electrical systems, irrigation piping systems, heating and air-conditioning systems, or industrial machinery in construction and civil engineering works; installation of industrial equipment systems in construction and civil works	4329
48	Building completion and finishing	4330
49	Other specialized construction activities Details: - Specialized construction activities for various structural types requiring specialized skills or equipment; - Subsurface works; - Construction of outdoor swimming pools; - Steam cleaning, sandblasting, and similar exterior building cleaning activities; - Rental of cranes with operators	4390
50	Agency, brokerage, and auction of goods Details: Air ticket agency services;	4610
51	Wholesale of beverages	4633
52	Wholesale of textiles, garments, and footwear	4641
53	Wholesale of motorcycles, motorbikes, and their parts and accessories (excluding auction activities)	4663
54	Other specialized wholesale not elsewhere classified Details: Trading in fire prevention and firefighting equipment (Article 23 of Decree 105/2025/ND-CP)	4679
55	Retail sale of beverages Details: - Retail sale of alcoholic beverages: spirits, wine, beer; - Retail sale of non-alcoholic beverages: soft drinks, sweetened beverages, carbonated or non-carbonated such as Coca-Cola, Pepsi, orange juice, lemon juice, and other fruit juices; - Retail sale of vegetable juices and fruit juices; - Retail sale of natural mineral water or other bottled purified water; - Retail sale of low-alcohol or non-alcoholic wine and beer.	4723
56	Retail sale of hardware, paints, glass, construction materials, and installation equipment	4752
57	Retail sale of carpets, mattresses, blankets, curtains, wall and floor coverings	4753
58	Retail sale of garments, footwear, leather, and imitation leather goods	4771
59	Urban passenger transport by bus	4921
60	Intercity and suburban passenger transport by bus	4922
61	Other passenger road transport (excluding bus transport)	4931
62	Other passenger land transport Details: Cable car passenger transport; tourist passenger transport by automobile; other passenger land transport not elsewhere classified	4932
63	Freight transport by road	4933
64	Sea and coastal passenger transport	5011
65	Inland waterway passenger transport	5021
66	Inland waterway freight transport	5022
67	Warehousing and storage	5210

68	Service activities directly supporting railway transport Details: Management of roads, bridges, tunnels, car parks, garages, bicycle and motorbike parking areas	5221
69	Cargo handling	5224
70	Service activities directly supporting road transport Details: Management of parking and vehicle keeping services	5225
71	Other transportation support activities Details: - Arrangement and organization of railway and road transport; - Freight forwarding; - Cargo delivery and logistics services;	5229
72	Hotels and similar accommodation	5510
73	Other short-term accommodation activities	5520
74	Other accommodation establishments	5590
75	Restaurants and mobile food service activities (excluding bar, karaoke, and nightclub businesses)	5610
76	Catering services under occasional contracts with customers	5621
77	Other food service activities	5629
78	Beverage serving activities Details: Bars, pubs, and beverage serving services;	5630
79	**Real estate business, land use rights of owners, users, or lessees** Details: Real estate business *(Article 9 of the 2023 Law on Real Estate Business)*;	**6810 (Main)**
80	Intermediation services for real estate activities **Details:** Real estate brokerage *(Article 61 of the 2023 Law on Real Estate Business);*	6821
81	Other real estate activities on a fee or contract basis Details: - Consultancy and management of residential housing and land use rights; - Consultancy and management of non-residential housing and land use rights; - Other real estate activities not elsewhere classified on a fee or contract basis *(Article 67 of the 2023 Law on Real Estate Business)*;	6829
82	Head office activities	7010
83	Business management consultancy and other management consultancy activities	7020
84	Architectural and engineering activities and related technical consultancy Details: - Investment project management and bidding consultancy; - Consultancy for construction and completion of civil, industrial, transport, irrigation, and technical infrastructure works (design and survey only within licensed scope, excluding construction supervision); - Geodetic survey for road works; - Hydrological and environmental surveys; - Geological surveys; - Structural design for civil and industrial works; - Architectural master planning, interior and exterior design for civil and industrial works; - Design of ground leveling, water supply and drainage, and internal roads; - Preparation of industrial, transport, and irrigation projects; - Preparation of civil construction projects; - Architectural design;	7110
85	Scientific research and technological development in natural sciences	7211
86	Scientific research and technological development in engineering and technology	7212

87	Scientific research and technological development in medical and pharmaceutical sciences	7213
88	Advertising (excluding tobacco advertising)	7310
89	Specialized design activities	7410
90	Other professional, scientific, and technical activities not elsewhere classified Details: Research, application, and technology transfer in construction materials; consultancy on fire prevention and firefighting technology transfer	7499
91	Veterinary activities	7500
92	Rental of motor vehicles	7710
93	Rental of sports and recreational equipment	7721
94	Rental of other personal and household goods	7729
95	Rental of machinery, equipment, and other tangible goods without operators Details: Rental of construction machinery and equipment	7730
96	Combined support services	8110
97	General cleaning of buildings	8121
98	Other cleaning services Details: - Exterior cleaning of all types of buildings including offices, factories, shops, agencies, and multi-purpose buildings; - Specialized cleaning services such as window cleaning, chimney cleaning, furnace cleaning, ventilation ducts; - Swimming pool cleaning and maintenance; - Industrial machinery cleaning; - Cleaning of trains, buses, and aircraft; - Road cleaning; - Disinfection and sterilization services; - Other cleaning services not elsewhere classified;	8129
99	Landscape service activities	8130
100	Office administrative and support activities	8210
101	Nursery education	8511
102	Kindergarten education	8512
103	Primary education	8521
104	Lower secondary education	8522
105	Upper secondary education	8523
106	Elementary-level vocational training	8531
107	Intermediate-level vocational training	8532
108	College-level vocational training	8533
109	Elementary vocational training Details: Physical training and yoga instruction	8551
110	Cultural and arts education	8552
111	Other education not elsewhere classified: - Tutoring services; - Foreign language and communication skills training; - Driving instruction for non-professional drivers; - Self-defense training; - Life skills training; - Computer training.	8559
112	Intermediation services for education and tutoring courses	8561
113	Other education support activities	8569
114	Activities of general, specialized, and dental clinics	8620
115	Other human health activities not elsewhere classified	8699
116	Activities of nursing and convalescent care facilities (excluding medical treatment services)	8710

117	Literary and musical creation activities	9011
118	Other artistic creation activities	9019
119	Library activities	9111
120	Archival activities	9112
121	Operation of sports facilities Details: Swimming pools, stadiums, golf courses, and related services	9311
122	Other sports activities Details: Recreational dance activities	9319
123	Amusement parks and theme parks	9321
124	Other amusement and recreation activities Details: - Other amusement and recreation activities not elsewhere classified; - Operation of recreation areas and beaches, including rental of facilities such as changing rooms, lockers, deck chairs, umbrellas; - Operation of recreational transport facilities such as cruises; - Rental of leisure equipment as part of recreational facilities; - Operation of dance halls and ballrooms where beverage service is not the main activity; - Karaoke services .	9329
125	Spa and sauna services Details: Sauna, massage, sunbathing, and non-surgical beauty treatments	9623
126	Washing and dry-cleaning of textile and fur products	9610
127	Beauty care and other personal care services Details: Non-medical beauty services such as facial massage, manicure, pedicure, makeup, hair removal,...	9622
128	Other personal service activities	9690
129	Repair of bicycles, watches, personal and household goods not elsewhere classified	9529
130	Repair of furniture and similar items	9524
131	Repair of household appliances	9522
132	Other financial service support activities not elsewhere classified Details: Investment consultancy; trust and supervision services on a fee or contract basis (excluding legal, financial, accounting, auditing, tax, and securities consultancy)	6619
133	Manufacture of cement, lime, and plaster	2394
134	Hospital and medical station activities Details: Hospitals	8610
135	Other mining and quarrying not elsewhere classified Details: Mining of minerals (excluding minerals prohibited by the State);	0899
136	Manufacture of non-alcoholic beverages and mineral water	1105
137	University education	8541
138	Master's level education	8542
139	Doctoral level education	8543
140	Repair and maintenance of automobiles and other motor vehicles	9531
141	Other manufacturing not elsewhere classified Details: Manufacture and assembly of fire prevention and firefighting equipment *(Article 23 of Decree 105/2025/ND-CP)*	3290
142	Other monetary intermediation activities Details: Foreign exchange agency services	6419

143	Botanical and zoological garden activities	9141
144	Nature reserve activities	9142
145	Motion picture projection activities	5914

2. The Company's objective is to become an internationally recognized real estate group, a leader in the industry, operating sustainably, enhancing shareholder value, and contributing to society.

Article 5. Scope of Business and Operations of the Company

The Company is permitted to conduct business activities in the business lines specified in this Charter that have been duly registered, for which any changes have been notified to the business registration authority, and which have been published on the National Enterprise Registration Portal. In the case of conditional business lines, the Company must satisfy all applicable business conditions in accordance with the Law on Investment and relevant specialized laws.

SECTION IV
CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The charter capital of the Company is VND 3,520,543,740,000 (Three trillion five hundred twenty billion five hundred forty-three million seven hundred forty thousand Vietnamese Dong);

   The total charter capital of the Company is divided into 352,054,374 (Three hundred fifty-two million fifty-four thousand three hundred seventy-four) shares, each having a par value of VND 10,000 (Ten thousand Vietnamese Dong).
2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
3. As of the date of adoption of this Charter, the shares of the Company comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are specified in Articles 11 and 12 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
5. The names, addresses, number of shares, and other information of the founding shareholders in accordance with the Law on Enterprises are set out in Appendix 01 attached hereto and form an integral part of this Charter.

   As of the date of adoption of this Charter, all restrictions on ordinary shares held by the founding shareholders are removed.

   Ordinary shares must be offered for sale to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for shall be decided upon by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase shares it has issued in accordance with the methods prescribed in this Charter and applicable laws.
7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and/or the Board of Directors within their respective authorities as prescribed in this Charter and in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares owned.
2. A share certificate is a type of security evidencing the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization. A share certificate must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. For non-deposited shares, within ten (10) working days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within ten (10) working days from the date of full payment for subscribed shares in accordance with the Company's share issuance plan (or such other period as stipulated in the terms of issuance), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company any costs for printing the share certificate.
4. In case a non-deposited share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate upon request. Such request must include:

a. Information relating to the lost, damaged, or destroyed share certificate;

b. A commitment to assume responsibility for any disputes arising from the re-issuance of the new share certificate.

5. For deposited shares, the issuance of certificates of share ownership shall, in all cases, be carried out in accordance with the regulations of the Vietnam Securities Depository and Clearing Corporation.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the Legal Representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares may be freely transferred unless otherwise provided in this Charter and applicable laws. Shares listed/registered for trading on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares which have not been fully paid for shall not be transferred and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive shares issued to increase share capital from equity sources, the right to subscribe for newly issued shares, and other rights and benefits in accordance with applicable laws.

SECTION V

ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 10. Organizational Structure, Governance, and Control

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

1. The General Meeting of Shareholders.
2. The Board of Directors and the Audit Committee under the Board of Directors.
3. The General Director.

SECTION VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly, through authorized representatives, or by other means as prescribed by the Company's Charter and applicable laws. Each ordinary share shall carry one vote;

b. To receive dividends at a rate as decided by the General Meeting of Shareholders;

c. To have pre-emptive rights to subscribe for new shares in proportion to their respective ownership of ordinary shares in the Company;

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

e. To examine, search, and extract information relating to names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate information;

f. To examine, search, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding;

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

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

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

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

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

2. A shareholder or group of shareholders holding five percent (5%) or more of the total number of ordinary shares shall have the following rights:

a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises and Clause 3, Article 13 of this Charter;

b. To examine, search, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to trade secrets and business secrets of the Company;

c. To request the Board of Directors to inspect specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include: full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal identification,

and head office address of organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group, and ownership ratio; matters to be inspected and purpose of inspection. In this case, the Audit Committee shall directly conduct the inspection and report to the Board of Directors;

d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than ten (10) working days prior to the opening date. The proposal must clearly state the name of the shareholder, number of each type of shares held, supporting documents, signatures of the shareholder(s), and the proposed agenda item;

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

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

a. Ordinary shareholders forming a group for the purpose of nomination must notify the Board of Directors of such grouping at least ten (10) working days prior to the opening date of the General Meeting of Shareholders or within such other period (if any) in accordance with the nomination regulations issued by the Board of Directors and notified to attending shareholders prior to the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors to be elected, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more candidates as determined by the General Meeting of Shareholders. In the event that the number of nominated candidates is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 12. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To fully and timely pay for the number of shares committed to subscribe.
2. Not to withdraw the contributed capital represented by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and any related persons shall be jointly liable for the debts and other property obligations of the Company within the value of the shares withdrawn and for any damages incurred.
3. To comply with the Company's Charter and internal management regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information only for the exercise and protection of their lawful rights and interests; and not to disclose, copy, or transfer such information to any other organization or individual.
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:

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 meeting or a combination of online and in-person meeting, E-voting, or other electronic forms, depending on the meeting and/or voting format as determined by the Board of Directors;

d. Sending voting ballots to the meeting by mail, fax, email, or other means in accordance with applicable laws and decisions of the Board of Directors;

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

a. Violations of the law;

b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;

c. Paying debts not yet due where there is a potential financial risk to the Company.

8. To provide accurate address information when registering to subscribe for shares.

9. To fulfill other obligations in accordance with applicable laws.

Article 13. General Meeting of Shareholders

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

2. The Board of Directors shall convene the annual General Meeting of Shareholders and determine an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, particularly the approval of audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

a. When deemed necessary for the interests of the Company;

b. When the number of remaining members of the Board of Directors is less than the minimum required by law;

c. Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises and Clause 2, Article 11 of this Charter. Such request must be made in writing and include: full name, contact address, nationality, and legal identification for individual shareholders; name, enterprise code or legal identification, and head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group, ownership ratio, and grounds and reasons for the request. Supporting documents and evidence of violations of the Board of Directors, the level of violation, or decisions exceeding authority must be attached. The requesting shareholder(s) shall be fully responsible before the law for the accuracy and truthfulness of the provided documents and evidence;

d. Upon request of the Audit Committee;

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

4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must convene the meeting within thirty (30) days from the date the number of remaining Board members falls below the minimum as prescribed in Point b, Clause 3 of this Article, or from the date of receipt of a request as prescribed in Points c and d, Clause 3 of this Article;

b. If the Board of Directors fails to convene the meeting as prescribed, within the next thirty (30) days, the shareholder(s) specified in Point c, Clause 3 of this Article shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises. In such case, such shareholder(s) may request the business registration authority to supervise the procedures for convening, conducting the meeting, and issuing resolutions. All reasonable expenses incurred for convening and conducting the meeting shall be reimbursed by the Company, excluding expenses incurred by shareholders for attending the meeting such as accommodation and travel costs;

Trong trường hợp này, cổ đông hoặc nhóm cổ đông triệu tập họp Đại hội đồng cổ đông có quyền đề nghị cơ quan đăng ký kinh doanh giám sát trình tự, thủ tục triệu tập, tiến hành họp và ra quyết định của Đại hội đồng cổ đông. Tất cả chi phí hợp lý cho việc triệu tập và tiến hành họp Đại hội đồng cổ đông được công ty hoàn lại. Chi phí này không bao gồm những chi phí do cổ đông chi tiêu khi tham dự Đại hội đồng cổ đông, kể cả chi phí ăn ở và đi lại.

c. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises and Article 17 of this Charter.

5. The annual and extraordinary General Meeting of Shareholders may be conducted in the form of in-person meetings, online meetings, or a combination thereof, including E-voting or other electronic forms, depending on the meeting and/or voting format as determined by the Board of Directors.

Depending on actual circumstances, the Board of Directors shall decide on the form and method of organizing the General Meeting of Shareholders and notify shareholders at least ten (10) days prior to the opening date or in the notice of invitation in accordance with Clause 3, Article 17 of this Charter. The Board of Directors shall have the authority to decide, approve, and promulgate, including but not limited to, regulations on online or hybrid meetings, E-voting procedures, guidelines, and other relevant regulations depending on each form and method of organization.

Article 14. Rights and Obligations of the General Meeting of Shareholders

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

a. To approve the Company's development orientation;

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, remove, and dismiss members of the Board of Directors;

d. To decide on investment, purchase, or sale of assets with a value equal to or exceeding 50% of the total asset value as recorded in the most recent financial statements of the Company;

e. To decide on amendments and supplements to the Company's Charter;

f. To approve annual financial statements;

g. To decide on the repurchase of more than 10% of the total number of issued shares of each class;

h. To examine and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;

i. To decide on reorganization or dissolution of the Company;

j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;

k. To approve the Internal Governance Regulations; to approve the Operating Regulations of the Board of Directors;

l. To approve the list of approved auditing firms; to decide or authorize the Board of Directors to decide on the selection of an approved auditing firm to audit the Company's operations; and to dismiss the approved auditor when deemed necessary;

m. When necessary, to delegate or authorize the Board of Directors to decide or approve certain matters within the authority of the General Meeting of Shareholders as prescribed in this Article;

n. Other rights and obligations as prescribed by law and this Charter.

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

a. The Company's annual business plan;

b. Audited annual financial statements;

c. Reports of the Board of Directors on corporate governance and performance of the Board of Directors and each member thereof; independent members of the Board of Directors serving on the Audit Committee shall report at the annual General Meeting of Shareholders in accordance with Article 284 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government and its amendments, supplements, or replacements from time to time;

d. Dividend levels for each class of shares;

e. The number of members of the Board of Directors;

f. Election, removal, and dismissal of members of the Board of Directors;

g. The budget or total remuneration, bonuses, and other benefits of the Board of Directors;

h. Approval of the list of approved auditing firms; decision or authorization for the Board of Directors to select an approved auditing firm to audit the Company's operations when necessary;

i. Amendments and supplements to the Company's Charter;

j. Classes and number of newly issued shares for each class and transfer of shares of founding shareholders within the first three (03) years from the establishment date;

k. Division, separation, consolidation, merger, or conversion of the Company;

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

m. Investment, purchase, or sale of assets with a value equal to or exceeding 50% of total assets as recorded in the most recent financial statements;

n. Repurchase of more than 10% of the total number of issued shares of each class;

o. Approval of contracts and transactions between the Company and parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of total assets of the Company as recorded in the most recent financial statements;

p. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government and its amendments, supplements, or replacements from time to time;

q. Approval of the Internal Governance Regulations and the Operating Regulations of the Board of Directors;

r. When necessary, delegation or authorization to the Board of Directors to decide or approve certain matters within the authority of the General Meeting of Shareholders;

s. Consideration and decision on other matters in accordance with applicable laws and this Charter.

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

Article 15. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or the authorized representative of an organizational shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization must be made in writing in accordance with civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of authorization, the term of authorization, and the signatures of both parties.

   The authorized representative must submit the authorization document upon registration for attendance. In case of sub-authorization, the attendee must present the original authorization document of the shareholder or the authorized representative of an organizational shareholder (if not previously registered with the Company).

3. The voting ballots of an authorized representative shall remain valid within the scope of authorization even in the following cases, except where:

a. The authorizing person has died, has limited legal capacity, or has lost legal capacity;

b. The authorizing person has revoked the authorization;

c. The authorizing person has revoked the authority of the authorized representative.

   This provision shall not apply if the Company receives notice of any of the above events at least forty-eight (48) hours before the opening time of the meeting or before the reconvened meeting.

Article 16. Variation of Rights

1. Any change or cancellation of special rights attached to a class of preference shares shall be valid only if approved by shareholders representing at least 65% of the total voting rights of attending shareholders. Any resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of holders of preference shares shall be approved only if consented to by shareholders holding at least 75% of the total number of such preference shares attending the meeting, or by shareholders holding at least 75% of the total number of such preference shares in the case of written resolution.

2. A meeting of shareholders holding a class of preference shares to approve such changes shall be valid only if at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of that class. If the quorum is not met, the meeting shall be reconvened within thirty (30) days, and the shareholders present (regardless of number and shareholding) shall constitute

a valid quorum. At such meetings, shareholders may request secret ballots. Each share of the same class shall carry equal voting rights.

3. Procedures for such separate meetings shall be conducted in accordance with Articles 18, 19, and 20 of this Charter.
4. Unless otherwise provided in the issuance terms, the special rights attached to preference shares relating to profit or asset distribution shall not be altered by the issuance of additional shares of the same class.

Article 17. Convening, Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene Annual and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 13 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following duties:

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

b. Prepare the agenda and contents of the meeting;

c. Prepare documents for the meeting;

d. Draft resolutions of the General Meeting of Shareholders in accordance with the expected contents of the meeting;

e. Determine the time and venue for holding the meeting;

f. Notify and send notices of invitation to the General Meeting of Shareholders to all shareholders entitled to attend;

g. Perform other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders may be sent to all shareholders by postal service, electronic mail (email), text message, fax and/or other means of communication to ensure delivery to the registered contact address of the shareholders. In case the Company sends the notice of invitation by email, text message or fax, the email address or phone number shall be the one stored and provided by the Vietnam Securities Depository and Clearing Corporation or registered by the shareholders with the Company. The notice of invitation shall be simultaneously published on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice of invitation to all shareholders on the list of shareholders entitled to attend at least twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders or posted on the Company's website. In case such documents are not enclosed with the notice, the notice must clearly indicate the link to access all meeting documents, including:

a. Agenda and documents used in the meeting;

b. List and detailed information of candidates in case of election of members of the Board of Directors;

c. Voting ballots;

d. Draft resolutions for each matter in the agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 11 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than ten (10) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held, accompanied by supporting documents, signatures of the shareholder(s), and the proposed matters to be included in the agenda.

5. The convener has the right to reject proposals mentioned in Clause 4 of this Article in the following cases:

a. The proposal is not submitted in accordance with Clause 4 of this Article;

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

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

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

6. The convener must accept and include proposals specified in Clause 4 of this Article in the draft agenda and contents of the meeting, except for the cases specified in Clause 5; such proposals shall be officially included if approved by the General Meeting of Shareholders.

Article 18. 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 fifty percent (50%) of the total voting shares.

2. In case the first meeting does not meet the conditions prescribed in Clause 1 of this Article, a second notice of invitation must be sent within thirty (30) days or another period as decided by the Board of Directors from the intended date of the first meeting. The second meeting shall be conducted when the attending shareholders represent at least thirty-three percent (33%) of the total voting shares.

3. In case the second meeting does not meet the conditions prescribed in Clause 2 of this Article, a third notice of invitation must be sent within twenty (20) days or another period as decided by the Board of Directors from the intended date of the second meeting. The third meeting shall be conducted regardless of the total number of voting shares represented by attending shareholders.

Article 19. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

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

a. Upon registration, the Company shall issue to each shareholder or authorized representative a voting card and/or ballot indicating the registration number, full name of the shareholder, full name of the authorized representative, number of voting rights, and other details as decided by the Board of Directors. Voting cards and/or ballots may be encoded for vote counting using computer software or other electronic methods. The General Meeting shall discuss and vote on each item in the agenda. Voting shall be

conducted by approval, disapproval, or abstention. At the meeting, approval votes shall be collected first, followed by disapproval votes, and then the total votes shall be counted to determine the result. Voting and vote counting may be conducted using computer software, direct voting, on-site voting, online voting, E-voting or other electronic methods as decided by the Board of Directors. The vote counting results shall be announced by the Chairperson before the closing of the meeting. The General Meeting shall elect persons responsible for vote counting or supervision based on the Chairperson's proposal. The number of members of the vote counting committee shall be decided by the General Meeting; otherwise, the Chairperson shall appoint them;

b. Shareholders or authorized representatives arriving after the opening of the meeting may still register and have the right to participate and vote immediately after registration. The Chairperson is not required to suspend the meeting for late arrivals, and the validity of previously adopted matters remains unchanged.

2. The election of the Chairperson, secretary, and vote counting committee shall be conducted 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. If the Chairman is absent or temporarily unable to work, the remaining members shall elect one among them by majority vote. If no one is elected, the Head of the Audit Committee shall preside for the General Meeting to elect a Chairperson, and the person with the highest votes shall act as Chairperson;

b. Except for the case in point (a), the person signing the convening decision shall preside over the election of the Chairperson, and the person with the highest votes shall act as Chairperson;

c. The Chairperson shall appoint one or more persons as secretaries of the meeting.

d. The General Meeting shall elect one or more persons to the vote counting committee as proposed by the Chairperson; failing which, the Chairperson shall appoint them.

3. The agenda and contents of the meeting must be approved at the opening session. The agenda must clearly and specifically allocate time for each item.

4. The Chairperson has the right to implement necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the will of the majority, including:

a. Arranging seating to ensure security, safety, and health conditions;

b. Ensuring safety for all attendees;

c. Facilitating shareholders to attend or continue attending the meeting. The convener has full authority to change such measures and apply necessary actions, including issuing entry passes or other selection methods.

5. The General Meeting shall discuss and vote on each agenda item. Voting shall be conducted by approval, disapproval, or abstention. Voting and vote counting may be conducted by software, direct voting, on-site voting, online voting, E-voting or other methods as decided by the Board of Directors. Results shall be announced by the Chairperson before closing.

6. Shareholders or authorized representatives arriving after the meeting has commenced may still register and vote immediately after registration; previously adopted resolutions remain valid.

7. The convener or Chairperson has the right to:

a. Require attendees to undergo lawful and reasonable security or health checks;

b. Ensure safety at the meeting venue;

c. Request competent authorities to maintain order and remove persons who violate rules, disrupt proceedings, or fail to comply with security or health requirements.

8. The Chairperson may adjourn a duly convened meeting for no more than three (03) working days from the scheduled opening date and may only adjourn or change the venue in the following cases:

a. The venue does not have sufficient seating capacity;

b. The communication facilities do not ensure participation, discussion, and voting;

c. Attendees disrupt order or risk preventing a fair and lawful meeting.

9. If the Chairperson adjourns or suspends the meeting contrary to Clause 8, the General Meeting shall elect another Chairperson to continue the meeting, and all resolutions adopted shall remain valid.

10. Where the Company applies modern technology to organize online General Meetings as prescribed in Clause 5, Article 13 of this Charter, it must ensure that shareholders can attend and vote via E-voting or other electronic means in accordance with this Charter, Article 144 of the Law on Enterprises, and Clause 3, Article 273 of Decree No. 155/2020/ND-CP and its amendments.

Article 20. Conditions for Passing Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be passed if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises and Clause 1, Article 16; Clause 2, Article 20; and Clause 8, Article 21 of this Charter:

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

b. Change of business lines, trades and sectors;

c. Change of the Company's management organizational structure;

d. Investment projects or purchase or sale of assets with a value equal to or exceeding fifty percent (50%) of the total asset value as recorded in the most recent financial statements of the Company;

e. Reorganization or dissolution of the Company;

2. Other resolutions shall be passed when approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clause 1, Article 16; Clause 1, Article 20; Clause 8, Article 21 of this Charter and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares of shareholders directly attending or attending through authorized representatives at the meeting shall be lawful and effective even if the procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and this Charter.

Article 21. Authority and Procedures for Collecting Shareholders' Written Opinions to Pass Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to pass

resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the right to collect shareholders' written opinions to pass resolutions of the General Meeting of Shareholders on all matters within the decision-making authority of the General Meeting of Shareholders (including those specified in Article 14 of this Charter and Clause 2, Article 147 of the Law on Enterprises) at any time when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare opinion collection forms in written, electronic, online or other forms as decided by the Board of Directors, draft resolutions of the General Meeting of Shareholders, explanatory documents, and send them to all voting shareholders at least ten (10) days before the deadline for returning the opinion forms. The preparation of the list of shareholders to whom opinion forms are sent shall comply with Clause 2, Article 17 of this Charter. The requirements and methods for sending opinion forms and accompanying documents shall comply with Clause 3, Article 17 of this Charter.
3. The opinion collection form must contain the following principal contents:

a. Name, head office address, and enterprise code;
b. Purpose of opinion collection;
c. Full name, contact address, nationality, and legal identification number of individual shareholders; name, enterprise code or legal identification number and head office address of organizational shareholders; or full name, contact address, nationality and legal identification number of representatives of organizational shareholders; number of shares of each type and number of voting rights of each shareholder;
d. Matters for which opinions are sought;
e. Voting options including approval, disapproval, and abstention for each matter;
f. Deadline for returning the completed opinion forms to the Company;
g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed opinion forms to the Company by post, fax or email as follows:

a. In case of postal submission, the opinion form must bear the signature of the individual shareholder or the authorized representative or legal representative of an organizational shareholder. The opinion form must be sealed in an envelope and must not be opened before vote counting;
b. In case of submission by fax or email, the opinion form must be kept confidential until the time of vote counting;
c. In case of online submission or E-voting, the opinion forms shall comply with specific regulations issued by the Board of Directors;
d. Opinion forms received after the deadline, or opened (in case of postal submission), or disclosed (in case of fax/email submission), shall be invalid. Opinion forms not returned shall be deemed as non-voting.

5. The Board of Directors shall conduct vote counting and prepare a vote counting record in the presence of the person in charge of corporate governance or a shareholder not holding a managerial position in the Company. The vote counting record must contain the following principal contents:

a. Name, head office address, enterprise code;
b. Purpose and matters for which opinions are collected;

c. Number of shareholders and total voting shares participating, including valid and invalid votes and the method of submission, with an appendix listing participating shareholders;

d. Total number of approval, disapproval and abstention votes for each matter;

e. Matters passed and corresponding approval ratios;

f. Full names and signatures of the Chairman of the Board of Directors, vote counters and vote supervisors.

Members of the Board of Directors, vote counters and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting record and for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting record and resolutions must be sent to shareholders within fifteen (15) days from the completion of vote counting. Such delivery may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of vote counting.

7. Completed opinion forms, vote counting records, passed resolutions and related documents must be kept at the Company's head office.

8. Resolutions passed by written opinion collection shall be approved if shareholders representing more than fifty percent (50%) of the total voting shares of all voting shareholders vote in favor and shall have the same validity as resolutions passed at a meeting of the General Meeting of Shareholders.

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

1. Meetings of 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 also be prepared in a foreign language, and must include the following principal contents:

a. Name, head office address, enterprise code;

b. Time and venue of the meeting;

c. Agenda and contents of the meeting;

d. Full names of the Chairperson and the secretary;

e. Summary of the meeting proceedings and opinions expressed on each agenda item;

f. Number of shareholders and total voting shares of attending shareholders, list of registered shareholders and their representatives, number of shares and corresponding voting rights;

g. Total voting results for each matter, specifying voting method, total valid votes, invalid votes, approval, disapproval and abstention votes, and corresponding ratios;

h. Matters passed and corresponding approval ratios;

i. Full names and signatures of the Chairperson and the secretary. If the Chairperson or secretary refuses to sign, the minutes shall be valid if signed by all other attending members of the Board of Directors and contain all required contents; such refusal must be clearly stated.

2. The minutes must be completed and approved before the closing of the meeting. The Chairperson and the secretary shall be jointly responsible for the truthfulness and accuracy of the minutes.

3. Minutes in Vietnamese and foreign languages shall have equal legal validity. In case of discrepancy, the Vietnamese version shall prevail.

4. Resolutions, minutes, appendices of shareholder lists, powers of attorney, all attachments and related documents must be disclosed in accordance with laws on information disclosure in the securities market and must be kept at the Company's head office.

Article 23. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution, meeting minutes or vote counting record of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises and Clause 2, Article 11 of this Charter have the right to request a Court or Arbitration to review and cancel a resolution or part thereof in the following cases:

1. The procedures for convening the meeting and passing resolutions seriously violate the Law on Enterprises and this Charter, except as provided in Clause 3, Article 20 of this Charter.
2. The contents of the resolution violate the law or this Charter.

Resolutions of the General Meeting of Shareholders shall remain effective until a different decision is issued by a Court or Arbitration, except where interim emergency measures are applied in accordance with the law.

SECTION VII
BOARD OF DIRECTORS

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

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

a. Full name, date, month and year of birth;
b. Professional qualifications;
c. Working history;
d. Other managerial positions (including Board of Directors positions of other companies);
e. Interests related to the Company and its related parties;
f. Other information (if any) as prescribed in the Company's Charter;
g. A public company shall be responsible for disclosing information on companies where the candidate is currently holding positions as a member of the Board of Directors or other managerial positions, and interests related to such companies of the Board of Directors candidate (if any).

2. Shareholders or groups of shareholders as stipulated in Clause 3 Article 11 of this Charter shall have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Company's Charter.
3. In the case where the number of candidates for the Board of Directors obtained through

nomination and self-nomination is still insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Rules of Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the voting for members of the Board of Directors by the General Meeting of Shareholders in accordance with applicable laws.

4. Members of the Board of Directors must satisfy the standards and conditions as prescribed in Clauses 1 and 2 Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The number of members of the Board of Directors shall not be less than three (03) persons and not more than eleven (11) persons (or other number in accordance with applicable laws from time to time), elected by the General Meeting of Shareholders by cumulative voting.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously end their terms, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and take over their duties.

   In the case of election of additional or replacement members of the Board of Directors due to dismissal or removal, the term of such additional or replacement member shall be the remaining term corresponding to that of the dismissed or removed member.

   A member of the Board of Directors shall concurrently serve as a member of the Board of Directors or Members' Council in no more than five (05) other companies, unless otherwise provided by law.
3. The structure of the Board of Directors of the Company must ensure:

a. At least 01 non-executive member in case the Board of Directors consists of 03 to 05 members;

b. At least 02 non-executive members in case the Board of Directors consists of 06 to 08 members;

c. At least 03 non-executive members in case the Board of Directors consists of 09 to 11 members.

   The Company shall minimize the number of Board of Directors members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

4. The number of independent members of the Board of Directors must comply with the following:

a. At least 01 independent member in case the Board of Directors consists of 03 to 05 members;

b. At least 02 independent members in case the Board of Directors consists of 06 to 08 members;

c. At least 03 independent members in case the Board of Directors consists of 09 to 11

members.

5. A member of the Board of Directors shall cease to be a member in the case of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
6. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of law on information disclosure in the securities market.
7. Members of the Board of Directors are not required to be shareholders of the Company.

Article 26. Rights and Obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company or those assigned and/or authorized by the General Meeting of Shareholders, except for matters within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a. Decide on development strategies, medium-term business plans, annual business plans, and adjustments to such plans when deemed necessary to suit actual operations;

b. Propose types of shares and total number of shares of each type permitted to be offered;

c. Decide on the sale of unsold shares within the number of shares permitted to be offered of each type; decide on raising additional capital in other forms;

d. Decide on the offering price of shares, bonds, and other securities of the Company;

e. Decide on share repurchase in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;

f. Decide on market development, marketing, and technology solutions;

g. Decide on investment, purchase, or sale of assets with a value of less than 50% of the total assets recorded in the Company's most recent financial statements, except for matters under the authority of the General Meeting of Shareholders;

h. Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value from 35% or more of the total assets recorded in the most recent financial statements of the Company, except for those under the authority of the General Meeting of Shareholders;

   For contracts and transactions with a value of less than 35% of total assets, such matters fall under the authority of the Board of Directors and/or implementation authority under internal regulations or delegation by the Chairman of the Board of Directors as assigned or authorized by the Board of Directors.

i. Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign and terminate contracts with the General Director and other key managers as defined in the Company's Charter and internal regulations; decide on salary, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies;

j. Supervise and direct the General Director and other managers in the day-to-day business operations of the Company;

k. Decide on organizational structure and internal management regulations of the Company and/or delegate or authorize the Chairman of the Board of Directors; decide

on establishment of subsidiaries, branches, representative offices, and investment in or acquisition of shares in other enterprises;

l. Approve agenda, content, and materials for General Meeting of Shareholders, and convene or collect written opinions from shareholders;

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

n. Propose dividend levels; decide on timing and procedures for dividend payment or handling of business losses;

o. Propose restructuring, dissolution, or bankruptcy of the Company;

p. Issue internal regulations of the Board of Directors and corporate governance regulations after approval by the General Meeting of Shareholders; issue regulations of the Audit Committee, information disclosure regulations, and other internal regulations under its authority;

q. Issue regulations for organizing online or hybrid General Meetings of Shareholders, E-voting regulations, guidance documents, and other related regulations depending on the form of meeting.

r. Decide on issuance of non-convertible bonds, bond issuance plans, total bond value, and timing of issuance;

s. Decide on providing capital to subsidiaries, affiliates, and related companies in the form of loans to support business strategy, including real estate development projects, unless prohibited by law;

t. Decide on purchase and selling prices of raw materials, equipment, products, and services, except where regulated by the Government;

u. Decide on borrowing (including lending), mortgages, guarantees, and indemnities of the Company, unless delegated or authorized to the Chairman of the Board of Directors in accordance with the Board's operating principles or other decisions of the Board;

v. Decide on purchase or sale of shares or capital contributions in other companies in Vietnam or abroad;

w. Decide on valuation of non-cash contributed assets relating to issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;

x. Other business matters or transactions deemed necessary for approval within its authority;

y. Other rights and obligations in accordance with this Charter, applicable laws, and resolutions of the General Meeting of Shareholders.

3. The Board of Directors shall report its performance results to the General Meeting of Shareholders in accordance with the Law on Enterprises, the Securities Law, and this Charter.

4. Unless otherwise provided by law or this Charter, the Board of Directors may authorize subordinates and management officers to act on behalf of the Company.

5. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and effectiveness.

6. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on necessary working days to complete duties and daily remuneration rates. The Board of Directors determines remuneration for each member based on consensus. Total remuneration and bonuses of the Board of Directors

are decided by the General Meeting of Shareholders at the annual meeting.

7. Remuneration of each member of the Board of Directors is included in the Company's operating expenses in accordance with corporate income tax laws, separately recorded in annual financial statements, and reported to the General Meeting of Shareholders.
8. Members of the Board of Directors holding executive positions or participating in Board committees or performing tasks beyond normal duties may receive additional remuneration in the form of lump-sum payment per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
9. Members of the Board of Directors are entitled to reimbursement of travel, accommodation, meals, and other reasonable expenses incurred while performing their duties, including attendance at General Meetings of Shareholders, Board meetings, or Board committees.
10. Members of the Board of Directors may be insured for liability by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

Article 27. Chairman of the Board of Directors

1. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:

a. To formulate the programs and operational plans of the Board of Directors;

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

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

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

e. To chair the General Meeting of Shareholders;

f. To exercise rights and perform obligations assigned and/or authorized by the General Meeting of Shareholders or the Board of Directors;

g. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, the Company's Charter, the Internal Regulations on Corporate Governance, resolutions of the General Meeting of Shareholders/Board of Directors, and other internal regulations of the Company.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or from the date the Board of Directors issues a resolution on dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing one of the Vice Chairmen of the Board of Directors or another member to perform the rights and obligations of the Chairman of the Board of Directors. In case no authorized person exists, or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is subject to mandatory rehabilitation or education measures, absconds from residence, is restricted or loses civil capacity, has difficulties in cognition and behavior

control, or is prohibited by a court from holding certain positions or practicing certain professions, one of the Vice Chairmen of the Board of Directors as assigned by the Board of Directors shall act as Chairman of the Board of Directors until a new decision is issued by the Board of Directors; or if no Vice Chairman exists, the remaining members shall elect one member to act as Chairman of the Board of Directors by majority vote until a new decision is issued by the Board of Directors.

Article 28. Meetings of the Board of Directors

1) The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or highest voting ratio. In case more than one member has the highest and equal number of votes or voting ratio, members shall vote by majority rule to select one person among them to convene the meeting of the Board of Directors.
2) The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.
3) The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a. At the request of the Audit Committee or an independent member of the Board of Directors;
b. At the request of the General Director or at least five (05) other managers;
c. At the request of at least two (02) members of the Board of Directors;
d. Other cases deemed necessary by the Chairman of the Board of Directors.

4) The request under Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors.
5) The Chairman of the Board of Directors shall convene a meeting within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company; the requesting party shall have the right to replace the Chairman of the Board of Directors to convene the meeting.
6) The Chairman of the Board of Directors or the convener of the meeting shall send the meeting invitation at least three (03) working days prior to the meeting date, or a shorter period as decided by the Chairman when necessary. The invitation must specify the time, venue, agenda, and issues for discussion and decision. It must be accompanied by meeting documents and voting ballots.

   The invitation may be sent by invitation letter, telephone, fax, email, message, electronic means, or other methods decided by the Chairman, provided that it reaches the registered contact address of each member.
7) Meetings of the Board of Directors shall be conducted at the Company's registered office or other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors.
8) A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members attend. If the first meeting does not meet the attendance quorum, a second meeting shall be convened within seven (07) days from the intended date of the first meeting, or a shorter period as decided by the Chairman. In such case,

the meeting may proceed if more than one-half (1/2) of the members attend.

The minimum attendance quorum shall be rounded down to the nearest whole number.

9) A member of the Board of Directors shall be deemed present and voting in the following cases:

a. Direct attendance and voting at the meeting;

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

c. Participation and voting via online conference, E-voting, or other electronic forms as decided by the Chairman;

d. Submission of voting ballots via mail, fax, email, or message;

e. Submission of voting ballots via other means as decided by the Chairman.

10) In case of voting by mail, the ballot must be sealed and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballot shall only be opened in the presence of all attendees.

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

12) A resolution or decision of the Board of Directors shall be adopted if approved by a majority of attending members (more than fifty percent (50%)); in case of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors or the person authorized by the Chairman to vote.

13) When necessary, the Chairman of the Board of Directors may decide to collect written opinions of voting members of the Board of Directors according to the following procedures:

a) Send a written opinion collection notice together with relevant documents related to the adoption of the Resolution to the members of the Board of Directors; and

b) The members of the Board of Directors vote in accordance with the requirements of the Chairman of the Board of Directors stated in the written opinion collection notice;

c) The Chairman of the Board of Directors shall appoint a vote-counting committee, with the Chairman of the Board of Directors acting as the Head of the committee, to examine the vote-counting results;

d) Based on the vote-counting results, the Chairman of the Board of Directors, on behalf of the Board of Directors, shall sign and issue the Resolution of the Board of Directors on the matters approved by the members of the Board of Directors.

A written Resolution shall be adopted on the basis of approval by the majority of voting members of the Board of Directors. Such Resolution shall be valid and shall have the same legal validity and effect as a Resolution adopted by members of the Board of Directors at a meeting duly convened and organized in accordance with normal practice.

14) The Board of Directors may establish sub-committees under it to be in charge of development policy, personnel, remuneration, internal audit, risk management, or other sub-committees as deemed necessary by the Board of Directors. The number of members of sub-committees, appointment of Sub-committee Chairpersons and other personnel shall be decided by the Board of Directors. The operation of sub-committees must comply with regulations of the Board of Directors. Resolutions of sub-committees

shall only be valid when approved by a majority of members attending and voting at the sub-committee meeting.

15) The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must comply with applicable laws and the provisions of the Company's Charter and Internal Regulations on Corporate Governance of the Company.

16) Resolutions and decisions of the Board of Directors adopted by 100% of its members (regardless of whether attending in person, via conference call or other communication forms, written opinion collection, or authorization) shall be valid and effective even if the procedures for convening, meeting agenda content, and meeting procedures and adoption of such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

Article 29. The Audit Committee

1. The Company shall have an Audit Committee under the Board of Directors. The Audit Committee shall consist of at least two (02) members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. The Audit Committee must meet at least two (02) times per year. The Audit Committee shall adopt decisions by voting at meetings, by written opinion collection, or by other forms in accordance with its operating regulations issued by the Board of Directors. Each member of the Audit Committee shall have one (01) vote. A decision of the Audit Committee shall be adopted if approved by a majority of attending members (more than fifty percent (50%)); in case of a tie, the final decision shall belong to the side with the opinion of the Chairperson of the Audit Committee. Minutes of Audit Committee meetings must be prepared in detailed and clear form. The minute taker and attending members of the Audit Committee must sign the meeting minutes. All minutes of Audit Committee meetings must be fully retained.
3. The Audit Committee shall have the following rights and obligations:

a. Supervise the integrity of the Company's financial statements and official disclosures relating to the Company's financial results;

b. Have the right to access documents relating to the Company's operations, and to exchange with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information for the activities of the Audit Committee;

c. Review the internal control system and risk management. Develop and submit to the Board of Directors policies for risk identification and management; propose to the Board of Directors solutions for handling risks arising in the Company's operations;

d. Review transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval of the Board of Directors or the General Meeting of Shareholders;

e. Supervise the Company's internal audit function;

f. Recommend the independent auditing firm, audit fee level, and related terms in the audit contract for the Board of Directors' approval prior to submission to the Annual General Meeting of Shareholders;

g. Monitor and evaluate the independence and objectivity of the auditing firm and the

effectiveness of the audit process, especially in cases where the Company uses non-audit services from the auditor. Have the right to request representatives of the approved audit organization to attend and respond to issues relating to audited financial statements at Audit Committee meetings;

h. Use external legal, accounting, or other advisory services when necessary;

i. Prepare written reports to the Board of Directors upon detecting that members of the Board of Directors, the General Director, and other managers fail to fully perform their responsibilities in accordance with the Law on Enterprises and the Company's Charter;

j. Develop the Operating Regulations of the Audit Committee and submit them to the Board of Directors for approval;

k. Supervise to ensure that the Company complies with legal regulations, requirements of regulatory authorities, and other internal regulations of the Company;

l. Other rights and obligations as prescribed in the Operating Regulations of the Audit Committee, the Internal Regulations on Corporate Governance, and other internal regulations of the Company.

4. Independent members of the Board of Directors in the Audit Committee are responsible for reporting at the Annual General Meeting of Shareholders. The report content must comply with the Law on Enterprises, the Law on Securities, and the Company's Charter, and must include the following:

a. Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee in accordance with the Law on Enterprises and the Company's Charter;

b. Summary of Audit Committee meetings and conclusions and recommendations of the Audit Committee;

c. Results of supervision of financial statements, operational situation, and financial condition of the Company;

d. Assessment report on transactions between the Company, subsidiaries, and other companies controlled by the Company with more than 50% charter capital, and members of the Board of Directors, the General Director, other executives, and related persons; and transactions between the Company and companies where members of the Board of Directors, the General Director, or other executives are founders or managers within the last three (03) years prior to the transaction date;

e. Results of evaluation of the Company's internal control system and risk management system;

f. Results of supervision of the Board of Directors, the General Director, and other executives;

g. Results of evaluation of coordination between the Audit Committee and the Board of Directors, the General Director, and shareholders;

5. The Board of Directors shall decide on the organizational structure, standards, and personnel of Audit Committee members, appoint the Chairperson of the Audit Committee, and decide on functions, duties, powers, organizational and operational regulations, and other matters of the Audit Committee in accordance with the Law on Enterprises, the Law on Securities, and the Company's Charter.

Article 30. Corporate Governance Officer

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the Company's governance activities to be conducted

effectively. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, but shall not exceed five (05) years. The Corporate Governance Officer may concurrently act as the Company Secretary as decided by the Board of Directors.

2. The Corporate Governance Officer must meet the following criteria:

a. Have knowledge of law;

b. Must not concurrently work for an approved audit organization currently auditing the Company's financial statements;

c. Other criteria as prescribed by law, this Charter, and decisions of the Board of Directors.

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

a. Advise the Board of Directors in organizing meetings of the General Meeting of Shareholders in accordance with regulations and matters relating to the Company and shareholders;

b. Prepare meetings of the Board of Directors, Audit Committee, and General Meeting of Shareholders as requested by the Board of Directors or Audit Committee;

c. Advise on meeting procedures;

d. Attend meetings;

e. Advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Audit Committee;

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

h. Act as a focal point of communication with relevant stakeholders;

i. Maintain confidentiality of information in accordance with laws and the Company's Charter;

j. Other rights and obligations in accordance with law and the Company's Charter.

SECTION VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 31. Organizational Structure

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 32. Members of the Board of Management of the Company

1. Members of the Board of Management of the Company include the General Director, Deputy General Directors, and the Chief Accountant.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company is entitled to recruit other members of the Board of Management as necessary, with quantity and quality suitable to the organizational structure and management regulations of the Company as prescribed by the Board of

Directors from time to time. Members of the Board of Management must be responsible for supporting the activities and organization of the Company to achieve the set objectives.

3. Salary, remuneration, benefits, and other terms in the labor contract of the General Director shall be decided by the Board of Directors, and contracts with other members of the Board of Management shall be decided by the Board of Directors after consultation with the General Director, except for cases falling under the authority of the General Director.
4. Salaries of members of the Board of Management shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be separately recorded in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 33. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one member of the Board of Directors or another person as the General Director.
2. The General Director is a member of the Board of Management who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible before the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may cease to be effective based on provisions of the labor contract. The General Director must satisfy the standards and conditions prescribed by law, the Company's Charter, and regulations of the Board of Directors. If the term of the incumbent General Director expires and a new General Director has not yet been appointed, the term of the incumbent General Director shall be extended until the time a new General Director is appointed, except where the Board of Directors has a decision otherwise.
4. The General Director shall have the following rights and obligations:

a. Decide on matters relating to the daily business operations of the Company which do not fall under the authority of the Board of Directors;
b. Organize the implementation of resolutions and decisions of the Board of Directors;
c. Organize the implementation of the Company's business plans and investment plans;
d. Propose plans for organizational structure and internal management regulations of the Company; propose measures to improve the operations and management of the Company;
e. Appoint, dismiss, and remove managerial positions in the Company, except for positions under the authority of the Board of Directors;
f. Decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
g. Recruit employees;
h. Propose dividend distribution plans or handling of business losses;
i. Manage and decide daily production and business operations of the Company. An activity shall be considered a daily business operation of the Company if such activity does not fall under the authority of the General Meeting of Shareholders or the Board of Directors; represent the Company to sign financial and commercial contracts, organize and manage daily production and business operations of the Company in

accordance with best management practices;

j. Decide on investment, purchase, and sale of assets; decide on contracts for purchase, sale, borrowing, lending, commercial, civil, financial contracts, pledge, mortgage, guarantee, secured transactions, indemnities, and other contracts within the authority and/or authorization of the General Meeting of Shareholders and/or the Board of Directors;

k. Be entitled to authorize subordinates and other persons to perform one or several tasks within his/her authority and shall be responsible before the law and before the Board of Directors for such authorization;

l. Perform all other activities in accordance with this Charter, the Company's regulations, resolutions of the Board of Directors, the labor contract of the General Director, and the law.

5. The General Director shall be responsible before 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 required.

6. The Board of Directors may dismiss or remove the General Director when a majority of members of the Board of Directors attending the meeting having voting rights approve (in this case, the vote of a member of the Board of Directors who concurrently holds the position of General Director shall not be counted) and appoint a new General Director as replacement.

SECTION IX

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND OTHER MEMBERS OF THE BOARD OF MANAGEMENT

Article 34. Duty of Care

Members of the Board of Directors, members of the Audit Committee, the General Director, and other members of the Board of Management have the responsibility to perform their duties, including duties in the capacity as members of sub-committees of the Board of Directors, in an honest and prudent manner for the best interests of the Company.

Article 35. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Audit Committee, the General Director, and other members of the Board of Management must disclose related interests in accordance with the Law on Enterprises and relevant legal regulations.

2. Members of the Board of Directors, members of the Audit Committee, the General Director, other managers, and related persons of these members shall only use information obtained by virtue of their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Audit Committee, the General Director, and other managers are obliged to notify in writing the Board of Directors and the Audit Committee of transactions between the Company, subsidiaries, and other companies in which the public company holds more than 50% of charter capital with such persons or their related persons in accordance with the law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the law on securities information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to such member or his/her related persons in accordance with the Law on Enterprises and

the Company's Charter.

5. Members of the Board of Directors, members of the Audit Committee, the General Director, other managers, and related persons of these persons shall not use or disclose internal information to others to perform related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Audit Committee, the General Director, other managers, and individuals or organizations related to these persons shall not be invalid in the following cases:

a. For transactions with value below 35% of the total value of assets recorded in the most recent financial statements, important contents of the contract or transaction as well as relationships and interests of members of the Board of Directors, members of the Audit Committee, the General Director, and other managers have been reported to the Board of Directors and approved by a majority vote of members of the Board of Directors without related interests;

b. For transactions with value from 35% of the total value of assets recorded in the most recent financial statements or transactions leading to total transaction value arising within 12 months from the date of execution of the first transaction reaching 35% of the total value of assets recorded in the most recent financial statements, important contents of such transactions as well as relationships and interests of members of the Board of Directors, members of the Audit Committee, the General Director, and other managers have been disclosed to shareholders and approved by the General Meeting of Shareholders by voting or written opinion collection or other forms as prescribed in this Charter by shareholders without related interests.

Article 36. Liability for Damages and Indemnification

1. Members of the Board of Directors, the General Director, and other members of the Board of Management who violate obligations and responsibilities of honesty and prudence, or fail to fulfill their duties, must be liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil and administrative cases and not cases where the Company is the plaintiff) if such person has been or is a member of the Board of Directors, a member of the Audit Committee, the General Director, other members of the Board of Management, employees, or authorized representatives of the Company who have performed or are performing duties under authorization of the Company, acting honestly and prudently for the interests of the Company on the basis of compliance with law and without evidence proving that such person has breached his/her responsibilities.
3. Indemnification costs include judgment costs, fines, and actual payable amounts (including attorney fees) when resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons to avoid the above liabilities in accordance with the following:

a. The General Meeting of Shareholders approves the purchase of liability insurance for members of the Board of Directors;

b. The Board of Directors approves the purchase of liability insurance for the General Director, Deputy General Directors, the Chief Accountant, and other members of the Board of Management deemed necessary by the Board of Directors;

c. The General Director decides on the purchase of liability insurance for cases not falling

under Points a and b of this Clause.

SECTION X

RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 37. Right to Inspect Books and Records

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

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

b. Shareholders or groups of shareholders owning from five percent (05%) or more of the total ordinary shares have the right to examine, inspect, extract minutes, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Audit Committee, contracts and transactions required to be approved by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company;

c. Shareholders exercise the above rights during working hours and at the head office of the Company.

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

3. Members of the Board of Directors, members of the Audit Committee, the General Director, and other members of the Board of Management have the right to inspect the shareholder register of the Company, the list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books, and other documents in accordance with law at the head office or another location provided that shareholders and the Business Registration Authority are notified of such storage location.

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

SECTION XI

EMPLOYEES AND COMPANY UNION

Article 38. Employees and Company Union

1. The General Director shall prepare plans for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards and discipline applicable to employees and executives of the Company.

2. The General Director shall prepare plans for the Board of Directors to approve matters related to the relationship between the Company and Company Unions in accordance with the best standards, practices and management policies, the practices and policies prescribed in this Charter, the Company's internal regulations, and applicable laws.

SECTION XII
PROFIT DISTRIBUTION

Article 39. Profit Distribution

1. The General Meeting of Shareholders shall decide the level of dividend payment and the form of dividend payment annually from the retained profits of the Company.
2. In accordance with the Law on Enterprises, the Board of Directors may decide to advance interim dividends if it deems that such payment is consistent with the profitability of the Company.
3. The Company shall not pay interest on amounts payable as dividends or on amounts payable relating to any class of shares.
4. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body to implement such decision.
5. In case dividends or other amounts relating to a class of shares are paid in cash, the Company shall pay in Vietnam Dong. Payment may be made directly or through banks based on bank details provided by shareholders. In case the Company has transferred funds in accordance with the bank details provided by shareholders but such shareholders do not receive the funds, the Company shall not be liable for the amounts transferred to such shareholders. Payment of dividends for shares listed/registered for trading on the Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository and Clearing Corporation.
6. Subject to approval of the General Meeting of Shareholders, the Board of Directors may decide and notify that holders of ordinary shares are entitled to choose to receive dividends in ordinary shares instead of cash dividends. Such additional shares issued for dividend payment shall be recorded as fully paid shares on the basis that the value of such additional ordinary shares in substitution for cash dividends shall be equivalent to the amount of cash dividends.
7. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notices, or other documents.
8. Other matters relating to profit distribution shall be implemented in accordance with the law.

SECTION XIII
BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 40. Bank Accounts

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

Article 41. Financial Year

The financial year of the Company shall commence on the first day of January (01) each

year and end on the thirty-first (31) day of December (12) of the same year. The first financial year shall commence from the date of issuance of the Enterprise Registration Certificate and end on the thirty-first (31) day of December (12) immediately following the date of issuance of such Enterprise Registration Certificate.

Article 42. Accounting Regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specific accounting regime issued or approved by competent authorities.
2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant laws. Such records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use Vietnam Dong as the accounting currency. In case the Company has economic transactions mainly arising in a foreign currency, it may choose such foreign currency as its accounting currency, shall be responsible for such choice before the law, and shall notify the directly managing tax authority.

SECTION XIV
FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATIONS

Article 43. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, and such annual financial statements must be audited in accordance with the law. The Company shall disclose audited annual financial statements in accordance with laws on information disclosure in the securities market and submit them to competent state authorities.
2. Annual financial statements must include all reports, appendices, and explanatory notes in accordance with accounting laws. Annual financial statements must fairly and accurately reflect the operational status of the Company.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with laws on information disclosure in the securities market and submit them to competent state authorities.

Article 44. Annual Report

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

SECTION XV
AUDIT OF THE COMPANY

Article 45. Audit

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on the selection of one of such entities to conduct the audit of the Company for the following financial year based on terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.

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

SECTION XVI
SEAL OF THE COMPANY

Article 46. Seal of the Company

1. The seal includes a seal made at a seal-engraving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type of seal, number, form and contents of the seal of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws and the Company's internal regulations.

SECTION XVII
DISSOLUTION OF THE COMPANY

Article 47. Dissolution of the Company

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

a. Upon expiry of the operation term stated in the Company Charter without a decision on extension;

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

c. The Enterprise Registration Certificate is revoked, except where the Law on Tax Administration provides otherwise;

d. Other cases in accordance with applicable laws.

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

Article 48. Extension of operation term

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiry of the operation term so that shareholders may vote on the extension of the Company's operation term upon proposal of the Board of Directors.
2. The operation term shall be extended if shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders approve.

Article 49. Liquidation

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

2. The Liquidation Committee shall report to the business registration authority on the date of its establishment and the date it commences operation. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:

a. Liquidation expenses;

b. Outstanding salaries, severance allowances, social insurance and other benefits of employees in accordance with collective labor agreements and signed labor contracts;

c. Tax liabilities;

d. Other debts of the Company;

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

SECTION XVIII
INTERNAL DISPUTE RESOLUTION

Article 50. Internal dispute resolution

1. In case disputes or complaints arise relating to the operation of the Company or the rights and obligations of shareholders under the Law on Enterprises, the Company Charter, other legal regulations or agreements between:

a. Shareholders and the Company;

b. Shareholders and the Board of Directors, the Audit Committee, the General Director or other executives.

The relevant parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and require each party to present practical elements related to the dispute within thirty (30) working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as mediator for the dispute resolution process.

2. If no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration or court.
3. Each party shall bear its own costs related to negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the court's judgment.

SECTION XIX
AMENDMENT AND SUPPLEMENT OF THE CHARTER

Article 51. Company Charter

1. Any amendment or supplement to this Charter shall be considered and decided by the General Meeting of Shareholders.
2. In case there are legal provisions related to the operation of the Company not yet provided in this Charter or in case new legal provisions differ from those in this Charter, such provisions shall apply to regulate the operation of the Company.

SECTION XX
EFFECTIVE DATE

Article 52. Effective date

1. This Charter comprises 20 Sections and 52 Articles and shall take effect from 11/09/2026.
2. This Charter is the sole and official Charter of the Company and replaces the current Charter and all previous amended and supplemented versions.
3. This Charter is made in three (03) copies of equal validity and shall be kept at the head office of the Company.
4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or a person authorized by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE
VICE CHAIRMAN OF THE BOARD OF DIRECTORS

CÔNG TY CỔ PHẦN PHÁT TRIỂN BẤT ĐỘNG SẢN VẠN PHÚ
VANPHU
0102702590

TO NHU THANG

VANPHU

APPENDIX 01
LIST OF FOUNDING SHAREHOLDERS
VAN PHU REAL ESTATE DEVELOPMENT JOINT STOCK COMPANY

No.	Name of founding shareholders	Address	Number of shares
1	To Nhu Toan		79,860,000
2	Ta Huu Long		-
3	Do Quy Hai		-
4	Hoang Thi Lien		-
5	Doan Thi Dong		-
6	Nguyen Trung Thanh		33