TỔNG CÔNG TY KHOÁNG SẢN - TKV
VINACOMIN - MINERALS HOLDING COMPANY
**CÔNG TY CỔ PHẦN GANG THÉP CAO BẰNG**
**CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY**

Số: 2334 /CISCO-CBTT
*No.: 2334 /CISCO-CBTT*

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM**
**THE SOCIALIST REPUBLIC OF VIETNAM**
**Độc lập - Tự do - Hạnh phúc**
**Independence - Freedom - Happiness**

*Cao Bằng, ngày 22 tháng 10 năm 2026*
*Cao Bang, October 22, 2026*

# CÔNG BỐ THÔNG TIN BẤT THƯỜNG
# *EXTRAORDINARY INFORMATION DISCLOSURE*

Kính gửi/ *To*:

- Ủy ban Chứng khoán Nhà Nước;
- *The State Securities Commission;*
- Sở Giao dịch Chứng khoán Hà Nội
- *Ha Noi Stock Exchange*

1. Tên tổ chức/ *Name of organisation*: Công ty cổ phần Gang thép Cao Bằng/ *Cao Bang Cast Iron and Steel Joint Stock Company*

- Mã chứng khoán/ *Stock Code*: CBI

- Địa chỉ/Address: Tổ Chu Trinh 1, phường Tân Giang, Tỉnh Cao Bằng, Việt Nam/ *Chu Trinh 1 Group, Tan Giang ward, Cao Bang province, VietNam.*

- Số điện thoại/ *Telephone*: 0206 3953 369

- E-mail: gangthepcb@gmail.com

2. Nội dung thông tin công bố/ *Contents of information Disclosure:*

2.1. Điều lệ tổ chức và hoạt động của Công ty Cổ phần Gang thép Cao Bằng sửa đổi, bổ sung lần thứ năm được ban hành kèm theo Quyết định số: 1288 /QĐ-CISCO ngày 22 / 10 /2026 của Hội đồng quản trị Công ty Cổ phần Gang thép Cao Bằng/ *The Charter on the organization and operation of Cao Bang Cast Iron and Steel Joint Stock Company, 5th amendment and supplement, promulgated attached to Decision No. 1288 /QĐ-CISCO dated October 22, 2026, by the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company;*

2.2. Quy chế hoạt động của Hội đồng quản trị Công ty Cổ phần Gang thép Cao Bằng được ban hành kèm theo Quyết định số: 1291 /QĐ-CISCO ngày 22 / 10 /2026 của Hội đồng quản trị Công ty Cổ phần Gang thép Cao Bằng/ *The Operational Regulations of the Board of Directors promulgated attached to Decision No. 1291 /QĐ-CISCO dated October 22, 2026, by the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company;*

Signature Not Verified
Ký bởi: CÔNG TY CỔ PHẦN GANG THÉP CAO BẰNG
Ký ngày: 22/10/2026 17:55:12

2.3. Quy chế nội bộ về quản trị Công ty Cổ phần Gang thép Cao Bằng được ban hành kèm theo Quyết định số: 1290 /QĐ-CISCO ngày 22 /10 /2026 của Hội đồng quản trị Công ty Cổ phần Gang thép Cao Bằng/ *the Internal Corporate Governance Regulations attached to Decision No. 1290 /QĐ-CISCO dated October 22 , 2026, by the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company;*

3. Địa chỉ Website đăng tải thông tin/ *Websites address*: https://gtcb.com.vn

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law./.*

**NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT**
**GIÁM ĐỐC**
***LEGAL REPRESENTATIVE***
***DIRECTOR***

CÔNG TY CỔ PHẦN GANG THÉP CAO BẰNG

**Trần Văn Chưởng**
***Tran Van Chuong***

***Nơi nhận/Place of receipt:***
- Như kính gửi/*As addressed*;
- Lưu VT/*Save in the archives*.

***Tài liệu đính kèm/Attached documents:***
- Quyết định số 1288/QĐ-CISCO ngày 22/10/2026/ *Decision No.1288/NQ-CISCO dated October 22, 2026;*
- Quyết định số 1290/QĐ-CISCO ngày 22/10/2026/ *Decision No.1290/NQ-CISCO dated October 22, 2026;*
- Quyết định số 1291/QĐ-CISCO ngày 22/10/2026/ *Decision No.1291/NQ-CISCO dated October 22, 2026*

VINACOMIN - MINERALS HOLDING CORPORATION
**CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**
**Independence - Freedom - Happiness**

No: 1288 /QĐ-CISCO

*Cao Bang, October 22, 2026*

# DECISION
## On promulgating the 5th amendment and supplement to the Charter of Cao Bang Cast Iron and Steel Joint Stock Company

## THE BOARD OF DIRECTORS OF CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, 14th tenure, 9th session on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;*

*Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, 14th tenure, 8th session on November 26, 2019, amended and supplemented by the Law on Securities No. 56/2024/QH15 dated January 01, 2025;*

*Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities, amended and supplemented by Decree 245/2025/NĐ-CP dated September 11, 2025, of the Government;*

*Pursuant to the Model Charter issued with Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.*

*Pursuant to the Charter on the organization and operation of Cao Bang Cast Iron and Steel Joint Stock Company, 4th amendment and supplement, promulgated attached to Decision No. 856/QĐ-GTCB dated July 21, 2021, by the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company;*

*Pursuant to Resolution No. 2200/NQ-CISCO-ĐHĐCĐ dated October 08, 2026, of the 2026 Extraordinary General Meeting of Shareholders of Cao Bang Cast Iron and Steel Joint Stock Company.*

## DECIDES:

**Article 1.** To promulgate attached to this Decision the Charter on the organization and operation of Cao Bang Cast Iron and Steel Joint Stock Company, 5th amendment and supplement, which was approved by the 2026 Extraordinary General Meeting of Shareholders on October 08, 2026.

**Article 2.** This Decision takes effect from the date of signing. Previous Decisions on the Charter on the organization and operation of Cao Bang Cast Iron and Steel Joint Stock Company contrary to this Decision are hereby annulled.

**Article 3.** Shareholders, Members of the Board of Directors, Supervisory Board, Executive Board, and Heads of relevant units are responsible for implementing this Decision./.

***Recipients:***
- As Article 3;
- Minerals Corporation (reporting);
- Board of Directors;
- Supervisory Board;
- Board of Management;
- Filed at: Office, Board of Directors.

**ON BEHALF OF THE BOARD OF DIRECTORS**
**CHAIRMAN**
*(Signed)*
**Ly Xuan Tuyen**

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CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
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# CHARTER ON THE ORGANIZATION AND OPERATION OF CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY

*(Issued together with Decision No. 1288 /QĐ-CISCO October 22 , 2026)*

## PREAMBLE

1. Cao Bang Cast Iron and Steel Joint Stock Company (hereinafter referred to as the "Company") was established in accordance with the Law on Enterprises and Decision No. 2155/QĐ-HĐQT dated October 5, 2006, issued by the Board of Directors of Vietnam National Coal and Mineral Industries Group.

2. This Charter on the organization and operation of the Company is formulated on the basis of:

- Law on Enterprises No. 59/2020/QH14, adopted by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;

Law on Securities No. 54/2019/QH14, adopted by the 14th National Assembly of the Socialist Republic of Vietnam at its 8th session on November 26, 2019, as amended and supplemented by Law on Securities No. 56/2024/QH15 dated January 1, 2025;

- Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Government Decree No. 245/2025/NĐ-CP dated September 11, 2025;

- The Model Charter issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance, providing guidance on certain corporate governance provisions applicable to public companies under Government Decree No. 155/2020/NĐ-CP dated December 31, 2020.

3. This Charter was approved by the Company's General Meeting of Shareholders on October 8, 2026.

4. This Charter constitutes the legal basis for all activities of the Company. The Company's regulations and resolutions of the General Meeting of Shareholders and the Board of Directors, once duly adopted and consistent with applicable laws and this Charter, shall constitute binding rules and regulations governing the Company's business operations.

## CHAPTER I.
## GENERAL PROVISIONS

### Article 1. Interpretation of words and terms in the Charter

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

a. "Board" means the Board of Directors of the Company, abbreviated as "BOD".

b. "Business area' means the geographical means the geographical scope where

the Company carries out its business activities, including within and outside the territory of Vietnam.

c. "Charter capital" means the total par value of shares sold or registered to be purchased when establishing a joint stock company and as specified in Article 6 of this Charter.

d. "Voting capital" means the share capital, whereby the owner has the right to vote on matters within the deciding authority of the General Meeting of Shareholders.

e. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

f. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

g. "Date of establishment" means the date the Company is granted the first Enterprise Registration Certificate (business registration certificate and papers with equivalent validity).

h. "Law" means all legal normative documents specified in the Law on Promulgation of Legal Normative Documents.

i. "Enterprise Manager" means the manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, Director, and individuals holding other management positions as specified in the Company Charter.

j. "Enterprise executive" means the Director, Deputy Directors, Chief Accountant, and other executives as prescribed by the Company Charter.

k. "Related person" means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities.

l. "Shareholder" means an individual or organization owning at least one share of the joint stock company.

m. "Major shareholder" means a shareholder as defined in Clause 18, Article 4 of the Law on Securities.

n. "Founding shareholder" means a shareholder owning at least one common share and having their signature in the list of founding shareholders of the joint stock company.

o. "Dividend" means the net profit paid for each share in cash or other assets from the Company's remaining profit after performing financial obligations.

p. "Operation duration" means the operating period of the Company specified in Article 2 of this Charter and the extension period (if any) approved by a resolution of the General Meeting of Shareholders.

q. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

r. "Vietnam" means the Socialist Republic of Vietnam.

2. In this Charter, any reference to any provision or document shall include amendments or replacement documents thereof. In case the legal documents regulating the contents related to this Charter are amended, supplemented, or replaced, the related contents in this Charter shall be implemented according to the amended, supplemented, or replaced contents of such legal documents. The nearest subsequent General Meeting of Shareholders must amend the Charter accordingly.

3. The headings (chapters, articles of this Charter) are used for convenience of understanding the contents and do not affect the contents of this Charter.

4. Words or terms defined in the Law on Enterprises (if not contrary to the subject or context) shall have the same meaning in this Charter.

**Article 2. Name, form, headquarters, branch, representative office, and operation duration of the Company**

1. Company name:

a) Vietnamese name: CÔNG TY CỔ PHẦN GANG THÉP CAO BẰNG

b) English name: CAO BANG CAST IRON AND STEEL JOINT - STOCK COMPANY

c) Transaction name: Cao Bang Cast Iron and Steel Joint - Stock Company

d) Abbreviated name: CISCO.

2. The Company has its own logo as follows:

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

4. The Company is a subsidiary of Vinacomin - Minerals Holding Corporation dominated by the Corporation through the controlling ownership percentage of shares in the Company, through the Corporation's brand, or through other controlling rights prescribed by law and the management regulations of the Corporation.

5. The Company is permitted to use the trademarks "TKV" and "VINACOMIN" of Vinacomin - Minerals Holding Corporation in the Company's name in Vietnamese and English in accordance with the Trademark Usage Regulations of Vinacomin - Minerals Holding Corporation and the provisions of law.

In addition to the provisions in this Charter, the Company is responsible for performing the rights and obligations of a subsidiary to Vinacomin - Minerals Holding Corporation according to the Corporation's Charter and internal management regulations of the Corporation of which the Company is a member.

6. Registered headquarters of the Company:

- Address: No. 052, Kim Dong Street, Thuc Phan Ward, Cao Bang province.
- Telephone: (0206)3 953 369
- E-mail: gangthepcb@gmail.com
- Website: https.//gtcb.com.vn/

7. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the Resolution of the Board of Directors and within the scope permitted by law.

8. Unless terminating its operations under Article 55 of this Charter, the operation duration of the Company shall commence from the date of establishment and is indefinite.

**Article 3. Legal representative of the Company**

The Company has 01 legal representative, who is the Director of the Company. The legal representative has powers and obligations according to the current provisions of law and the Company's internal management regulations.

**Article 4. Objectives and business lines of the Company**

1. The operational objective of the Company is to maximize reasonable profits for the Company, increase dividends for shareholders, contribute to the State Budget, ensure the rights of employees, and constantly develop the Company to become stronger.

2. Business lines of the Company:

| No | Business line code | Business line |
|---|---|---|
| 1. | 0710 | Iron ore mining (Main) |
| 2. | 0990 | Other mining support service activities |
| 3. | 2410 | Manufacture of basic iron and steel |
| 4. | 7110 | Architectural and engineering activities and related technical consultancy |
| 5. | 2823 | Manufacture of machinery for metallurgy |
| 6. | 2824 | Manufacture of machinery for mining, quarrying and construction |
| 7. | 3312 | Repair of machinery |
| 8. | 4659 | Wholesale of other machinery and equipment |
| 9. | 7499 | Other professional, scientific and technical activities n.e.c. |
| 10. | 4672 | Wholesale of metals and metal ores *(Excluding wholesale of gold, silver and other precious metals)* |
| 11. | 4673 | Wholesale of construction materials, fittings and fixtures *(46733 Wholesale of bricks, tiles, stone, sand, gravel)* |
| 12. | 4933 | Freight transport by road |
| 13. | 5229 | Other transportation support activities |
| 14. | 5231 | Freight brokerage and forwarding services |
| 15. | 6810 | Real estate activities with own or leased property |
| 16. | 0810 | Quarrying of stone, sand and clay |

**Article 5. Scope of business and operations**

1. The Company is permitted to plan and conduct all business activities according to the Company's business lines announced on the National Business Registration Portal (or the provisions of the Enterprise Registration Certificate) and this Charter in compliance with the provisions of law, and to take appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

## CHAPTER II.
## CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

### Article 6. Charter capital, shares, founding shareholders

1. Charter capital:

a) The Charter capital of the Company is 430,063,660,000 VND (In words: Four hundred thirty billion, sixty-three million, six hundred sixty thousand dong). The Company's charter capital is divided into 43,006,366 shares with a par value of 10,000 VND/share..

b) The Company may change the charter capital level (increase, decrease charter capital) upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

2. Shares:

a) The shares of the Company as of the date of passing this Charter are common shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.

b) The Company may issue other types of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

c) Common shares cannot be converted into preference shares. Preference shares can be converted into common shares upon approval by the General Meeting of Shareholders.

d) Offering of share :

- Offering of shares is the Company increasing the number of shares authorized to be offered and selling those shares during its operations to increase charter capital.

- The offering of shares to increase charter capital is carried out in one of the forms specified in Clause 2, Article 123 of the Law on Enterprises, including:

(i) Offering to existing shareholders

(ii) Public offering

(iii) Private placement of shares

- The offering of the company's shares is carried out in accordance with the provisions of Articles 123, 124, 125 of the Law on Enterprises and the provisions of the law on securities.

- Common shares must be offered preferentially to existing shareholders in proportion to their ownership ratio of common shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not registered to be fully purchased by shareholders will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

đ) Sale of shares

The Board of Directors decides the time, method, and selling price of shares. The

selling price of shares must not be lower than the market price at the time of offering or the value recorded in the books of the shares at the most recent time, except in the cases specified in Article 126 of the Law on Enterprises, which must be approved by the General Meeting of Shareholders.

e) The Company may repurchase shares issued by the Company itself in the manners prescribed in this Charter and applicable laws.

g) The Company may issue other types of securities upon unanimous written approval by the General Meeting of Shareholders and in compliance with the provisions of the law on securities and the stock market.

h) Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates, and similar documents) issued shall bear the seal and specimen signature of the legal representative of the Company.

3. Founding shareholders are shareholders who participated in drafting, approving, and signing the first Charter of the Company. The names, addresses, number of shares, and other details of the founding shareholders are stated in the appendix attached to this Charter. If a founding shareholder transfers shares in accordance with Article 9 of this Charter, they automatically cease to be a founding shareholder of the Company; the transferee of the shares has the rights and responsibilities as prescribed by law and this Charter.

**Article 7. Share certificates**

1. Shareholders of the Company are granted share certificates corresponding to the number and type of shares owned.

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

3. Within 30 days from the date of submitting a complete dossier requesting the transfer of share ownership according to the Company's regulations, or within two months (or possibly longer depending on the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the owner of the shares will be granted a share certificate. The share owner is not required to pay the company for the cost of printing the share certificate or any fee.

4. In case a share certificate is lost, torn, or destroyed in another form, the shareholder shall be reissued a share certificate by the Company upon the request of that shareholder. The shareholder's request must include the following contents:

a) Information about the lost, torn, or destroyed share certificate;

b) Commitment to take responsibility for any disputes arising from the reissue of the new share certificate.

**Article 8. Other securities certificates**

Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates, and similar documents) issued shall bear the seal and specimen signature of the legal representative of the Company, unless the terms and conditions of issuance provide otherwise.

**Article 9. Transfer of shares**

1. All shares are freely transferable unless this Charter and the law stipulate otherwise. Shares listed on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the stock market.

2. Shares not fully paid cannot be transferred and are not entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

3. Within 3 years from the date of establishment, the founding shareholders must together hold at least 20% of the total number of common shares of the Company at the time of enterprise registration. A founding shareholder has the right to freely transfer their common shares to another founding shareholder. The transfer of these shares to persons who are not founding shareholders requires the approval of the General Meeting of Shareholders. In this case, the shareholder intending to transfer the shares does not have voting rights regarding the transfer of those shares, and the transferee automatically becomes a founding shareholder of the Company.

4. Unless the Board of Directors provides otherwise (in accordance with the provisions of the Law on Enterprises), all transferred shares may be executed through a written transfer in the usual manner, or in any manner acceptable to the BOD. Listed or registered shares must be transferred through the Stock Exchange in accordance with the regulations of the State Securities Commission and the Stock Exchange. The transfer document must be signed by the transferor and the transferee or their authorized representatives. The transferor remains the owner of the relevant shares until the name of the transferee is registered in the shareholder register (unless the transferor authorizes the transferee to attend the General Meeting of Shareholders taking place during that time according to the Law on Enterprises).

5. In the event a shareholder dies or is declared missing by a competent state agency, the heirs or asset managers of the deceased or missing person will be recognized by the Company as the only person(s) having rights or benefits to the shares, but this provision does not release the assets of the deceased or missing shareholder from any obligations attached to any shares held by that person. In case the shares of a deceased or missing shareholder have no heirs, such shares shall be resolved according to the provisions of civil law.

6. A shareholder has the right to gift a part or all of their shares in the Company to others; use shares to pay debts. In this case, the donee or the person receiving debt payment in shares shall be a shareholder of the Company.

7. In case a shareholder transfers a number of shares, the old share certificate is canceled, and the Company issues a new share certificate recording the number of shares transferred and the remaining number of shares.

**Article 10. Forfeiture and payment of shares**

1. If a shareholder fails to pay in full and on time the amount payable for the shares subscribed for, the Board of Directors shall notify the shareholder and shall have the right to require the shareholder to pay the outstanding amount, together with interest thereon and any costs incurred by the Company as a result of the failure to make full payment, in accordance with applicable regulations.

2. The above payment notice must specify a new payment deadline of at least seven (07) days from the date the notice is sent, the place of payment, and a clear statement that failure to comply with the payment requirements will result in the unpaid shares being recovered.

3. The Board of Directors shall have the right to recover shares that have not been fully paid for by the due date if the requirements specified in the above notice are not met.

4. If, after the prescribed deadline, a shareholder has not paid for the subscribed shares or has paid for only part of them, the following shall apply:

a) A shareholder who has not paid for all the shares subscribed for shall automatically cease to be a shareholder of the Company in respect of those shares and shall not be entitled to transfer the right to purchase those shares to another person;

b) A shareholder who has paid for only part of the shares subscribed for shall be entitled to voting rights, dividends and other rights corresponding to the number of shares paid for, but shall not be entitled to transfer the right to purchase the unpaid shares to another person;

c) The unpaid shares shall be deemed unsold shares, and the Board of Directors shall have the right to recover them and decide on subsequent measures for their disposition.

5. Recovered shares shall be deemed shares authorized for offering in accordance with Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell, redistribute or otherwise dispose of such shares, or authorize another party to do so, to the former holder of the recovered shares or other parties, under the terms and conditions and by the methods it considers appropriate.

6. A shareholder whose shares are recovered due to failure to pay, or failure to pay in full, for the shares subscribed for shall forfeit shareholder status in respect of those shares but shall remain liable for all related amounts, together with interest calculated at the applicable non-term VND deposit interest rate of the bank where the Company maintains its account, as determined at the time of recovery by the Board of Directors, from the date of recovery until payment is made. The Board of Directors shall have full discretion to enforce payment of the entire value of the shares at the time of recovery or to waive part or all of the amount payable.

7. A notice of recovery shall be sent to the holder of the shares subject to recovery before the recovery takes effect. The recovery shall remain valid even if an error or negligence occurs in sending the notice.

8. A shareholder who has not paid, or has not fully paid, for the shares subscribed for shall remain liable for the Company's financial obligations arising up to the time the shares are recovered, in proportion to the total par value of the shares subscribed for.

## CHAPTER III
## ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

### Article 11. Organizational Structure, Governance and Control of the Company

1. The Company's organizational, governance and control structure comprises:

a) The General Meeting of Shareholders, which is the Company's highest decision-making body;

b) The Board of Directors, elected by the General Meeting of Shareholders, which manages the Company and has full authority to act in the Company's name to decide on and exercise the Company's rights and obligations that do not fall within the authority of the General Meeting of Shareholders;

c) General Director, who manages the Company's day-to-day business operations, is subject to the supervision of the Board of Directors, and is accountable to the Board of Directors and the law for the exercise of the assigned rights and performance of the assigned duties;

d) The Supervisory Board, elected by the General Meeting of Shareholders to supervise the Board of Directors and General Director in managing and operating the Company, and accountable to the General Meeting of Shareholders for the performance of its assigned duties.

## CHAPTER IV
## SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

### Article 12. Rights of Shareholders

1. Shareholders are owners of the Company and have rights and obligations corresponding to the number and classes of shares they hold. Shareholders are liable for the Company's debts and other property obligations only to the extent of the capital they have contributed to the Company.

2. Shareholders are entitled to equal treatment. Each share of the same class confers equal rights, obligations and benefits on its holder.

3. Holders of ordinary shares shall have the following rights:

Attend and speak at General Meetings of Shareholders and exercise voting rights directly, through an authorized representative or by other means prescribed by the Company's Charter and applicable law. Each ordinary share carries one vote;

Receive dividends corresponding to the number of shares held, depending on the Company's annual business results and the decision of the General Meeting of Shareholders;

Freely transfer their shares to other persons, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;

Have pre-emptive rights to purchase newly offered shares in proportion to their ownership of ordinary shares, except where the General Meeting of Shareholders decides to sell shares to new shareholders;

Inspect, access and extract information concerning shareholders in the list of shareholders eligible to vote and participate in the General Meeting of Shareholders, and request the correction of inaccurate information;

Access information about the list of shareholders entitled to attend General Meetings of Shareholders, and obtain full access to periodic and ad hoc information disclosed by the Company in accordance with the law;

Inspect, access, extract or make copies of the Company's Charter, the minutes book of General Meetings of Shareholders and resolutions of the General Meeting of Shareholders;

In the event of the Company's dissolution or bankruptcy, receive a portion of the remaining assets corresponding to their capital contribution after the Company has paid its debts, including obligations to the State, taxes and fees, and made payments to holders of other classes of shares in accordance with the law;

Request the Company to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;

Be treated equally. Each share of the same class confers equal rights, obligations and benefits on its holder. If the Company has preference share classes, the rights and obligations attached to each preference share class must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

Have full access to periodic and ad hoc information disclosed by the Company in accordance with the law;

Have their lawful rights and interests protected, and request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

Exercise other rights prescribed by this Charter and applicable law.

4. A shareholder or group of shareholders holding at least 5% of the total ordinary shares shall have the following rights:

a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with Articles 115 and 140 of the Law on Enterprises;

b) Inspect, access and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets or business secrets;

c) Request the Supervisory Board to inspect specific matters relating to the management and administration of the Company's operations whenever deemed necessary. The request must be made in writing and specify the full name, permanent address, nationality, citizen identification number, passport number or other valid personal identification of an individual shareholder; or the name, registered address, nationality, establishment decision number or enterprise identification number, and head office address of an institutional shareholder. It must also specify the number of shares and share registration date of each shareholder, the total number of shares held by the shareholder group and its ownership percentage in the Company's total shares, as well as the matters to be inspected and the purpose of the inspection;

d) Propose matters for inclusion in the agenda of a General Meeting of Shareholders. Proposals must be made in writing and delivered to the Company no later than three (03) working days before the opening of the meeting. Each proposal must specify the shareholder's name, the number of shares of each class held and the matter proposed for inclusion in the agenda;

e) Exercise other rights prescribed by the Law on Enterprises and this Charter.

5. A shareholder or group of shareholders holding at least 5% of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. Nominations to the Board of Directors and the Supervisory Board shall be conducted as follows:

a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting of the formation of the group before the General Meeting of Shareholders opens;

b. Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders specified in this Clause may nominate one or more candidates to the Board of Directors and the Supervisory Board, as determined by the General Meeting of Shareholders. If the number of candidates nominated by the shareholder or group of shareholders is lower than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates may be nominated by the Board of Directors, the Supervisory Board and other shareholders.

6. The rights of holders of preference shares, if any, shall be determined by the General Meeting of Shareholders in accordance with applicable law.

7. Shareholders have the right to protect their lawful interests. If a decision of the General Meeting of Shareholders violates the law or the Company's Charter, or a decision of the Board of Directors is adopted contrary to the law or the Company's Charter and causes damage to the Company, shareholders may request the annulment or suspension of such decision in accordance with the Law on Enterprises.

**Article 13. Obligations of Shareholders**

1. Comply with the Company's Charter and regulations; implement decisions and resolutions of the General Meeting of Shareholders and the Company's Board of Directors.

2. Pay in full for the shares subscribed for in accordance with the applicable regulations. Shareholders must not withdraw their contributed ordinary share capital from the Company in any form, except where the Company or another person repurchases the shares. If a shareholder unlawfully withdraws part or all of their contributed share capital in breach of this Clause, members of the Board of Directors and the Company's legal representative shall be jointly and severally liable for the Company's debts and other property obligations up to the value of the withdrawn shares and any resulting damage.

3. Provide an accurate address when registering to purchase shares.

4. Bear personal liability when acting in the Company's name in any form to carry out any of the following acts:

a) Violating the law;

b) Conducting business or other transactions for personal gain or for the benefit of another organization or individual;

c) Paying debts that are not yet due when the Company faces a potential financial risk.

5. Attend General Meetings of Shareholders and exercise voting rights through one of the following methods:

a) Attend and vote in person at the meeting;

b) Authorize another person to attend and vote at the meeting;

c) Attend and vote through online meetings, electronic voting or other electronic means;

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

6. Maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and applicable law. Such information may be used only to exercise and protect the shareholder's lawful rights and interests. Distributing, copying or forwarding information provided by the Company to other organizations or individuals is strictly prohibited.

7. Fulfill other obligations prescribed by law and this Charter.

8. In addition to the obligations applicable to shareholders under the Law on Enterprises, major shareholders must comply with the following obligations:

a) Major shareholders must not abuse their advantages to adversely affect the rights and interests of the Company or other shareholders in violation of the law or the Company's Charter;

b) Major shareholders must disclose information as required by law.

**Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders comprises all shareholders entitled to vote and is the Company's highest decision-making body. The Annual General Meeting of Shareholders shall be held once a year within four (04) months from the end of the financial year. Unless otherwise provided in the Company's Charter, the Board of Directors may extend the deadline for holding the Annual General Meeting of Shareholders where necessary, but the meeting must be held no later than six (06) months after the end of the financial year. In addition to the annual meeting, extraordinary General Meetings of Shareholders may be convened. The location of a General Meeting of Shareholders shall be deemed to 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 select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter, particularly approval of the audited annual financial statements. If the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and that representative is required to attend.

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

a) The Board of Directors considers it necessary in the interests of the Company;

b) An extraordinary meeting is necessary where the appointed independent

auditors request a discussion of the audit report or the Company's financial position, and the Board of Directors agrees that such a meeting is necessary;

c) The remaining number of members of the Board of Directors or the Supervisory Board falls below the minimum number prescribed by law;

d) A request is made by a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. The request to convene the meeting must be made in writing and state the reasons for and purposes of the meeting. It must bear the signatures of all relevant shareholders, or be prepared in multiple copies containing the signatures of the relevant shareholders;

e) At the request of the Supervisory Board. The Supervisory Board shall request that a meeting be convened if it has reason to believe that members of the Board of Directors or senior managers have seriously breached their obligations under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its authority;

f) Other cases prescribed by law and the Company's Charter.

4. Authority to convene an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors or Supervisors falls within the circumstances specified in Point d, Clause 3 of this Article, or from receipt of a request specified in Points dd and e, Clause 3 of this Article.

If the Board of Directors fails to convene the General Meeting of Shareholders as required, the Chairperson and members of the Board of Directors shall be legally liable and must compensate the Company for any resulting damage.

b) If the Board of Directors fails to convene the meeting as provided in Point a of this Clause, the Supervisory Board must, within the following thirty (30) days, convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Article 140 of the Law on Enterprises.

If the Supervisory Board fails to convene the meeting as required, the Chairperson and members of the Supervisory Board shall be legally liable and must compensate the Company for any resulting damage, if any.

c) If the Supervisory Board fails to convene the General Meeting of Shareholders as provided in Point b, Clause 4 of this Article, then within the following thirty (30) days, the shareholder or group of shareholders that made the request specified in Point d, Clause 3 of this Article shall have the right to convene the General Meeting of Shareholders in place of the Board of Directors and the Supervisory Board, in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening the meeting and adopting resolutions at the General Meeting of Shareholders.

d) The person convening the meeting must prepare and finalize the list of shareholders entitled to attend the General Meeting of Shareholders, provide

information and resolve complaints relating to the shareholder list, prepare the meeting agenda and contents, prepare meeting documents, determine the time and venue, and send meeting invitations to each eligible shareholder in accordance with Article 18 of this Charter.

e) All costs incurred in convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the meeting, including accommodation and travel expenses.

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

**Article 15. Rights and Duties of the General Meeting of Shareholders**

1. The Annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:

a) The Company's annual business plan;

b) The audited annual financial statements;

c) Reports of the Board of Directors on corporate governance and the performance of the Board of Directors and each of its members;

d) Reports of the Supervisory Board on the Company's business results and the performance of the Board of Directors and General Director;

e) Self-assessment reports on the performance of the Supervisory Board and its members;

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

g) The number of members of the Board of Directors and the Supervisory Board;

h) Election, dismissal and removal of members of the Board of Directors and the Supervisory Board;

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

k) Approval of the list of approved audit firms and selection of an approved audit firm to inspect the Company's operations whenever deemed necessary;

l) Amendments and supplements to the Company's Charter;

m) The classes and number of newly issued shares of each class, and the transfer of shares by founding shareholders during the first three (03) years from the date of establishment;

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

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

p) Decisions on investments in, or sales of, assets valued at 35% or more of the total assets recorded in the Company's most recent financial statements;

q) Decisions to repurchase more than 10% of the total shares sold of each class;

r) Approval of contracts and transactions between the Company and the parties

specified in Clause 1, Article 167 of the Law on Enterprises, where the value is equal to or greater than 35% of the total assets recorded in the Company's most recent financial statements;

s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;

t) Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors and the Operating Regulations of the Supervisory Board;

u) Other matters prescribed by law and this Charter.

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

a) Approve the Company's development strategy;

b) Decide on the classes of shares and the total number of shares of each class authorized for offering, and determine the annual dividend rate for each class of shares;

c) Elect, dismiss and remove members of the Board of Directors and the Supervisory Board;

d) Decide on investments in, or sales of, assets valued at [35%] or more of the total assets recorded in the Company's most recent financial statements, [unless the Company's Charter stipulates a different percentage or value];

e) Decide on amendments and supplements to the Company's Charter;

f) Approve the annual financial statements;

g) Decide to repurchase more than 10% of the total shares sold of each class;

h) Consider and address violations by members of the Board of Directors or the Supervisory Board that cause damage to the Company or its shareholders;

i) Decide on the reorganization or dissolution of the Company;

k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board.

l) Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors and the Operating Regulations of the Supervisory Board;

m) Approval of the list of approved audit firms; selection of an approved audit firm to audit the Company's operations and removal of an approved auditor where deemed necessary;

n) Other rights and duties as prescribed by law.

3. Shareholders shall not be entitled to vote on any resolution for approval in the following cases:

a) Contracts and transactions specified at Point r, Clause 1 of this Article, where such shareholder or a related person of such shareholder is a party to the contract or transaction;

b) The repurchase of shares held by such shareholder or by a related person of such shareholder, except where the repurchase is carried out in proportion to the shareholdings of all shareholders, or is conducted through order matching on the Stock Exchange or by way of a public tender offer in accordance with law.

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

**Article 16. Authorized Representatives**

1. Shareholders and authorized representatives of organizational shareholders may attend meetings in person or authorize one or more other individuals or organizations to attend meetings, or participate through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

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

a) Where an individual shareholder grants the authorization, the authorization document must be signed by that shareholder and by the individual or legal representative of the organization authorized to attend the meeting;

b) Where an organizational shareholder grants the authorization, the authorization document must be signed by the authorized representative and the legal representative of the organizational shareholder, and by the individual or legal representative of the organization authorized to attend the meeting;

c) In other cases, the authorization document must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

The authorized representative attending the General Meeting of Shareholders must submit the written authorization before entering the meeting room.

3. Where a lawyer signs the appointment of a representative on behalf of the authorizing person, such appointment shall be deemed valid only if it is presented together with the letter of authorization granted to the lawyer or a valid copy thereof, if the letter of authorization has not previously been registered with the Company.

4. An organizational shareholder has the right to appoint one or more authorized representatives to exercise its shareholder rights in accordance with law. Where more than one authorized representative is appointed, the number of shares and votes allocated to each representative must be specifically determined. The appointment, termination or replacement of an authorized representative must be notified to the Company in writing as soon as possible. The notice must contain the following principal information:

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

b) Number and class of shares held and the date of shareholder registration with the Company;

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

d) Number of shares represented under the authorization;

e) Term of the authorization;

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

The Company must send notice of the authorized representative specified in this Clause to the business registration authority within five working days from the date of receipt of the notice.

5. Except for the case specified in Clause 3 of this Article, votes cast by an authorized representative attending a meeting within the scope of the authorization remain valid even if the authorizing person has:

a) Died, had their civil act capacity restricted or lost their civil act capacity;

b) Revoked the appointment of the authorized representative;

c) Revoked the authority of the person exercising the authorization.

However, this provision shall not apply if the Company receives written notice of any of the foregoing circumstances before the opening of the General Meeting of Shareholders or before the reconvened meeting begins.

6. Where shares are transferred between the date on which the list of shareholders is finalized and the opening date of the General Meeting of Shareholders, the transferee shall have the right to attend the General Meeting of Shareholders in place of the transferor in respect of the transferred shares.

7. An authorized representative must satisfy the following standards and conditions:

a) Have full civil act capacity;

b) Not fall within the category of persons prohibited from establishing or managing enterprises;

c) A state shareholder holding more than 50% of the charter capital may not appoint the spouse, biological or adoptive father or mother, biological or adopted child, or biological brother or sister of a company manager or of a person authorized to appoint company managers as its authorized representative at another company.

8. The responsibilities of an authorized representative acting on behalf of an organization or an individual shall be performed in accordance with law, the Company Charter, the management regulations of the organization appointing the authorized representative, or the requirements of the authorizing individual.

9. A shareholder shall be deemed to have attended and voted at a General Meeting of Shareholders in any of the following cases:

a) Attending and voting in person at the meeting;

b) Authorizing another person to attend and vote at the meeting;

c) Attending and voting through an online conference, electronic voting or another electronic form;

d) Sending a ballot to the meeting by post, fax or email.

**Article 17. Changes to Rights**

1. Any change to or cancellation of special rights attached to a class of preference shares shall take effect only if approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of holders of preference shares may only be adopted if it is approved by holders of the same class of preference shares attending the meeting and representing at least 75% of the total issued shares of that class, or by holders of the same class of preference shares representing at least 75% of the total issued shares of that class where the resolution is adopted by written consultation.

2. A separate meeting of shareholders holding a class of preference shares to approve a change to rights under Clause 1 of this Article shall be valid only if at least two (02) shareholders, or their authorized representatives, attend and hold at least one-third (1/3) of the par value of the issued shares of that class. If the required number of attendees is not present, a second meeting shall be held within thirty (30) days thereafter. At the second meeting, the shareholders holding shares of that class who attend in person or through authorized representatives shall constitute a sufficient quorum, regardless of the number of attendees or the number of shares held. At such meetings of holders of preference shares, those present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be similar to those stipulated in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issue of the shares, the special rights attached to classes of shares that enjoy preference in some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

**Article 18. Convening the General Meeting of Shareholders, Meeting Agenda and Notice of Meeting**

1. The Company must fully comply with the procedures for convening a General Meeting of Shareholders as prescribed by law, this Charter and the Company's internal regulations. The Company is responsible for disclosing information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date. Procedures for authorization and the preparation of authorization documents for shareholders shall be prescribed in the Internal Regulations on Corporate Governance.

2. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. Extraordinary General Meetings of Shareholders shall be convened in the cases specified in Article 14 of this Charter.

3. The person convening the General Meeting of Shareholders must perform the following duties:

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting must be prepared no earlier than 10 days before the date on which the notice of meeting is sent;

b) Draft resolutions of the General Meeting of Shareholders in accordance with the proposed meeting agenda;

c) Prepare the meeting agenda and contents;

d) Prepare the meeting documents;

e) Determine the time and venue of the meeting;

f) Notify and send the meeting notice to all shareholders entitled to attend;

g) Perform other tasks serving the meeting.

4. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery and shall also be published on the information channels of the Stock Exchange, for listed companies or companies registered for trading, and on the Company's website. The person convening the General Meeting of Shareholders must send the meeting invitation to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting. This period shall be calculated from the date on which the notice is duly sent or dispatched, postage prepaid, or deposited in the mailbox.

The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. If the documents are not enclosed with the meeting notice, the invitation must specify a link to the full set of meeting documents so that shareholders can access them, including:

a) The meeting agenda and documents to be used at the meeting;

b) The list and detailed information of candidates where members of the Board of Directors or Supervisors are to be elected;

c) Ballot papers;

d) The form for appointing an authorized representative to attend the meeting;

e) Draft resolutions on each matter on the meeting agenda.

5. Shareholders or groups of shareholders referred to in Clause 4, Article 12 of this Charter have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to the Company no later than three working days before the opening of the General Meeting of Shareholders. A proposal must include the shareholder's full name, permanent address, nationality and citizen identification number, passport number, or other valid personal identification, in the case of an individual shareholder; or the name, enterprise code or establishment decision number, and head office address, in the case of an organizational shareholder; the number and class of shares held by that shareholder; and the proposed matter for inclusion in the meeting agenda.

6. If the person convening the General Meeting of Shareholders rejects a proposal under Clause 5 of this Article, they must respond in writing, stating the reasons, no later than two (02) working days before the opening date of the General Meeting of Shareholders. The person convening the meeting may reject proposals relating to Clause 5 of this Article in any of the following cases:

a) The proposal is submitted after the deadline or does not contain sufficient information or the required contents;

b) At the time of submission, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 4, Article 12 of this

Charter;

c) The proposed matter does not fall within the scope or authority of the General Meeting of Shareholders;

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

7. The person convening the General Meeting of Shareholders must accept and include proposals under Clause 5 of this Article in the proposed agenda and meeting contents, except in the cases specified in Clause 6 of this Article. A proposal shall be officially added to the agenda and meeting contents if approved by the General Meeting of Shareholders.

8. The Board of Directors or the person authorized to convene the General Meeting of Shareholders in the cases specified in Article 14 of this Charter must prepare draft resolutions for each matter on the meeting agenda.

**Article 19. Conditions for Conducting a General Meeting of Shareholders**

1. A General Meeting of Shareholders may be conducted when shareholders attending the meeting represent at least 65% of the total voting shares.

2. If the first General Meeting of Shareholders does not have the required quorum specified in Clause 1 of this Article, the person convening the meeting shall cancel it within thirty (30) minutes from the scheduled opening time. The General Meeting of Shareholders must be convened for a second time within thirty (30) days from the date scheduled for the first meeting. The reconvened General Meeting of Shareholders may only proceed if the attending shareholders and their authorized representatives represent at least 33% of the total voting shares.

3. If the second General Meeting of Shareholders cannot proceed because it does not have the required quorum specified in Clause 2 of this Article, the third General Meeting of Shareholders shall be convened within twenty (20) days from the date scheduled for the second meeting. The cancellation of the second meeting shall take place within thirty (30) minutes from its scheduled opening time. In this case, the third meeting may proceed regardless of the number of shareholders or authorized representatives attending and shall be deemed valid and entitled to decide on all matters that were proposed for approval at the first General Meeting of Shareholders.

4. Only the General Meeting of Shareholders has the authority to change the meeting agenda that was sent together with the meeting notice in accordance with Clause 3, Article 18 of this Charter.

**Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Before or on the date of the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and continue registering shareholders until all shareholders entitled to attend who are present have completed registration. The registration period shall be determined by the Board of Directors. Upon registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card bearing the registration number, the shareholder's full name, the authorized representative's full name and the number of votes held by that shareholder.

2. Shareholders or authorized representatives who arrive after the meeting has

commenced shall be registered and shall be entitled to vote immediately after registration. The Chairperson shall not suspend the meeting to allow late arrivals to register. In such cases, the validity of votes already cast shall not be affected.

3. The Chairperson, secretary and vote-counting committee of the General Meeting of Shareholders shall be appointed as follows:

a) A General Meeting of Shareholders convened by the Board of Directors shall be chaired by the Chairperson of the Board of Directors. If the Chairperson of the Board of Directors is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of their members to chair the meeting by majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting until the General Meeting of Shareholders elects a Chairperson. The person receiving the highest number of votes shall chair the meeting;

b) In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the meeting Chairperson by the General Meeting of Shareholders. The person receiving the highest number of votes shall chair the meeting;

c) The Chairperson shall nominate one or more persons to act as secretaries and prepare the minutes of the meeting;

d) The General Meeting of Shareholders shall elect, from among the attendees, persons responsible for counting votes or supervising the vote-counting process, as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal. The Chairperson shall appoint one or more meeting secretaries. The General Meeting of Shareholders shall elect one or more members of the vote-counting committee upon the proposal of the meeting Chairperson.

4. The meeting agenda and contents must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically indicate the time allocated to each matter to be discussed.

5. Decisions made by the Chairperson concerning the order and procedures of the meeting or events arising outside the agenda of the General Meeting of Shareholders shall have the highest authority.

6. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. When voting at the meeting, votes in favor of a resolution shall be collected first, followed by votes against the resolution. The total number of votes in favor and against shall then be counted to determine the outcome. The total number of votes in favor, votes against, abstentions and invalid votes for each matter shall be announced by the Chairperson immediately after voting on that matter.

7. The Chairperson of the General Meeting of Shareholders may adjourn the meeting, even if the required quorum is present, to another time and at a location determined by the Chairperson without seeking the meeting's approval if the Chairperson considers that:

a) Attendees cannot be conveniently seated at the meeting venue;

b) The conduct of attendees is disrupting or is likely to disrupt the meeting;

c) The communication facilities at the meeting venue do not adequately enable shareholders to attend, discuss and vote; or

d) The adjournment is necessary to ensure that the meeting's business is conducted properly and lawfully.

In addition, the Chairperson may adjourn the meeting with the agreement or at the request of the General Meeting of Shareholders, provided that the required quorum is present. The adjournment shall not exceed three days from the scheduled opening date of the meeting. When reconvened, the meeting shall consider only matters that should lawfully have been dealt with at the previously adjourned meeting.

8. If the Chairperson adjourns or suspends the General Meeting of Shareholders in contravention of the above provisions, the General Meeting of Shareholders may elect another person from among those attending to replace the Chairperson and preside over the meeting until its conclusion. The validity of votes cast at that meeting shall not be affected.

9. The Chairperson and secretary of the General Meeting of Shareholders are entitled to take necessary measures to conduct the meeting in a reasonable and orderly manner, in accordance with the approved agenda and in a way that reflects the wishes of the majority of attendees.

10. The person convening the General Meeting of Shareholders may require shareholders or their authorized representatives attending the meeting to undergo inspections or comply with other lawful and reasonable security measures. If a shareholder or authorized representative refuses to comply with such inspection requirements or security measures, the person convening the meeting may, after careful consideration, refuse that person entry to or expel that person from the meeting.

11. After careful consideration, the Board of Directors may take measures it considers appropriate to:

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

b) Ensure the safety of all persons present at the venue;

c) Facilitate shareholders' participation in, or continued attendance at, the meeting.

The Board of Directors shall have full discretion to change the above measures and apply any measures it deems necessary. Such measures may include issuing admission tickets or using other methods of access control.

12. Where the above measures are applied at the General Meeting of Shareholders, the Board of Directors may, when determining the meeting venue:

a) Announce that the meeting will be held at the venue specified in the notice and that the Chairperson will be present there (the "Main Meeting Venue");

b) Arrange for shareholders or their authorized representatives who are unable to attend under this Article, or who wish to participate from a location other than the Main Meeting Venue, to attend the meeting simultaneously.

The meeting notice is not required to specify the organizational measures implemented under this Article in detail.

13. In this Charter, unless the circumstances require otherwise, all shareholders shall be deemed to be attending the meeting at the Main Meeting Venue.

14. Where the Company uses modern technology to conduct the General Meeting of Shareholders online, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

15. The Company shall hold a General Meeting of Shareholders at least once each year. The annual General Meeting of Shareholders may not be conducted by way of written shareholder consultation.

**Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt decisions within its authority by voting at a meeting or by obtaining shareholders' written opinions.

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

a) Amendments to or supplements to the contents of the Company Charter;

b) The Company's development orientations (long-term development plans);

c) Classes of shares and the total number of shares of each class;

d) Election, removal from office or dismissal of members of the Board of Directors and the Supervisory Board;

e) Decisions on investment in or sale of the Company's assets, or purchase transactions conducted by the Company, with a value equal to or greater than 35% of the Company's total assets as recorded in the latest audited financial statements;

f) Approval of the annual audited financial statements;

g) Forms of corporate reorganization, dissolution or bankruptcy of the Company.

3. Resolutions on the following matters shall be adopted when approved by shareholders holding at least 75% of the total votes of shareholders entitled to vote who are present in person or through authorized representatives at the General Meeting of Shareholders:

a) Classes of shares and the total number of shares of each class;

b) Changes to business lines and sectors;

c) Changes to the Company's management structure in terms of its operating model and legal representative as prescribed in Article 137 of the Law on Enterprises;

d) Decisions on investment projects, purchase or sale transactions involving assets of the Company or its branches, or purchase transactions conducted by the Company or its branches, with a value equal to or greater than 35% of the total assets of the Company and its branches as recorded in the latest audited financial statements;

e) Decisions on capital contributions to or purchases of shares in other enterprises, where the total value of such capital contributions and share purchases is

equal to or greater than 35% of the Company's total assets as recorded in the latest audited financial statements;

f) Forms of corporate reorganization, dissolution or bankruptcy of the Company;

g) Amendments to or supplements to the contents of the Company Charter.

4. Resolutions on other matters within the authority of the General Meeting of Shareholders shall be adopted when approved by shareholders holding at least 65% of the total votes of shareholders entitled to vote who are present in person or through authorized representatives at the General Meeting of Shareholders, except for the matters specified in Clause 3 of this Article.

5. Voting to elect members of the Board of Directors and the Supervisory Board shall be conducted using cumulative voting in accordance with Article 148 of the Law on Enterprises.

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

7. Resolutions of the General Meeting of Shareholders adopted with 100% of the total voting shares shall be lawful and effective even if the procedures and formalities for adopting such resolutions were not carried out in accordance with the prescribed requirements.

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

1. The Board of Directors may obtain shareholders' written opinions to adopt decisions of the General Meeting of Shareholders at any time if it considers this necessary in the interests of the Company, except for the matters specified in Clause 2, Article 21 of this Charter, which must be voted on at a meeting of the General Meeting of Shareholders. Where a decision is adopted by obtaining written opinions, it shall be approved if shareholders representing at least 75% of the total voting rights.

2. The Board of Directors must prepare the opinion ballot, the draft decision of the General Meeting of Shareholders and documents explaining the draft decision. The opinion ballot, together with the draft decision and explanatory documents, must be sent by a method that ensures delivery to the permanent address of each shareholder. The Board of Directors must ensure that the documents are sent or made available to shareholders within a reasonable period to allow them to consider and vote, and must send them at least ten (10) days before the deadline for receipt of the completed ballots. Requirements and procedures for sending the opinion ballots and accompanying documents shall comply with Clause 4, Article 18 of this Charter.

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

a) The Company's name, head office address, enterprise code, date of issuance of the Enterprise Registration Certificate and place of enterprise registration;

b) The purpose of obtaining shareholders' opinions;

c) The full name, permanent address, nationality, identity card number, citizen identification card number, passport number or other lawful personal identification document of an individual shareholder; the name, enterprise code or establishment

decision number, and head office address of an organizational shareholder; or the full name, permanent address, nationality, identity card number, citizen identification card number, passport number or other lawful personal identification document of the authorized representative of an organizational shareholder; and the number of shares of each class and the number of votes held by the shareholder;

d) The matter on which opinions are sought for the adoption of a decision;

e) Voting options for each matter submitted for consultation, including approval, disapproval and no opinion;

f) The deadline for returning the completed opinion ballot to the Company;

g) The full name and signature of the Chairperson of the Board of Directors and the Company's legal representative;

h) A completed opinion ballot must bear the signature of an individual shareholder, or the signature of the authorized representative or legal representative of an organizational shareholder.

4. Shareholders may return completed opinion ballots to the Company through one of the following methods:

a) By post. An opinion ballot sent to the Company must be enclosed in a sealed envelope, and no one may open it before the votes are counted;

b) By fax or email. Opinion ballots sent to the Company by fax or email must be kept confidential until the votes are counted.

Opinion ballots received by the Company after the deadline specified in the ballot, or opened before the vote count in the case of postal submissions, or disclosed before the vote count in the case of fax or email submissions, shall be invalid. Ballots that are not returned shall be deemed votes not cast.

5. The Board of Directors shall organize the vote count and prepare the vote-counting minutes in the presence of the Supervisory Board or a shareholder who does not hold a management position in the Company. The vote-counting minutes must contain the following principal information:

a) The Company's name, head office address, enterprise code, date of issuance of the Enterprise Registration Certificate and place of enterprise registration;

b) The purpose of the consultation and the matters submitted for approval;

c) The number of shareholders who participated in voting and the total number of votes cast, distinguishing valid votes from invalid votes and specifying the methods used to submit votes, together with an appendix listing the participating shareholders;

d) The total number of votes in favor, against and expressing no opinion on each matter;

e) The matters that have been approved;

f) The full names and signatures of the Chairperson of the Board of Directors, the Company's legal representative and the person supervising the vote count.

Members of the Board of Directors and persons counting or supervising the votes shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and

shall be jointly liable for any damage arising from decisions adopted as a result of dishonest or inaccurate vote counting.

6. The vote-counting results must be published on the Company's website within 24 hours. If the Company does not have a website, the results must be sent to shareholders within fifteen (15) days from the date the vote count is completed.

7. Completed opinion ballots, vote-counting minutes, the full text of adopted resolutions and relevant documents enclosed with the opinion ballots must all be retained at the Company's head office.

8. Resolutions and decisions adopted by obtaining shareholders' written opinions shall have the same legal effect as resolutions and decisions adopted at a meeting of the General Meeting of Shareholders.

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

1. Meetings of the General Meeting of Shareholders must be recorded in the Company's minutes book and may also be audio-recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese; an English version may also be prepared. They must contain the information required under Article 150 of the Law on Enterprises and be signed by the meeting Chairperson and secretary.

If the Chairperson and secretary refuse to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors who attended the meeting and if they contain all information required under this Clause. The minutes must clearly record the fact that the Chairperson and secretary refused to sign them.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting closes. They must be published on the Company's website within 24 hours. If the Company does not have a website, they must be sent to all shareholders within fifteen (15) days from the closing date of the meeting.

Resolutions and minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting together with their signatures, written authorizations to attend the meeting, all documents attached to the minutes, if any, and relevant documents enclosed with the meeting notice must be disclosed in accordance with the laws on information disclosure in the securities market and retained at the Company's head office.

3. The meeting Chairperson and secretary shall be jointly responsible for the truthfulness and accuracy of the minutes and for arranging the storage of the minutes of the General Meeting of Shareholders.

4. The minutes of the General Meeting of Shareholders, records, the signature register of attending shareholders, written authorizations to attend the meeting, the full text of adopted resolutions and relevant documents enclosed with the meeting notice must be retained at the Company's head office.

5. The minutes of the General Meeting of Shareholders shall be deemed conclusive evidence of the proceedings conducted at the meeting, unless an objection to the contents of the minutes is raised in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent.

**Article 24. Requests for Cancellation of Resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes recording the results of the written consultation of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises, a member of the Board of Directors, the Director or a member of the Supervisory Board may request a Court or Arbitration to review and cancel a resolution, or part of a resolution, of the General Meeting of Shareholders in any of the following cases:

1. The procedures and formalities for convening the General Meeting of Shareholders were not carried out in accordance with the Law on Enterprises and the Company Charter, except for the case specified in Clause 7, Article 21 of this Charter.

2. The procedures and formalities for adopting the resolution, or the contents of the resolution, violate the law or the Company Charter.

Where a resolution of the General Meeting of Shareholders is cancelled by a decision of a Court or Arbitration, the person who convened the cancelled General Meeting of Shareholders may consider organizing a new General Meeting of Shareholders within fifteen (15) days, following the procedures and formalities prescribed by the Law on Enterprises and this Charter.

## Chapter V
## BOARD OF DIRECTORS

**Article 25. Candidacy and Nomination of Members of the Board of Directors**

1. Where candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and published on the Company's website at least ten (10) days before the opening date of the General Meeting of Shareholders, so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written undertaking confirming the truthfulness, accuracy, and reasonableness of the disclosed personal information and must undertake to perform their duties honestly if elected as members of the Board of Directors. The disclosed information relating to candidates for the Board of Directors shall include, at a minimum, the following:

a) Full name and date of birth;

b) Educational qualifications;

c) Professional qualifications;

d) Employment history;

e) The companies in which the candidate currently holds positions as a member of the Board of Directors or other managerial positions;

f) An assessment report on the candidate's contributions to the Company, if the candidate is currently a member of the Company's Board of Directors;

g) Any interests related to the Company, if any;

h) Full name of the shareholder or group of shareholders nominating the candidate, if any;

i) Other information.

2. Nomination of candidates to the Board of Directors

Shareholders holding ordinary shares may pool their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 50% may nominate a maximum of two (02) candidates; from 50% to less than 65% may nominate a maximum of three (03) candidates; and from 65% or more may nominate the full number of candidates.

3. If the number of candidates for the Board of Directors nominated and self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. Any additional nominations made by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors, in accordance with the law.

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

**Article 26. Composition and Term of Office**

1. The Board of Directors shall consist of five (05) members elected and dismissed by the General Meeting of Shareholders. Independent or non-executive members must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of independent non-executive members of the Board of Directors shall be determined by rounding down. An individual may be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. Members of the Board of Directors are not required to hold shares in the Company.

2. The term of office of the Board of Directors is five (05) years. The term of office of each member of the Board of Directors shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. Where a member is elected to fill a vacancy or replace a member who has been removed from office or dismissed during a term, the replacement member's term shall be the remaining period of the Board of Directors' term.

3. The Board of Directors whose term has just expired shall continue to operate until a new Board of Directors is elected and takes over its duties.

4. A member of the Board of Directors shall cease to hold office in any of the following cases:

a) The member no longer meets the eligibility requirements for membership of the Board of Directors under the Law on Enterprises or is prohibited by law from serving as a member of the Board of Directors;

b) The member submits a written resignation to the Company's head office;

c) The member loses or has restricted civil act capacity;

d) The member is absent from or fails to attend Board of Directors meetings for six consecutive months without the Board's permission, and the Board of Directors has ruled that the position is vacant, except in cases of force majeure;

e) The member is dismissed from the Board of Directors pursuant to a decision of the General Meeting of Shareholders;

f) The member ceases to be an authorized representative of an institutional shareholder pursuant to a decision of that organization;

g) The member is an authorized representative of an institutional shareholder, but that organization is no longer a shareholder of the Company;

h) Pursuant to a decision of the General Meeting of Shareholders;

i) The member provides false personal information to the Company when applying as a candidate for the Board of Directors;

k) Other cases as prescribed by law.

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

**Article 27. Powers and Duties of the Board of Directors**

1. The Company's business operations and affairs shall be subject to the supervision or direction of the Board of Directors. The Board of Directors shall have full authority to exercise all powers on behalf of the Company, except for powers reserved to the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising and directing the Director and other managerial personnel in managing the Company's day-to-day business operations.

3. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, the Company's internal regulations, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:

a) Determine operational objectives for the Company's development strategy and short- and medium-term development plans, based on the strategic objectives approved by the General Meeting of Shareholders;

b) Decide on the Company's annual production and business plans and budget;

c) To participate in voting to elect, remove from office, or dismiss the Chairpman of the Board of Directors; appoint, remove from office, dismiss, sign and terminate contracts with, reward, discipline, grant retirement benefits to, and determine the salary and other benefits of the Company's Director and other managerial positions, based on the Company's Management Regulations and at the Director's proposal; decide on the appointment of representatives to exercise ownership rights over shares or capital contributions in other companies, together with their remuneration and other benefits. However, the dismissal of managerial personnel of the Company must not contravene the contractual rights of the persons dismissed, if any;

d) Decide on the Company's organizational structure and internal management regulations; decide on the establishment of subsidiaries, branches, and representative offices of the Company; and, at the proposal of the Company's Director, decide on capital contributions to or purchases of shares in other enterprises where the total value of such contributions and share purchases is less than 35% of the Company's total assets as recorded in its most recent audited financial statements;

e) Propose the reorganization, division, separation, merger, consolidation, dissolution, or filing for bankruptcy of the Company; propose the Internal Regulations on Corporate Governance for submission to the General Meeting of Shareholders for approval within its authority. Decide on the reorganization, division, separation, merger, consolidation, dissolution, or conversion of the Company, and decide on the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders;

f) Resolve the Company's complaints against managerial and executive personnel, and decide on the selection of the Company's representative to handle matters relating to legal proceedings against such managerial and executive personnel;

g) Propose the types of shares that may be issued and the total number of shares to be issued for each type; decide on new share offerings within the number of authorized shares available for offering for each type; decide on additional capital raising through other forms; decide on the schedule for increasing the Company's charter capital; and decide on share repurchases in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

h) Propose the issuance of bonds, convertible bonds, and warrants entitling holders to purchase shares at predetermined prices; decide on the offering prices of bonds, shares, and convertible securities where authorized by the General Meeting of Shareholders;

i) Propose the annual dividend rate and determine interim dividends; organize dividend payments; and decide on the timing and procedures for dividend payments or the handling of losses incurred in the course of business;

k) Decide on investment plans and investment projects within the authority and limits prescribed by this Charter and the Law on Enterprises;

l) Decide on solutions for market development, marketing, and technology;

m) Approve contracts and transactions between the Company and the parties specified in Clause 1, Article 167 of the Law on Enterprises, where the value is less than 35% of the Company's total assets as recorded in its most recent audited financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders. The Company's representative signing the contract must notify the members of the Board of Directors and the Supervisory Board of the related parties to the contract or transaction, together with a draft contract or the principal contents of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days of receiving the notice. Any member of the Board of Directors having a related interest shall not be entitled to vote;

n) Approve contracts for the purchase, sale, borrowing, and lending, as well as other contracts and transactions, with a value equal to or greater than 35% of the Company's total assets as recorded in its most recent financial statements, except for

contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders under Point d, Clause 2, Article 138 of the Law on Enterprises, and Point r Clauses 1 Article 15 of this Charter;

o) Decide on investments in and sales of the Company's assets with a value of less than 35% of the Company's total assets as recorded in its most recent audited financial statements;

p) Approve the agenda and documents for General Meetings of Shareholders, convene General Meetings of Shareholders, or collect written opinions for the General Meeting of Shareholders to adopt resolutions;

q) Submit the annual audited financial statements and the Company's corporate governance report to the General Meeting of Shareholders;

r) Report to the General Meeting of Shareholders on the Board of Directors' appointment of the Director;

s) Be provided with information and documents concerning the financial position and business operations of the Company and its units, if any;

t) Decide to issue the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and decide to issue the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

u) Exercise other rights and perform other obligations in accordance with the Law on Enterprises, the Law on Securities, other applicable laws, and the Company's Charter.

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

a) Establishment of the Company's branches or representative offices and subsidiaries, if any;

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

c) Borrowing and the creation of mortgages, security interests, guarantees, and indemnities by the Company;

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

e) Purchase or sale of the Company's shares or capital contributions in other companies established in Vietnam or abroad;

f) Valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land-use rights, intellectual property rights, technology, and technological know-how;

g) Business matters or transactions that the Board of Directors determines require approval by its members within the scope of their powers and responsibilities.

5. The Board of Directors must report its performance to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government, detailing the implementation of certain provisions of the Law on Securities.

6. The Board of Directors may authorize subordinate officers, managerial personnel, and executive personnel to act on behalf of the Company, unless otherwise provided by law.

7. The Board of Directors shall adopt resolutions by voting at meetings, collecting written opinions, or through other forms. Each member of the Board of Directors shall have one vote.

8. In performing its functions and duties, the Board of Directors must comply with the law, the Company's Charter, and resolutions of the General Meeting of Shareholders. If a resolution adopted by the Board of Directors contravenes the law or the Company's Charter and causes damage to the Company, the members who voted in favor of that resolution shall be jointly and severally personally liable for it and must compensate the Company for the damage. Members who voted against the resolution shall be exempt from liability. In such cases, shareholders who have continuously held shares in the Company for at least one (01) year shall have the right to request the Board of Directors to suspend implementation of the resolution.

**Article 28. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors**

1. Members of the Board of Directors, excluding substitute authorized representatives, shall receive remuneration for their work as members of the Board of Directors. The total remuneration of the Chairperson and members of the Board of Directors shall be determined by the General Meeting of Shareholders. Remuneration paid to members of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax, recorded as a separate item in the Company's annual financial statements, and reported to the Annual General Meeting of Shareholders.

2. The total amounts paid to members of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received by members representing capital contributions, must be disclosed in detail in the Company's annual report.

3. A member of the Board of Directors holding an executive position, including the position of Chairperson of the Board of Directors, serving on a committee of the Board of Directors, or performing other duties that the Board of Directors considers to fall outside the ordinary scope of a Board member's responsibilities, may receive additional remuneration in the form of a lump-sum fee for each engagement, salary, commission, a percentage of profits, or another form as decided by the Board of Directors.

4. Members of the Board of Directors are entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the Board, its committees, or the General Meeting of Shareholders.

5. Members of the Board of Directors may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from a member's violation of the law or the Company's Charter.

**Article 29. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected, removed from office, or dismissed by the Board of Directors from among its members. The Chairperson of the Board of Directors may not concurrently serve as the Director.

2. The rights and obligations of the Chairperson of the Board of Directors shall be exercised in accordance with Clause 3, Article 156 of the Law on Enterprises and this Charter, and shall primarily include the following:

a) Prepare the Board of Directors' work programs and plans;

b) Prepare the agenda, content, and documents for meetings; convene and chair meetings of the Board of Directors;

c) Organize the adoption of resolutions of the Board of Directors;

d) Supervise the implementation of resolutions of the Board of Directors;

e) Chair meetings of the Board of Directors and meetings of the General Meeting of Shareholders.

3. The Chairperson of the Board of Directors is responsible for drafting and presiding over the adoption of the Operating Regulations of the Board of Directors and assigning duties to members of the Company's Board of Directors.

4. The Chairperson of the Board of Directors is responsible for ensuring that the Board of Directors provides shareholders with the annual financial statements, the Company's operational reports, audit reports, and inspection reports of the Board of Directors at the General Meeting of Shareholders.

5. The Chairperson of the Board of Directors may be dismissed pursuant to a decision of the Board of Directors. If the Chairperson resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

6. If the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and perform the obligations of the Chairperson. If no person has been authorized, or if the Chairperson dies, goes missing, is detained, is serving a prison sentence, is subject to an administrative handling measure at a compulsory rehabilitation establishment or compulsory education establishment, has fled their place of residence, has restricted or lost civil act capacity, has difficulty understanding or controlling their own conduct, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one of their number to serve as Chairperson. The election shall be based on the approval of a majority of the remaining members and shall remain effective until the Board of Directors makes a new decision.

**Article 30. Meetings of the Board of Directors**

1. Meeting to elect the Chairperson of the Board of Directors

Where the Board of Directors elects its Chairperson, the Board must elect the Chairperson at its first meeting within seven (07) working days from the end of the election of the Board of Directors for that term. At the same time, it shall adopt other decisions within the Board's authority. This meeting shall be convened by the member who received the highest number of votes. If more than one member received the same highest number of votes, those members shall, by majority vote, elect one of themselves

to convene the meeting of the Board of Directors.

2. Regular meetings

The Chairperson of the Board of Directors or the person convening the meeting must convene the meeting and send meeting notices at least five (05) working days before the meeting date, prepare the agenda, and specify the meeting time and venue, agenda, and matters to be discussed and decided. The Chairperson may convene a meeting whenever deemed necessary, but the Board of Directors must meet at least once every quarter.

3. Extraordinary meetings

The Chairperson of the Board of Directors must convene an extraordinary meeting of the Board of Directors whenever deemed necessary in the Company's interests and must not delay the meeting without a legitimate reason when a written request stating the purpose of the meeting and the matters to be discussed is submitted by any of the following:

a) A request from the Supervisory Board;

b) A request from the Director or at least five (05) other managers;

c) A request from at least two (02) executive members of the Board of Directors;

d) Other cases specified in the Company's Charter.

The request must be made in writing and clearly state the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.

4. Meetings of the Board of Directors referred to in Clause 3 of this Article must be held within seven (07) days after the meeting request is submitted. If the Chairperson refuses to convene a meeting as requested, the Chairperson shall be liable for any damage caused to the Company. The persons requesting the meeting under Clause 3 of this Article may convene the meeting themselves.

5. If requested by the independent auditor auditing the Company's financial statements, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meeting venue

Meetings of the Board of Directors shall be held at the Company's head office or at another location in Vietnam, as decided by the Chairperson of the Board of Directors with the consent of the Board of Directors.

7. Meeting notices and agenda

a) Notices of meetings of the Board of Directors must be sent to members of the Board of Directors and the Supervisory Board at least five (05) days before the meeting. The notice may also be sent to the Company's Director if the Director is not a member of the Board of Directors. Members of the Board of Directors may waive their right to receive meeting notices in writing, and such waiver may be amended or revoked in writing by the relevant member.

Meeting notices must be prepared in Vietnamese and fully specify the agenda, time, and venue of the meeting, together with the necessary documents concerning matters to be discussed and voted on at the meeting and voting forms for members of

the Board of Directors.

Meeting notices may be sent by post, fax, email, or other means, provided that they are delivered to the registered addresses of each member of the Board of Directors and the Supervisory Board held by the Company.

8. Minimum number of attendees

a) A meeting of the Board of Directors convened for the first time shall be valid if at least three-quarters (3/4) of the total number of members attend, either in person or through representatives (authorized persons), provided that such representation is approved by a majority of the members of the Board of Directors.

b) If a meeting convened in accordance with Point a, Clause 8 of this Article does not have the required number of attendees, a second meeting must be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting may proceed if more than one-half (1/2) of the members of the Board of Directors attend.

9. Voting

a) Except as provided in Point b of this Clause, each member of the Board of Directors, or an authorized representative personally attending the meeting, shall have one (01) vote.

b) A member of the Board of Directors may not vote on contracts, transactions, or proposals in which that member or a related person has an interest that conflicts or may conflict with the Company's interests. Such a member shall not be counted toward the minimum number of attendees required to hold a meeting of the Board of Directors concerning decisions on which that member is not entitled to vote.

c) Subject to Point d of this Clause, if a matter arises at a meeting of the Board of Directors concerning the extent of a member's interest or the member's voting rights, and the matter cannot be resolved by the member voluntarily abstaining from voting, the matter shall be referred to the chair of the meeting. The chair's ruling concerning all other members of the Board of Directors shall be final, unless the nature or extent of the relevant member's interest has not been fully disclosed.

d) A member of the Board of Directors who benefits from a contract specified in Points a and b, Clause 5, Article 41 of this Charter shall be deemed to have a material interest in that contract.

10. Disclosure of interests

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is proposed to be entered into with the Company, and who knows that they have an interest in it, must disclose the nature and content of that interest at the first meeting of the Board of Directors at which the proposed contract or transaction is considered.

If a member of the Board of Directors does not know, at the time a contract or transaction is entered into with the Company, that they or a related person has an interest in it, the member must disclose the relevant interest at the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the relevant transaction or contract.

11. Majority voting

A resolution of the Board of Directors shall be adopted if approved by a majority (more than 50%) of the members attending the meeting. If the votes in favor and against are equal, the final decision shall be determined by the side supported by the Chairperson of the Board of Directors.

12. Voting by absent members

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

13. Meetings by telephone or other means

A meeting of the Board of Directors may be conducted as a discussion among members located in different places, provided that each participating member can:

a) Hear every other member participating in the meeting speak;

b) Speak simultaneously to all other participating members, if they wish to do so.

Communication between members may take place in person, by telephone, or through other communication technologies, whether such technologies were available when this Charter was adopted or became available thereafter, or through a combination of these methods. Under this Charter, a member of the Board of Directors participating in such a meeting shall be deemed to be "present" at the meeting.

The venue of a meeting conducted in this manner shall be the location where the largest group of members of the Board of Directors is assembled, or, if no such group exists, the location where the chair of the meeting is present.

Resolutions adopted at a properly convened and conducted telephone meeting shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors who participated in the meeting on the minutes.

14. Written resolutions

A resolution adopted by collecting written opinions shall be passed based on the approval of a majority of the members of the Board of Directors entitled to vote on that resolution. Such a resolution shall have the same force and effect as a resolution adopted by the members of the Board of Directors at a meeting duly convened and conducted in the usual manner.

15. Minutes of meetings of the Board of Directors

The Chairperson of the Board of Directors is responsible for sending the meeting minutes to the members of the Board. Such minutes shall be deemed conclusive evidence of the proceedings conducted at the meetings unless an objection to their contents is raised within ten (10) days from the date they are sent.

Minutes of meetings of the Board of Directors must be prepared in Vietnamese and may also be prepared in English, must contain the principal information required under Article 156 of the Law on Enterprises, and must be signed by all members of the Board of Directors attending the meeting and the person recording the minutes. Meetings of the Board of Directors may be audio-recorded or recorded and stored in

another electronic form.

16. Invitees attending meetings as observers

The Board Secretary, the Executive Director, members of the Supervisory Board, other managerial personnel who are not members of the Board of Directors, and third-party experts may attend meetings of the Board of Directors at the invitation of the Board, but shall not be entitled to vote unless they independently have voting rights as members of the Board of Directors.

17. Committees of the Board of Directors

The Board of Directors may establish committees under its authority and delegate functions to them. A committee may consist of one or more members of the Board of Directors and one or more external members, as decided by the Board of Directors.

In exercising delegated powers, committees must comply with the regulations established by the Board of Directors. These regulations may provide for the appointment of persons who are not members of the Board of Directors to such committees and may allow those persons to vote as committee members, provided that:

a) External members account for less than half of the total committee membership; and

b) A committee resolution shall be effective only if a majority of the members attending and voting at the committee meeting are members of the Board of Directors.

18. Legal validity of actions

Actions taken to implement decisions of the Board of Directors, a committee under the Board of Directors, or a person serving as a committee member shall be deemed legally valid even if there may have been irregularities in the election or appointment of members of the committee or the Board of Directors.

**Article 31. Committees of the Board of Directors**

1. The Board of Directors shall provide detailed regulations on the establishment of committees, the responsibilities of each committee, and the responsibilities of committee members. In particular, the Board of Directors may establish committees under its authority to oversee development policy, personnel, remuneration, internal control, and risk management.

Each committee shall have at least three (03) members, including members of the Board of Directors and external members as decided by the Board of Directors. Independent members and/or non-executive members of the Board of Directors shall constitute the majority of each committee, and one of these members shall be appointed as committee chairperson by decision of the Board of Directors.

The activities of each committee shall comply with the regulations established by the Board of Directors. A committee resolution shall be effective only if a majority of the members attending and voting at the committee meeting are members of the Board of Directors.

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

**Article 32. Company Governance Officer**

1. The Board of Directors shall appoint at least one (01) Company Governance Officer to support the effective operation of the Company's governance activities. The Company Governance Officer shall concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises. The term of office of the Company Governance Officer shall be determined by the Board of Directors and shall not exceed five (05) years.

2. The Company Governance Officer must meet the following standards:

a) Have knowledge of the law;

b) Not concurrently work for the independent audit firm conducting the audit of the Company's financial statements;

c) Understand the Company's business operations and internal governance, and be capable of synthesizing information and proficiently using information technology and office equipment;

d) Meet other standards prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Company Governance Officer whenever necessary, provided that such dismissal does not contravene applicable labor laws.

4. The Company Governance Officer shall have the following rights and obligations:

a) Advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters relating to the Company and its shareholders;

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

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on procedures for preparing resolutions of the Board of Directors in accordance with the law;

f) Provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board;

g) Monitor the Company's information disclosure activities and report on them to the Board of Directors and the Supervisory Board;

h) Maintain the confidentiality of information in accordance with the law and the Company's Charter;

i) Receive remuneration or an allowance in accordance with the Company's Internal Management Regulations and/or decisions of the Board of Directors;

j) Exercise other rights and perform other obligations as prescribed by law and the Company's Charter.

## Chapter VI
## DIRECTOR AND OTHER EXECUTIVES

### Article 33. Organization of the Management Structure

The Company shall establish and implement a management system under which its management structure shall be accountable to and operate under the leadership of the Board of Directors. The Company's management structure shall include one Director, a number of Deputy Directors, a Chief Accountant, and other managerial positions as prescribed in the Management Regulations and appointed by the Board of Directors. The appointment and removal of the above-mentioned positions must be effected through duly adopted resolutions of the Board of Directors. The Director and Deputy Directors of the Company may concurrently serve as members of the Board of Directors.

### Article 34. Company Executives

1. At the proposal of the Director and with the approval of the Board of Directors, the Company shall be entitled to recruit and employ the necessary managerial personnel in appropriate numbers and with suitable qualifications for its organizational structure and management mechanism. Managerial personnel must exercise the diligence necessary to ensure that the Company's operations and organization achieve their established objectives.

2. The salary, remuneration, benefits, and other employment policies applicable to the Company's Director shall be determined by the Board of Directors.

3. The salary, remuneration, benefits, and other terms of employment contracts for other managerial personnel shall be determined by the Board of Directors based on the Director's proposal.

4. The salaries of the Director and other managerial personnel of the Company shall be included in the Company's business expenses in accordance with the laws on corporate income tax, recorded as separate items in the Company's annual financial statements, and reported to the Annual General Meeting of Shareholders.

### Article 35. Appointment, Dismissal, Duties, and Powers of the Director

1. Appointment

The Board of Directors shall appoint one of its members or another person as the Company's Director and enter into a contract specifying the salary, remuneration, benefits, and other relevant terms. Information regarding the Director's salary, allowances, and benefits must be reported at the Annual General Meeting of Shareholders and included in the Company's annual report.

2. Term of office

The Director's term of office shall be five (05) years, unless otherwise stipulated by the Board of Directors, and the Director may be reappointed. The appointment may terminate in accordance with the provisions of the employment contract, if any.

3. Qualifications

The Company's Director must meet the qualifications stipulated in Article 162 of the Law on Enterprises and must not fall within any category of persons prohibited by law from holding this position, including minors, persons lacking civil act capacity,

persons who have been sentenced to imprisonment, persons serving prison sentences, members of the armed forces, state officials and civil servants, and persons who have been found responsible for causing the bankruptcy of a company they previously managed.

4. Powers and duties

a) Implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders; organize the implementation of the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

b) Decide on all matters that do not fall within the authority of, or require a resolution from, the Board of Directors; sign financial and commercial contracts and transactions on behalf of the Company within the scope of the Director's authority, or contracts and transactions approved by the Board of Directors or the General Meeting of Shareholders in accordance with this Charter; organize and manage the Company's day-to-day production and business operations in accordance with best management practices;

c) Propose to the Board of Directors the appointment, removal from office, dismissal, execution and termination of contracts, rewarding, disciplining, granting of retirement benefits, and determination of salaries for the Deputy Directors, the Company's Chief Accountant, and other managerial personnel in accordance with the Company's Management Regulations; and appoint or remove representatives responsible for managing the Company's capital investments in other enterprises;

d) Decide on the appointment, removal from office, dismissal, rewarding, disciplining, salary grading, and granting of retirement benefits to the Company's officers and employees whose positions do not require approval by the Board of Directors. For positions requiring approval by the Board of Directors, decisions may be made only after the matter has been reported to and approved by the Board of Directors;

e) Consult the Board of Directors when determining the Company's workforce size. Recruit employees, enter into employment contracts, assign and arrange work, determine salaries and allowances, if any, reward and discipline employees, grant retirement benefits, or terminate employment in accordance with labor laws and the Company's regulations;

f) Propose to the Board of Directors the establishment, reorganization, or dissolution of subsidiaries, branches, and representative offices of the Company, as well as capital contributions to or purchases of shares in other enterprises; propose approval of the Company's internal management regulations. Propose the reorganization, division, separation, merger, consolidation, or dissolution of the Company, or the filing for bankruptcy; and submit proposed Internal Regulations on Corporate Governance to the Board of Directors for submission to the General Meeting of Shareholders for approval within its authority;

g) Recommend dividend payment plans or measures to address business losses; propose measures to improve the Company's operations and management;

h) Prepare draft development strategies, short- and medium-term development plans, annual business plans, investment projects, and internal management regulations of the Company for submission to the Board of Directors;

i) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the "budgets") to support the Company's long-term, annual, and quarterly management activities in accordance with its business plans. The annual budget for each financial year, including the projected balance sheet, income statement, and cash flow statement, must be submitted to the Board of Directors for approval and must include the information required by the Company's regulations;

k) No later than 31 October each year, the Executive Director must submit to the Board of Directors for approval a detailed business plan for the following financial year, based on business requirements and consistent with the five-year financial plan;

l) Perform all other activities in accordance with this Charter, the Company's regulations, resolutions of the Board of Directors, the Executive Director's employment contract, and the law;

m) Have the right to refuse to implement decisions of the Chairperson or any member of the Board of Directors if the Director considers them to be contrary to the law, this Charter, or resolutions of the General Meeting of Shareholders. The Director must immediately notify the Supervisory Board in writing of such refusal;

n) Decide on measures beyond the Director's authority in emergencies, such as natural disasters, fires, or force majeure incidents, and assume responsibility for such decisions while immediately reporting them to the Board of Directors;

o) Perform the responsibilities of the Company's legal representative as stipulated in Article 13 of the Law on Enterprises.

5. Reporting to the Board of Directors and shareholders

The Company's Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and exercise of assigned powers and must report to these bodies when requested.

6. Dismissal

The Board of Directors may dismiss the Company's Director if a majority (more than 50%) of the voting members present at the meeting approve the decision, and appoint a new Director as a replacement. The dismissed Director shall have the right to object to the dismissal at the next General Meeting of Shareholders.

7. Resignation or loss of status

a) If the Director wishes to resign, the Director must submit a resignation letter to the Board of Directors. Within thirty (30) days of receiving the letter, the Board of Directors must consider and decide on the matter.

b) The Director shall cease to hold office upon death, mental incapacity, loss of civil rights, or unauthorized absence from the workplace for three (03) days or more. In such cases, the Board of Directors must appoint an interim replacement for a period not exceeding thirty (30) days and carry out the procedures for appointing a new Director.

8. Delegation and authorization

a) The Company's Director may delegate or authorize Deputy Directors or other persons to handle certain Company matters on the Director's behalf and shall bear legal responsibility for such delegation or authorization;

b) Persons receiving such delegation or authorization shall be legally accountable to the Company's Director and under the law for the work they perform;

c) Any delegation or authorization relating to the Company's seal must be made in writing and specify a term.

## Chapter VII
## SUPERVISORY BOARD

### Article 36. Candidacy and Nomination of Supervisors

1. Where candidates have been identified in advance, information relating to candidates for the Supervisory Board shall be included in the documents for the General Meeting of Shareholders and published on the Company's website at least ten (10) days before the opening date of the General Meeting of Shareholders, so that shareholders may review the candidates before voting.

Candidates for the Supervisory Board must provide a written undertaking confirming the truthfulness, accuracy, and reasonableness of the disclosed personal information and must undertake to perform their duties honestly if elected as Supervisors. The disclosed information relating to candidates for the Supervisory Board shall include, at a minimum, the following:

a) Full name and date of birth;

b) Educational qualifications;

c) Professional qualifications;

d) Employment history;

e) The companies in which the candidate currently holds positions as a Supervisor or other managerial or executive positions;

f) An assessment report on the candidate's contributions to the Company, if the candidate is currently a Supervisor of the Company;

g) Any interests related to the Company, if any;

h) Full name of the shareholder or group of shareholders nominating the candidate, if any;

i) Other information, if any.

2. Nomination of candidates to the Supervisory Board

Shareholders holding ordinary shares may pool their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 5% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 50% may nominate a maximum of two (02) candidates; from 50% to less than 65% may nominate a maximum of three (03) candidates; and from 65% or more may nominate the full number of candidates.

3. If the number of candidates for the Supervisory Board nominated and self-nominated remains insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations under a mechanism prescribed by the Company in its Internal Regulations on Corporate Governance. The procedures and mechanism for the incumbent Supervisory Board to nominate candidates must be clearly

disclosed and approved by the General Meeting of Shareholders before the nominations are made.

**Article 37. Number, Composition, and Term of Office of Supervisors**

1. The Company's Supervisory Board shall consist of three (03) members elected and removed by the General Meeting of Shareholders. The term of office of the Supervisory Board shall be five (05) years. Supervisors may be re-elected for an unlimited number of terms.

2. Supervisors must satisfy the standards and conditions stipulated in Clauses 1 and 2, Article 169 of the Law on Enterprises and the Company's Charter, and must not fall into either of the following categories:

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

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

3. The Supervisors shall elect one (01) of their number to serve as Head of the Supervisory Board by majority vote. More than half of the members of the Supervisory Board must reside in Vietnam.

The Head of the Supervisory Board must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the enterprise's business operations.

The Head of the Supervisory Board shall have the following rights and responsibilities:

a) Convene and chair meetings of the Supervisory Board;

b) Request the Board of Directors, the Executive Director, and other managerial personnel to provide relevant information for reporting to members of the Supervisory Board;

c) Prepare and sign reports of the Supervisory Board, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

4. A Supervisor shall be removed from office or dismissed in any of the following cases:

a) The Supervisor is prohibited by law from serving as a Supervisor or no longer satisfies the standards and conditions for serving as a Supervisor under Article 169 of the Law on Enterprises;

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

c) The Supervisor suffers from a mental disorder, and the other members of the Supervisory Board have professional evidence demonstrating that the Supervisor no longer has civil act capacity;

d) The Supervisor fails to perform their duties or is absent from Supervisory Board meetings for six (06) consecutive months, without permission from the Supervisory Board during that period, and the Supervisory Board has ruled that the position is vacant, except in cases of force majeure;

e) The Supervisor ceases to be an authorized representative of an institutional shareholder pursuant to a decision of that organization;

f) The Supervisor is an authorized representative of an institutional shareholder, but that organization is no longer a shareholder of the Company;

g) Other cases prescribed by law and this Charter.

8. If the Supervisory Board seriously breaches its obligations and such breach poses a risk of damage to the Company, the Board of Directors shall convene a General Meeting of Shareholders to consider removing the incumbent Supervisory Board and electing a new Supervisory Board as its replacement.

9. If, at the end of a term of office, a new Supervisory Board has not yet been elected, the outgoing Supervisory Board shall continue to exercise its rights and perform its duties until the new Supervisory Board is elected and assumes its responsibilities.

**Article 38. Supervisory Board**

1. Powers and duties of the Supervisory Board

The Supervisory Board shall have the powers and responsibilities stipulated in Article 170 of the Law on Enterprises and this Charter, primarily including the following:

a) Supervise the Company's financial position, the legality of the activities of members of the Board of Directors, the Executive Director, and other managers, and the coordination of activities among the Supervisory Board, the Board of Directors, the Director, and shareholders;

b) Be accountable to the General Meeting of Shareholders for its supervisory activities and the performance of its assigned duties;

c) Examine the reasonableness, legality, truthfulness, and diligence exercised in the management and administration of business operations, and in the organization of accounting, statistics, and financial reporting;

d) Review the completeness, legality, and truthfulness of the Company's annual and semi-annual business performance reports and financial statements, as well as the Board of Directors' management assessment report. Submit reports reviewing the Company's annual financial statements and business performance, together with the report assessing the Board of Directors' management activities, to the Annual General Meeting of Shareholders;

e) Review, inspect, and assess the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early-warning systems;

f) Examine the Company's accounting books and other documents, as well as its management and operational activities, whenever deemed necessary, pursuant to a decision of the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders specified in Clause 4, Article 12 of this Charter;

g) At the request of a shareholder or group of shareholders specified in Clause 4, Article 12 of this Charter, conduct an inspection within seven (07) working days from receipt of the request. Within fifteen (15) days from the conclusion of the inspection, the Supervisory Board must submit an explanatory report on the matters requested for inspection to the Board of Directors and the requesting shareholder or group of

shareholders. The inspection conducted under this Clause must not obstruct the normal activities of the Board of Directors or interrupt the management of the Company's business operations;

h) Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the Company's organizational and management structure and business operations;

i) Upon discovering that a member of the Board of Directors, the Executive Director, or another executive has violated the law or the Company's Charter, immediately notify the Board of Directors in writing within forty-eight (48) hours, request that the person cease the violation, and require measures to remedy its consequences;

j) Propose and recommend that the General Meeting of Shareholders approve the selection of an independent audit firm, audit fees, and matters relating to the withdrawal or dismissal of the independent audit firm; discuss the nature and scope of the audit with the independent auditor before the audit begins; and discuss difficulties and outstanding issues identified in interim or final audit results, as well as any matters the independent auditor wishes to discuss;

k) Review the management letter issued by the independent auditor and the response of the Company's management; review the Company's reports on its internal control systems before approval by the Board of Directors; and review the results of internal investigations and the Company's management response;

l) Use independent consultants or the Company's internal audit department to perform its assigned duties;

m) Consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

n) Attend meetings of the Board of Directors upon invitation and express opinions, but not participate in voting;

o) Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

p) Exercise other rights and perform other duties in accordance with the Law on Enterprises, this Charter, and decisions of the General Meeting of Shareholders.

2. Right of the Supervisory Board to receive information

a) Meeting notices, written opinion forms for members of the Board of Directors, and accompanying documents must be sent to members of the Supervisory Board at the same time and by the same means as those used for members of the Board of Directors.

b) Members of the Board of Directors, the Company's Director, and managerial personnel must provide complete, accurate, and timely information and documents concerning the Company's management, administration, and business operations at the request of a member of the Supervisory Board or the Supervisory Board.

c) The Company Governance Officer (Company Secretary) must ensure that copies of all financial and other information provided to members of the Board of Directors, as well as copies of minutes of meetings of the Board of Directors and the General Meeting of Shareholders, are provided to the Supervisors at the same time and

by the same means as those used for members of the Board of Directors.

3. Meetings of the Supervisory Board

a) After consulting the Board of Directors, the Supervisory Board may issue regulations governing its meetings and operations. The Supervisory Board must meet at least twice (02) a year, and a meeting shall be valid if at least two-thirds (2/3) of its members attend.

Minutes of Supervisory Board meetings must be detailed and clear. The secretary, if any, and the Supervisors attending the meeting must sign the minutes. The minutes must be retained to establish the responsibilities of each Supervisor.

b) The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of the independent audit firm to attend meetings and answer matters of concern to the Supervisors.

4. The salaries or remuneration and operating expenses of members of the Supervisory Board shall be determined by the General Meeting of Shareholders and included in the Company's business expenses in accordance with the laws on corporate income tax and other relevant laws. These amounts must be recorded as separate items in the Company's annual financial statements and reported to the Annual General Meeting of Shareholders.

Members of the Supervisory Board shall be reimbursed for travel, meals, accommodation, independent consulting services, and other reasonable expenses incurred in attending Supervisory Board meetings or in connection with the Company's business operations.

5. Obligations of members of the Supervisory Board

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

b) Exercise assigned rights and perform assigned duties honestly, diligently, and to the best of their ability to ensure the maximum lawful benefits of the Company and its shareholders;

c) Remain loyal to the interests of the Company and its shareholders; refrain from using the Company's information, know-how, or business opportunities, or abusing their position, office, or the Company's assets for personal gain or to serve the interests of other organizations or individuals;

d) If a breach of the obligations specified in Points a, b, or c of this Clause causes damage to the Company or another person, the members of the Supervisory Board shall bear individual or joint liability for compensating such damage.

All income and other benefits obtained directly or indirectly by a member of the Supervisory Board through a breach of the obligation specified in Point c of this Clause shall belong to the Company.

e) If a member of the Supervisory Board is found to have breached their obligations in exercising assigned rights or performing assigned duties, the Board of Directors must notify the Supervisory Board in writing, require the person concerned to cease the violation, and require measures to remedy its consequences.

## Chapter VIII
## ELECTION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

### Article 39. Election of the Board of Directors and the Supervisory Board

1. Ordinary shareholders who voluntarily form a group satisfying the prescribed conditions to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting of the group meeting no later than the opening of the General Meeting of Shareholders. The Company shall notify the shareholders attending the meeting of the above information at the General Meeting of Shareholders.

2. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in Clause 5, Article 12 shall be entitled to nominate one or more candidates for the Board of Directors and the Supervisory Board in accordance with Clause 2, Article 25 and Clause 2, Article 36, respectively. If the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

3. Unless otherwise provided for in the Company Charter, voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting. Accordingly, each shareholder shall have a total number of votes corresponding to the total number of shares owned or represented, multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders shall be entitled to allocate all or part of their total votes to one or more candidates.

4. Candidates elected as members of the Board of Directors or the Supervisory Board shall be determined based on the number of votes received, in descending order, beginning with the candidate receiving the highest number of votes until the number of members stipulated in the Company Charter is reached. If two or more candidates receive the same number of votes for the final seat on the Board of Directors or the Supervisory Board, a re-election shall be held among the candidates receiving equal votes, or the selection shall be made in accordance with the criteria set out in the election regulations.

5. If the first election does not produce the required number of members of the Board of Directors and the Supervisory Board, a second election must be held among the remaining candidates nominated in the first election. If the required number of members is still not reached after the second election, the General Meeting of Shareholders shall decide whether to hold a further election. If the General Meeting of Shareholders cannot reach a decision, the Chairperson of the Meeting shall decide.

## Chapter IX
## RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE DIRECTOR AND OTHER EXECUTIVES

### Article 40. Duty of care of members of the Board of Directors, the Supervisory Board, the Company's Director and executive officers

Members of the Board of Directors, members of the Supervisory Board, the Company's Director and other entrusted managers shall perform their duties, including duties as members of committees of the Board of Directors, honestly and in a manner they reasonably believe to be in the best interests of the Company, exercising the degree of care that a prudent person would exercise in a comparable position and under similar circumstances.

**Article 41. Duty of honesty and avoidance of conflicts of interest**

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

2. Members of the Board of Directors, members of the Supervisory Board, the Company's Director and other managers shall not use business opportunities that may benefit the Company for personal purposes. They shall also not use information obtained through their positions for personal gain or to serve the interests of any other organization or individual.

3. Members of the Board of Directors, members of the Supervisory Board, the Company's Director and other managers must notify the Board of Directors of all interests that may conflict with the interests of the Company and that they may obtain through other business entities, transactions or individuals.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans, guarantees or credit to members of the Board of Directors, members of the Supervisory Board, the Company's Director, other managers, persons related to the aforementioned members, or any legal entity in which such persons have financial interests, except where the public company and the organization related to the relevant member are companies within the same group or companies operating under a corporate group, including a parent-subsidiary company structure or an economic group, or where specialized legislation provides otherwise.

5. A contract or transaction between the Company and one or more members of the Board of Directors, Supervisors, the Company's Director, other executives, or individuals or organizations related to them, or any company, partner, association or organization in which such members, executives or their related persons hold membership or have financial interests, shall not be invalidated in the following circumstances:

a) For contracts valued at less than 35% or more of the total assets recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, Supervisors, the Director or executives, have been reported to the Board of Directors. The Board of Directors has also approved the contract or transaction in good faith by a majority vote of the members who have no related interests;

b) For contracts valued at more than 35% of the total assets recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the managers or members of the Board of Directors, have been disclosed to the shareholders who have no related interests and are entitled to vote on the matter, and those shareholders have voted in favor of the contract or transaction;

c) The contract or transaction has been deemed fair and reasonable in all relevant respects to the Company's shareholders by an independent advisory organization at the time it is approved or ratified by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, the Company's Director, other executives, and individuals or organizations related to the aforementioned persons shall not use undisclosed Company information, or disclose such information to others, to conduct related transactions.

**Article 42. Liability for damages and indemnification**

1. Liability for damages

Members of the Board of Directors, Supervisors, the Company's Director and other executives who breach their duties of honesty and care, or fail to fulfill their obligations with due diligence and professional competence, shall be liable for damages caused by their violations.

2. Indemnification

The Company shall indemnify persons who are, have been, or are at risk of becoming parties to complaints, lawsuits or prosecutions (including civil and administrative proceedings, but excluding proceedings initiated by the Company) if such persons are or have been members of the Board of Directors, managers, employees or authorized representatives of the Company, or have acted at the Company's request in such capacities, provided that they acted honestly, carefully and diligently in the interests of the Company or not against its best interests, complied with the law, and there is no evidence confirming that they breached their responsibilities.

When performing their functions and duties or carrying out work authorized by the Company, members of the Board of Directors, members of the Supervisory Board, managers, employees or authorized representatives of the Company shall be indemnified by the Company if they become parties to complaints, lawsuits or prosecutions (excluding proceedings initiated by the Company) in the following circumstances:

a. They acted honestly, carefully and diligently in the Company's interests and without conflicting with the Company's interests;

b. They complied with the law, and there is no evidence confirming that they failed to fulfill their responsibilities.

3. Indemnification costs shall include expenses incurred, including legal fees, adjudication costs, fines and amounts actually payable or considered reasonable in resolving such matters, to the extent permitted by law. The Company may purchase insurance for such persons to cover the aforementioned indemnification liabilities.

## Chapter X
## RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

**Article 43. Right to inspect books and records**

1. A shareholder or group of shareholders referred to in Clause 4, Article 12 of this Charter shall have the right, either directly or through an authorized representative, to submit a written request to inspect, during business hours and at the Company's

principal place of business, the shareholder register and minutes of General Meetings of Shareholders, and to copy or extract such records. An inspection request submitted by an authorized representative of a shareholder must be accompanied by the authorization granted by the shareholder represented, or a notarized copy thereof.

2. Members of the Board of Directors, members of the Supervisory Board, the Company's Director and other managers shall have the right to inspect the Company's shareholder register, shareholder lists and other books and records for purposes related to their positions, provided that such information remains confidential.

3. The Company must retain this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, minutes and resolutions of General Meetings of Shareholders and meetings of the Board of Directors, reports of the Board of Directors and the Supervisory Board, financial statements, accounting books and any other documents required by law at its head office or another location, provided that shareholders and the business registration authority are informed of the location where such documents are kept.

4. Every shareholder shall be entitled to receive one copy of the Company Charter free of charge if the Company does not have a website. If the Company has a website, the Company Charter must be published on that website.

## Chapter XI
## EMPLOYEES, TRADE UNIONS AND POLITICAL-SOCIAL ORGANIZATIONS WITHIN THE COMPANY

### Article 44. Employees, trade unions and political-social organizations

1. The Company's Director must prepare plans for submission to the Board of Directors for approval concerning the recruitment and termination of employees, salaries, social insurance, benefits, rewards and disciplinary measures applicable to employees and executives of the Company.

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

3. Trade unions and other political-social organizations within the Company shall operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the charters of those organizations.

4. The Company is obliged to respect and must not obstruct or hinder the establishment of political or political-social organizations within the Company. It must not obstruct or hinder employees from participating in the activities of these organizations and shall facilitate their operations in accordance with their respective functions, duties and charters.

## Chapter XII
## PROFIT DISTRIBUTION

### Article 45. Profit distribution

1. The Company's profit before tax, after offsetting losses from previous years, if any, in accordance with the Law on Corporate Income Tax, allocating funds to the

Science and Technology Development Fund, if any, as prescribed, paying corporate income tax, and fulfilling other financial obligations as required by law, shall be used for the following purposes:

a) Payment of dividends;

b) Allocation to funds in accordance with applicable laws and regulations.

2. The annual dividend amount, method of payment from the Company's retained earnings, and rates of allocation to funds shall be decided by the General Meeting of Shareholders upon the proposal of the Board of Directors.

**Article 46. Dividends**

1. Subject to the decision of the General Meeting of Shareholders and applicable law, dividends shall be declared and paid from the Company's retained earnings, but shall not exceed the amount proposed by the Board of Directors and approved by the General Meeting of Shareholders.

2. The Board of Directors may decide to pay interim dividends if it considers such payments consistent with the Company's profitability.

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

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall implement the relevant resolution. The Company may pay dividends in shares, with the procedures for such payments carried out in accordance with the Law on Enterprises and relevant legal documents.

5. Where dividends or other amounts relating to a class of shares are paid in cash, the Company shall make payment in Vietnamese dong or through banks based on the banking details provided by the shareholder. If the Company transfers the funds in accordance with the banking details provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred to the beneficiary shareholder. Dividends on shares listed on a stock exchange may be paid through a securities company or the Vietnam Securities Depository.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution specifying a record date for determining the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.

7. Other matters relating to profit distribution shall be handled in accordance with applicable law.

## Chapter XIII
## FINANCIAL AND ACCOUNTING REGULATIONS

**Article 47. Bank accounts**

1. The Company shall open accounts with Vietnamese banks or foreign banks licensed to operate in Vietnam.

2. With the prior approval of the competent authority, the Company may, where necessary, open bank accounts overseas in accordance with applicable law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese dong or foreign-currency accounts held with banks where the Company maintains accounts.

**Article 48. Fiscal year**

The Company's fiscal year shall begin on the first day of January each year and end on December 31 of the same year. The first fiscal year shall begin on the date the Enterprise Registration Certificate is issued and end on December 31 of that year, provided that the period exceeds 90 days. If the period is shorter than 90 days, it shall be added to the following fiscal year.

**Article 49. Accounting system**

1. The accounting system used by the Company shall be the Vietnamese Accounting Standards (VAS) and the accounting system applied by Vinacomin - Minerals Holding Corporation and approved by the Ministry of Finance.

2. The Company shall maintain its accounting books in Vietnamese. The Company shall keep accounting records appropriate to the types of business activities in which it engages. Such records must be accurate, up to date, systematic and sufficient to substantiate and explain the Company's transactions.

3. The Company shall use Vietnamese dong, or a freely convertible foreign currency where approved by the competent state authority, as its accounting currency.

## Chapter XIV
## ANNUAL REPORTS, INFORMATION DISCLOSURE AND PUBLIC ANNOUNCEMENTS

**Article 50. Annual, semi-annual and quarterly reports**

1. The Company must prepare annual financial statements in accordance with the law and regulations of the State Securities Commission. These statements must be audited in accordance with Article 51 of this Charter. Within 90 days after the end of each fiscal year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange (for a listed company), the business registration authority and Vinacomin - Minerals Holding Corporation.

2. The annual financial statements must include a statement of business performance that truthfully and objectively reflects the Company's profit and loss during the fiscal year; a balance sheet that truthfully and objectively reflects the Company's financial position as of the reporting date; a cash flow statement; and notes to the financial statements. If the Company is a parent company, in addition to its annual financial statements, it must prepare a consolidated balance sheet reflecting the operations of the Company and its subsidiaries at the end of each fiscal year.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements, where applicable to listed companies or large-scale public companies, in accordance with the regulations of the State Securities Commission and the Stock Exchange (for listed companies), and submit them to the relevant tax authority, the business registration authority and Vinacomin - Minerals Holding Corporation.

4. A summary of the audited annual financial statements must be sent to all

shareholders. If the Company has its own website, its audited financial statements and quarterly and semi-annual reports must be published on that website.

5. Interested organizations and individuals shall be entitled to make copies of the audited annual financial statements and semi-annual and quarterly reports during the Company's business hours at its head office, upon payment of a reasonable copying fee.

**Article 51. Annual report**

The Company must prepare and disclose its annual report in accordance with the laws and regulations on securities and the securities market and the requirements of Vinacomin - Minerals Holding Corporation.

**Article 52. Public disclosure of information**

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

## Chapter XV
## COMPANY AUDIT

**Article 53. Audit**

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

2. The independent audit firm shall examine, certify and report on the annual financial statements reflecting the Company's receipts and expenditures, prepare an audit report and submit it to the Board of Directors within two (02) months from the end of the fiscal year.

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

4. The auditor conducting the Company's audit shall be permitted to attend all General Meetings of Shareholders, receive notices and other information concerning the General Meeting of Shareholders that all shareholders are entitled to receive, and express opinions at the Meeting on matters relating to the audit.

## Chapter XVI
## COMPANY SEAL

**Article 54. Company seal**

1. The Board of Directors shall approve the Company's official seal, which shall be engraved in accordance with the law.

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

## Chapter XVII
## DISSOLUTION AND LIQUIDATION

**Article 55. Dissolution**

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

a) The Court declares the Company bankrupt in accordance with applicable law;

b) Dissolution pursuant to a resolution of the General Meeting of Shareholders;

c) Other cases prescribed by law;

d) Expiration of the Company's operating term, including any extension thereof, if the operating term is limited.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be notified to the competent authority or submitted for approval by the competent authority if such approval is required by law.

**Article 56. Liquidation**

1. At least six (6) months before the expiration of the Company's operating term, or after a decision to dissolve the Company has been made, the Board of Directors must establish a Liquidation Committee consisting of three members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Its members may be selected from among the Company's employees or independent experts. All liquidation costs shall be paid by the Company in priority to its other debts.

2. The Liquidation Committee shall report to the business registration authority the date of its establishment and the date on which it actually commences operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to the Company's liquidation before courts and administrative authorities.

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

a) Liquidation costs;

b) Salaries and insurance costs payable to employees;

c) Taxes and tax-related amounts payable by the Company to the State;

d) Loans, if any;

e) Other debts of the Company;

f) The remaining balance after all debts listed in items (a) to (e) above have been paid shall be distributed among the shareholders. Preference shares shall have priority in payment.

## Chapter XVIII
## SETTLEMENT OF INTERNAL DISPUTES

**Article 57. Settlement of internal disputes**

1. Where a dispute or complaint arises in connection with the Company's operations or shareholders' rights under this Charter, or any rights or obligations prescribed by the Law on Enterprises, other laws or administrative regulations, between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, the Supervisory Board, the Company's Director or a manager;

The parties concerned shall endeavor to resolve the dispute through negotiation and mediation. Except where the dispute concerns the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board shall preside over the dispute-resolution process and request each party to present the relevant facts within fifteen (15) working days from the date the dispute arises. Where the dispute concerns the Board of Directors or its Chairperson, either party may request the Supervisory Board or a specialized competent authority to appoint an independent expert to act as an arbitrator in the dispute-resolution process.

2. If no mediated settlement is reached within six weeks from the commencement of the mediation process, or if the parties do not accept the mediator's decision, either party may refer the dispute to the Economic Arbitration Tribunal or the Economic Court.

3. Each party shall bear its own costs relating to negotiation and mediation proceedings. Court costs shall be borne by the party determined by the Court.

## Chapter XIX
## IMPLEMENTATION PROVISIONS

### Article 58. Supplement and amendment to the Charter

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

2. Any legal provisions relating to the Company's operations that are not addressed herein, or any new laws that conflict with this Charter, shall automatically apply.

### Article 59. Effective date

1. This Charter consists of XIX chapters and 59 Articles and was unanimously approved by the General Meeting of Shareholders of Cao Bang Cast Iron and Steel Joint Stock Company on October 8, 2026, with the full validity of this Charter accepted.

2. This Charter is made in five (05) copies of equal legal validity, which shall be kept at the Company's head office.

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

4. Copies or extracts of the Company Charter must be signed by the Chairperson of the Board of Directors or by at least half of the total members of the Board of Directors to be valid./.

**FULL NAMES AND SIGNATURES OF THE MEMBERS OF THE BOARD OF DIRECTORS**

| | | | |
|---|---|---|---|
| *(Signed)* | *(Signed)* | *(Signed)* | *(Signed)* |
| **Pham Thanh Do** | **Vu Thi Thanh Hao** | **Phan Ngoc Hieu** | **Ly Xuan Tuyen** |

**LEGAL REPRESENTATIVE OF THE ENTERPRISE**
**MEMBER OF THE BOARD OF DIRECTORS – COMPANY DIRECTOR**

*(Signed)*
**Tran Van Chuong**