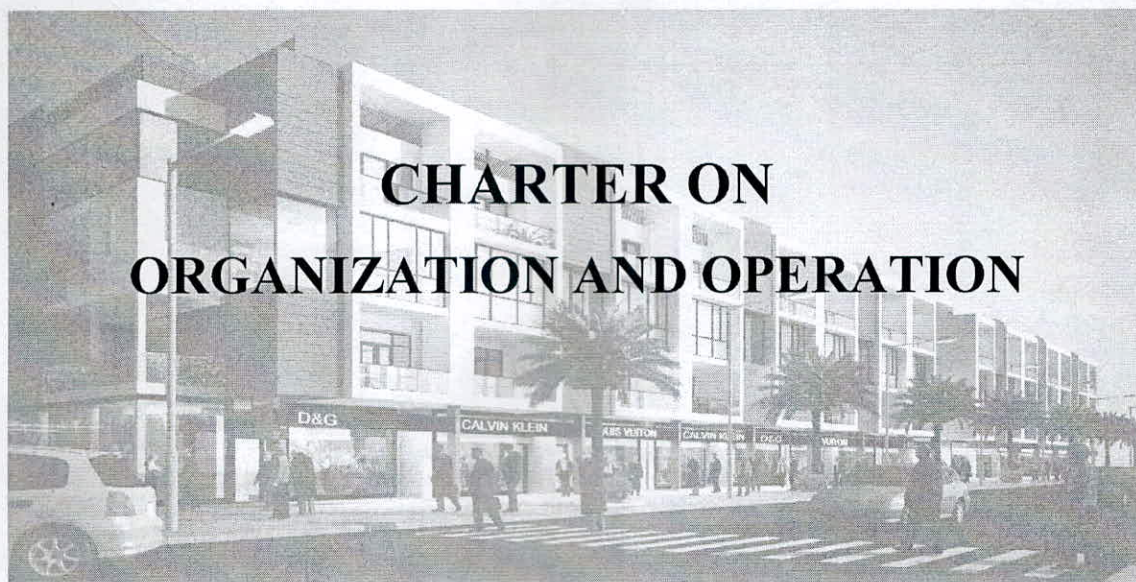




BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY

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CHARTER ON ORGANIZATION AND OPERATION

BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY

BECAMEX UDJ

Binh Duong, April 16, 2026

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**THE CHARTER ON ORGANIZATION AND OPERATION OF
BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY
(BECAMEX UDJ)**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, taking effective from January 01, 2021 and its amending, supplementing, and guiding documents (“Law on Enterprises”);
- Pursuant to the Model Charter applicable to public companies issued together 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 under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
- Pursuant to Law on Securities ratified on November 26, 2019 by the National Assembly of the Socialist Republic of Vietnam and its amending, supplementing, and guiding documents (“Law on Securities”);
- Pursuant to Decree No. 155/2020/ND-CP ratified on December 31, 2020 by the Government about detailed regulations for execution on some articles of securities law (“Decree 155”);
- Pursuant to Decree No. 245/2025/NĐ-CP ratified on September 11, 2025 by the Government about Amending and supplementing a number of articles of Decree No. 155/2020/ND-CP (“Decree 245”)

This Charter was approved by the Resolution of the General Meeting of Shareholders of Becamex Urban Development Joint Stock Company (Becamex UDJ) at the meeting held on April 16, 2026.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Explanation of terminology

- a) *Charter capital of a joint-stock company is the total par value of shares already sold or registered to be purchased upon establishment of the company and as provided for in Article 6 of this Charter.*
- b) *Voting capital is share capital whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders.*
- c) *Law on Enterprises is Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 and amending and supplementing regulations;*

- d) *Law on Securities* is Law on Securities ratified on November 26, 2019 by the National Assembly of the Socialist Republic of Vietnam and amending and supplementing regulations;
- đ) *Vietnam is Socialist Republic of Vietnam*;
- e) *Date of Establishment* is the date of first issuance of Certificate of Enterprise Registration (Business Registration Certificate and equivalent documents);
- g) *Business Executives* are General Director, Deputy General Director, Chief Accountant;
- h) *Business manager* is company manager including Chairman of Board of Directors, Member of Board of Directors, General Director;
- i) *Relevant Persons* are Individual, Organization as defined in Clause 46 Article 4 of the Law on Securities;
- k) *Shareholder* is Individual, Organization that own at least one share of company;
- l) *Major Shareholder* is Shareholder as defined in Clause 18 Article 4 of the Law on Securities;
- m) *Operational term* is Company operating hours as defined at Article 2 of this Charter and extension period (If any) approved by the General Meeting of Shareholders;
- n) *Stock Exchange* is Vietnam Stock Exchange and Subsidiary Companies.
2. In this Charter, references to any provision or document shall include amendments, supplements, or replacements thereof.
3. The title (Sections, Articles of this Charter) are inserted for convenience of reference only and shall not define limit, or affect the construction interpretation of Charter.

II. NAME, TYPE, HEAD OFFICE, BRANCH, REP OFFICE, BUSINESS LOCATION, TERM AND LEGAL REPRESENTATIVE

Article 2. Name, Type, Head office, Branch, Rep Office, Business Location and Term

1. Name of Company:

- Vietnamese name: **Công ty Cổ phần Phát Triển Đô Thị**
- English name: **Becamex Urban Development Joint Stock Company**
- Abbreviated Name: **Becamex UDJ**

– Company Logo:



2. The Company is a joint-stock company having legal personality in accordance with the current laws of Vietnam.
3. Registered office:
 - Address: C1-2-3 Le Loi Street, Binh Duong Ward, Ho Chi Minh City, Vietnam.
 - Telephone: 0274. 3816661 – 0274. 3816681.
 - Fax: 0274. 3816655.
 - E-mail: becamexudj@gmail.com
 - Website: www.becamexudj.com.vn
4. The Company may establish branches and representative offices within the business area to achieve its operational goals in accordance with Board of Directors' decisions and within the scope of applicable law.
5. Unless terminated earlier in accordance with Clause 2 of Article 59 or extended pursuant to Article 55 of this Charter, the operational term of the Company is 99 years from the date of establishment.

Article 3. Legal representative of the Company

The company has one (01) legal representative. The General Director is the legal representative of the company

III. COMPANY OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS

Article 4. Company's operational objectives

1. The Company's Business Lines:
 - a. Real Estate activities with own or leased property;

Details: Investment in construction and business of technical infrastructure for industrial parks, residential areas, and urban areas. Real estate business, leasing of residential houses, apartments, factories, and offices.

(Excluding investment in construction of cemetery infrastructure for land use right transfer associated with infrastructure).

b. Site preparation;

Details: Site leveling

(Excluding blasting services)

c. Wholesale of agricultural, forestry raw materials (except wood, bamboo, rattan) and live animals;

Details: Trading raw rubber latex (not to be stored at the head office).

(Excluding export, import, and distribution rights for: tobacco and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar).

d. Wholesale of other construction materials and installation equipment;

Detail: Trading in construction materials.

(Excluding export, import, and distribution rights for: cigarettes and cigars; books, newspapers and magazines; recorded media; precious metals and stones; pharmaceuticals; explosives; crude oil and processed oil; rice; raw cane or beet sugar).

e. Wholesale of other household goods;

Detail: Trading of interior decoration products.

(Excluding the exercise of export, import, and distribution rights for: tobacco and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude and processed oil, rice, cane sugar and beet sugar).

f. Other financial service activities, except insurance and pension funding;

Detail: Financial investment in other entities.

g. Real Estate Intermediary services;

Detail: Real estate brokerage services

(Excluding judicial administrative services, including judicial expertise services, bailiff services, property auction services, notarial services, and services of property trustees/administrators)

h. Other real estate activities on a fee or contract basis;

Detail: Housing and Land Use Rights management and consultancy services; Non-residential property management and consultancy services; Other real estate activities on a fee or contract basis

(Excluding real estate auctions and land use rights auctions)

i. Architectural and Engineering Activities and Related Technical Consultancy;

Detail: Civil and Industrial Construction Consulting and Design; Urban Technical Infrastructure Construction Consultancy and Design; Structural Consultancy and Design for Civil and Industrial Projects; Construction Supervision for Civil and Industrial Projects; Consulting, Detailed Planning, and Total Cost Estimation for Residential Areas, Urban Zones, Industrial Zones, Civil Works, and Transportation Projects

(Excluding services for establishment, operation, maintenance, and repair of maritime signaling, water areas, public maritime channels, and routes; survey services for water areas, public maritime channels, and routes for publishing maritime notices; survey, construction, and publishing services for nautical charts of water areas, seaports, maritime channels, and routes)

j. Manufacture of concrete, cement and plaster products;

Detail: Civil and Industrial Construction

k. Residential construction;

Detail: Civil and Industrial Construction.

l. Construction of other civil engineering works;

Detail: Technical Infrastructure Construction.

m. Construction of non-residential buildings;

n. Railway construction;

o. Road construction;

Detail: Construction of transportation infrastructure

p. Construction of other public works;

Detail: Construction of public works.

2. Company's operational objectives

- Residential area development, urban development, and housing market development;



- Research, development, manufacturing, and supply of new construction materials serving construction projects.

Article 5. Business Scope and Activities

The Company is permitted to conduct business activities in accordance with the lines of business stipulated in this Charter, which have been registered, and, for which changes have been notified to the business registration authority and announced on the National Business Registration Portal. In case the Company engages in conditional business lines, the Company must comply with all business conditions prescribed by the Law on Investment and relevant specialized laws.

The Company may engage in other business lines permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARE, FOUNDING SHAREHOLDER

Article 6. Charter capital, share, founding shareholder

1. The Company's charter capital is VND 165,000,000,000 (One hundred sixty-five billion Vietnamese dong even).
The Company's total charter capital is divided into 16,500,000 shares with a par value of VND 10,000 per share
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
3. As of the date of approval of this Charter, the Company's shares consist only of ordinary shares. The rights and obligations of shareholders holding each type of share are provided for in article 12 and Article 13 of this Charter.
4. 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.
5. Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by the shareholders shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to subjects under such conditions and in such manner as the Board of Directors deems appropriate, but such shares may not be sold on terms more favorable than those offered to existing shareholders, except for shares sold through a Stock Exchange by way of auction.
6. The Company may buy back its own shares in accordance with the methods provided in this Charter and current laws.
7. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Stock Certificate

1. Shareholders of the company are issued share certificates corresponding to the number and class of shares they own.
2. Stock is a type of security that confirms the legal rights and interests of the owner over a portion of the charter capital of the issuing organization, containing all details as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 07 (seven) days from the date of submission of the complete application for share ownership transfer as prescribed by the Company, or within 02 (two) months (or such other period as stipulated in the issuance terms) from the date of full payment for the shares in accordance with the Company's share issuance plan, the shareholder shall be issued a share certificate. Shareholders are not required to pay the cost of printing the share certificate to the Company.
4. If a share certificate is lost, damaged, or destroyed in other forms, the shareholder may request the Company to reissue the share certificate. The shareholder's request must include the following details:
 - a) Information on lost, damaged, or otherwise destroyed shares;
 - b) Undertake liability for any disputes arising from the reissuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company shall be issued with the signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the securities market.
2. Shares that are not fully paid shall not be transferred or entitled to related rights, including the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to subscribe to newly offered shares, and other rights as prescribed by law.

Article 10. Share Redemption

1. In case a shareholder fails to pay in full and on time the amount payable for the subscribed shares, the Board of Directors shall give notice and has the right to require such shareholder to pay the remaining amount, and to be liable, in proportion to the total par value of the subscribed shares, for the financial obligations of the Company arising from the failure to make full payment.
2. The payment notice mentioned above must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the place of payment, and

clearly state that if payment is not made as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that are not fully and timely paid if the requirements in the aforementioned notice are not complied with
4. Acquired shares shall be considered authorized shares as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under conditions and manners deemed appropriate by the Board of Directors.
5. Shareholders holding forfeited shares shall cease to be shareholders in respect of those shares, but shall remain liable for the total par value of the shares subscribed for, regarding the Company's financial obligations arising at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the forced payment of the entire value of the shares at the time of forfeiture.
6. Notice of forfeiture shall be sent to the holder of the shares to be forfeited before the time of forfeiture. The forfeiture shall remain valid even in the event of any error or omission in the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

The company's governance and control structure consists of:

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

VI. SHAREHOLDER AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholder Rights

Shareholders are the owners of the company, holding rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the company's debts and other property obligations to the extent of the capital contributed to the company.

1. Common shareholders have the following rights:

- a) Attend, express opinions at the General Meeting of Shareholders, and exercise voting rights directly or through authorized representatives or other forms prescribed by the Company Charter and law. Each ordinary share carries one vote;
 - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) Preemptive rights to subscribe for new shares in proportion to existing holdings;
 - d) Shares are freely transferable, except for cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - d) Review, search and extract information regarding names and contact addresses in the voting shareholder register; request amendment of inaccurate information.
 - e) Review, search, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.
 - g) When the Company is dissolved or goes bankrupt, to be received a part of the remaining assets in proportion to the shareholding ratio in the company
 - h) Request the Company to repurchase shares in the cases provided for in Article 132 of the Law on Enterprises.
 - i) Equal treatment. Each share of the same class shall provide its holder with equal rights, obligations, and interests. In case the company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.
 - k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law.
 - l) To have one's legal rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises.
 - m) Other rights as prescribed by law and this Charter
2. Shareholders or groups of shareholders holding 5% or more of the total number of common shares have the following rights:
- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises
 - b) To examine, look up, and extract the minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that require Board approval,

and other documents, excluding documents relating to the Company's trade secrets or business secrets.

- c) Request the Supervisory Board to inspect specific issues related to the management and operation of the Company when necessary. The request must be in writing and include the following details: full name, contact address, nationality, legal personal documents for individual shareholders; name, enterprise identification number or legal organization documents, address of head office for corporate shareholders; number of shares and time of share registration of each shareholder, total number of shares of the shareholder group, and ownership ratio in the total number of shares of the Company; issues to be inspected, and the purpose of the inspection.
 - d) Shareholders or a group of shareholders may propose items to be included in the agenda of the General Meeting of Shareholders (GMS). Such proposals must be made in writing and sent to the Company at least 03 working days prior to the opening date, unless the Company's Charter provides otherwise. The proposal must clearly state the shareholder's name, the quantity of each type of share held, and the proposed items for the agenda
 - d) Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders holding 10% or more of the total number of common shares are entitled to nominate candidates for the Board of Directors and the Supervisory Board. Unless the Company Charter provides otherwise, the nomination of candidates for the Board of Directors and the Supervisory Board shall be conducted as follows:
- a) Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the meeting to attending shareholders before the opening of the General Meeting of Shareholders.
 - b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders stipulated in this Clause shall have the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholders or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.
4. *A request to convene a General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article shall be made in writing and must include the following details: full name, contact address, nationality, legal document number for individual shareholders; name, enterprise identification number or legal document number, and head office address for institutional shareholders; the number of shares and time of registration of*

shares for each shareholder, the total number of shares of the shareholder group, and the ownership percentage in the total number of shares of the company; the grounds and reasons for requesting the convocation of the General Meeting of Shareholders. Attached to the request for convocation must be documents and evidence regarding violations by the Board of Directors, the extent of the violations, or ultra vires decisions. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convocation of the General Meeting of Shareholders

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. Pay in full and on time for the subscribed shares
2. Shareholders shall not withdraw capital contributed by common shares from the Company in any form, except for the case shares are repurchased by the Company or by other persons. In case a shareholder withdraws a part or all of their share capital in violation of this clause, such shareholder and related persons in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the shares withdrawn and any damages occurred. Comply with the Company Charter and Internal Management Regulations.
3. Provide and update accurate information of shareholders.
4. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Protecting information provided by the Company In accordance with the Company Charter and the law. Only use the provided information to exercise and protect your legal rights and interests; strictly prohibit the dissemination, copying, or transmission of information provided by the Company to other organizations or individuals.
6. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:
 - a) Attend and vote in person at the meeting;
 - b) Authorizing another individual/organization to attend and vote at the meeting;
 - c) Attend and vote via online meetings, electronic voting, or other electronic means;
 - d) Sending voting ballots to the meeting via mail, fax, or email;
7. Be personally liable when acting in the name of the Company in any form to commit one of the following acts:
 - a) Violation of the law;

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- b) Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Prepaying liabilities to mitigate financial risks for the company.
8. Complete other obligations in accordance with current legal regulations.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, consisting of all voting shareholders, is the highest decision-making body of the Company. The Annual General Meeting shall be held once a year and within four (04) months from the end of the fiscal year. Based on operational conditions, the Board of Directors may decide to extend the annual meeting if necessary, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the meeting is determined as the location where the chairperson attends and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders (AGM) and select a suitable venue. The AGM decides on matters in accordance with the law and the Company Charter, particularly approving the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm to attend the AGM to explain the relevant contents.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) The Board of Directors deems it necessary in the interest of the Company;
 - b) The remaining number of members of the Board of Directors/Board of Supervisors is less than the minimum number required by law.
 - c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises, a written request to convene a General Meeting of Shareholders must be submitted, clearly stating the reasons and purposes of the meeting, and bearing the signatures of the relevant shareholders; or the request may be made in multiple copies, aggregating the signatures of all relevant shareholders.
 - d) At the request of the Board of Supervisors;
 - d) Other cases as provided for by law and this Charter.
4. Convening an Extraordinary General Meeting of Shareholders



- a) The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the number required in Point c and d, Clause 3 of this Article, or from the date of receiving the request specified in Point c and Point d, Clause 3 of this Article.
- b) In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Board of Supervisors shall, within the next 30 days, replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises.
- c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as stipulated in Point c, Clause 3 of this Article shall be entitled to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders (GMS) may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and passing resolutions. All costs associated with convening and holding the GMS shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the GMS, including accommodation and travel expenses.

- d) Procedures for holding the General Meeting of Shareholders under Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following rights and obligations:
 - a) Approve the company's development orientation, as well as short-term and long-term development plans;
 - b) Decide on the types of shares and the total number of shares of each type offered for sale; decide on the annual dividend rate for each type of shares;
 - c) Election, release, and dismissal of members of the Board of Directors and the Supervisory Board;
 - d) Deciding on investment or sale of assets valued at 35% or more of the total asset value recorded in the company's latest financial statement;
 - d) Decision on Amendment and Supplement of the Company Charter;



- e) Approve annual financial statements;
 - g) Decision to repurchase more than 10% of the total sold shares of each type;
 - h) Reviewing and handling violations by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
 - i) Decision on reorganization and dissolution of the company;
 - k) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - l) Approval of Internal Corporate Governance Regulations; Operational Regulations of the Board of Directors and Board of Supervisors;
 - m) Approve the list of accredited audit firms; decide on the accredited audit firm to perform the inspection of the Company's operations, and dismiss accredited auditors when necessary;
 - n) The General Meeting of Shareholders authorizes the Board of Directors to consider and decide on the relocation of the company's head office (and related information) within the same province as the previous address;
 - o) Other Rights and obligations as Prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters
- a) The Company's annual business plan;
 - b) Audited Annual Financial Statements;
 - c) Report of the Board of Directors on corporate governance and the operating results of the Board of Directors and each member of the Board of Directors.
 - d) Report of the Supervisory Board on the Company's business results, and the performance of the Board of Directors and General Director.
 - đ) Self-assessment report on the performance of the Supervisory Board and its members.
 - e) Dividend rate for each share type; this rate shall not exceed the rate proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders.
 - g) Number of members of the Board of Directors and the Supervisory Board.
 - h) Election, dismissal, or removal of members of the Board of Directors and members of the Supervisory Board.
 - i) Decision 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 accredited audit firms; decision on the accredited audit firm to inspect the company's operations when deemed necessary.
 - l) Amendment and supplementation of the Company Charter.
 - m) Types of shares and the number of new shares to be issued for each type.
 - n) Division, separation, consolidation, merger, or conversion of the Company.
 - o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators.
 - p) Decision on investment or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statement of the Company.
 - q) Decision on the redemption of more than 10% of the total sold shares of each type.
 - r) The company enters into contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the company's total assets as recorded in the latest financial report.
 - 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 a number of articles of the Law on Securities (*as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025*);
 - t) Approval of the Internal Regulation on Corporate Governance, Operating Regulations of the Board of Directors, and Operating Regulations of the Supervisory Board;
 - u) Other matters in accordance with the provisions of law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

- 1. A shareholder, or an authorized representative of a corporate shareholder, may directly attend meetings, authorize one or more other individuals or organizations to attend meetings, or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
- 2. Authorization of a representative (individual or organization) to attend the General Meeting of Shareholders in accordance with Clause 1 of this Article must be made in writing. The authorization document shall be established in compliance with civil laws and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the letter of authorization upon registration. In case of re-authorization, the attendee must present the original letter of authorization from the shareholder or the authorized representative of an organization-shareholder (if not previously registered with the Company).

3. The proxy's vote within the scope of authorization remains valid upon the occurrence of one of the following events, except for:
 - a) The authorizer is deceased, has limited civil act capacity, or has lost civil act capacity;
 - b) The authorizer has revoked the designation of authorization;
 - c) The authorizer has revoked the authority of the agent.

This provision shall not apply in the event the Company receives notice of any of the above events prior to the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Modification of Rights

1. The amendment or cancellation of special rights associated with a class of preference shares shall take effect when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders on matters adversely affecting the rights and obligations of preferred shareholders shall only be passed if approved by shareholders holding 75% or more of the total preference shares of that class present at the meeting, or if approved by holders of 75% or more of the total preference shares of that class in the case of approval via written opinion.
2. A meeting of holders of a class of preference shares to pass a resolution changing the aforementioned rights shall be valid only if at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class are present. If a quorum is not met, a reconvened meeting shall be held within 30 days, and those holders of such shares present in person or by proxy (regardless of the number of people and shares) shall be considered to constitute a valid quorum. At meetings of preferred shareholders as mentioned above, holders of such shares present in person or by proxy may demand a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.
3. The procedures for conducting such separate meetings shall be mutatis mutandis with the provisions of Articles 19, 20 and 21 of this Charter.
4. Unless otherwise provided in the terms of issuance, special rights attached to classes of preferred shares regarding the distribution of profits or assets of the Company shall not be altered upon the issuance of additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases provided for in Clause 3, Article 14 of this Charter.
2. The person(s) convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare the list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS shall be prepared no later than 10 days before the date of sending the meeting invitation. The company must disclose information regarding the preparation of the shareholder list at least 20 days prior to the final registration date.
 - b) Prepare the agenda and contents of the meeting.
 - c) Prepare documents for the meeting.
 - d) Draft the resolution of the GMS according to the proposed contents of the meeting.
 - e) Determine the time and venue of the meeting.
 - f) Notify and send meeting invitations to all shareholders entitled to attend.
 - g) Other tasks to serve the meeting.
3. The notice of the General Meeting of Shareholders must be sent to all shareholders via a method ensuring delivery to their contact addresses, while also being published on the Company's website, the State Securities Commission, and the Stock Exchange where the company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of those entitled to attend no later than 21 days before the opening date (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent along with the meeting notice, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:
 - a) Agenda and meeting documents;

- b) List and detailed information of candidates for election of members of the Board of Directors and the Supervisory Board;
 - c) Voting ballot;
 - d) Draft resolutions for each item on the agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter shall have the right to propose items to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, quantity of each type of shares, contact address, nationality, number of Identity Card, Citizen Identity Card, Passport or other lawful personal identification for individual shareholders; name, enterprise identification number or establishment decision number, head office address for institutional shareholders; the number and type of shares held by such shareholder, and the issues proposed to be included in the agenda.
 5. The convener of the General Meeting of Shareholders has the right to deny proposals provided in Clause 4 of this Article if one of the following cases:
 - a) The proposal was submitted in violation of Clause 4 of this Article;
 - b) At the time of proposal, the shareholder or groups of Shareholders do not hold a sufficient amount of 5% or more of the ordinary shares as stipulated in Clause 2, Article 12 of this Charter;
 - c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d) Other cases as stipulated by law and this Charter.
 6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the draft agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19: Conditions for conducting the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total voting rights.
2. If the first meeting does not meet the conditions for convening as prescribed in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of

Shareholders shall be held if shareholders attending the meeting represent at least 33% of the total voting rights.

3. In case the second general meeting of shareholders fails to meet the conditions for holding a meeting as prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within 20 days from the intended date of the second meeting. The third general meeting of shareholders shall be held regardless of the total number of voting shares of the shareholders attending the meeting.

Article 20. Procedures for convening and voting at General Meeting of Shareholders (GMS).

1. Before opening the meeting, the Company must conduct shareholder registration procedures and continue registration until all eligible shareholders have registered, following this procedure:
 - a) Upon registration, the Company issues a voting card to each shareholder or authorized representative, indicating the registration number, name of the shareholder, name of the authorized representative, and the number of voting rights. The General Meeting of Shareholders discusses and votes on each agenda item. Voting is conducted via approving, disapproving, or Abstain options. At the meeting, the approving votes are collected first, followed by the disapproving votes, and finally, the total votes are counted to make a decision. The vote-counting results are announced by the Chair immediately before the closing of the meeting. The Meeting elects persons responsible for vote counting or supervision based on the Chair's recommendation, and the number of members in the counting committee is decided by the General Meeting of Shareholders.
 - b) Shareholders, or authorized representatives of institutional shareholders, arriving after the meeting has commenced may register immediately, and subsequently attend and vote at the meeting. The Chairperson is not responsible for adjourning the meeting to allow latecomers to register, and the validity of matters already voted upon shall not be affected.
2. The election of the chairperson, secretary, and vote-counting committee shall be regulated as follows:
 - a) The Chairman of the Board of Directors shall act as chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders (GMS) convened by the Board. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting by a majority vote. In case a chair cannot be elected, the Head of the Supervisory Board shall manage the process for the GMS to elect a chair from among the attendees, and the person with the highest votes shall chair the meeting.

- b) Except for cases specified in Point a of this Clause, the person who signed the notice of the meeting convocation shall arrange for the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall chair the meeting.
 - c) The Chairperson appoints one or someone as secretary of the meeting;
 - d) The General Meeting of Shareholders elects one or several members to the vote counting committee based on the recommendation of the chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify the time for each item in the meeting contents.
4. The Chairperson of the General Meeting of Shareholders has the right to take necessary and reasonable measures to ensure the meeting is conducted in an orderly manner, in compliance with the approved agenda, and reflects the wishes of the majority of attendees.
 - a) Arranging seating at the venue of the General Meeting of Shareholders (GMS);
 - b) Ensuring safety for all persons present at the meeting venue;
 - c) Facilitating the attendance (or continued attendance) of shareholders at the meeting. The convener of the GMS has full authority to change the aforementioned measures and apply all necessary measures. Such measures may include issuing admission tickets or using other selection methods.
5. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Voting is conducted by approving, disapproving, or abstaining. The counting results shall be announced by the Chair immediately before the closing of the meeting.
6. Shareholders or authorized representatives attending after the meeting has opened may still register and are entitled to vote immediately after registration; in this case, the validity of items already voted on shall remain unchanged.
7. The convener or chairperson of the General Meeting of Shareholders shall have the following rights:
 - a) All attendees are subject to screening or other lawful and reasonable security measures;
 - b) Request the competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who fail to comply with the chair's management rights, intentionally disrupt order, impede the normal progress of the meeting, or fail to comply with security check requirements.

8. The chairperson has the right to adjourn a General Meeting of Shareholders, for which the registered attendance is sufficient, for no more than 03 working days from the scheduled opening date, and may only adjourn the meeting or change the venue in the following cases:
 - a) The venue lacks adequate, convenient seating for all participants;
 - b) The communication facilities at the meeting venue fail to ensure that attending shareholders can participate, discuss, and vote;
 - c) An attendee is causing obstruction and disrupting order, risking the fair and legal conduct of the meeting.
9. In case the chair suspends or adjourns the meeting of the General Meeting of Shareholders in contravention of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to chair the meeting until its conclusion, and all resolutions approved at that meeting shall have full legal effect.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders (GMS) via an online meeting, the Company is responsible for ensuring that shareholders can participate and vote via electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP of the Government, which provides detailed regulations on the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for approval of General Meeting of Shareholders' resolutions

1. A resolution on the following matters shall be passed if it is approved by a number of shareholders representing **65% or more of the total voting rights** of all shareholders attending and voting at the meeting, except for cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a) Classes of shares and total number of shares of each class;
 - b) Change business lines and sectors;
 - c) Change The cooperate organization and management structure;
 - d) Investment projects or asset sales valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless the Company's Charter stipulates a different percentage or value;
 - d) Reorganize or dissolve the Company.
2. Resolutions shall be passed when approved by shareholders representing more than 50% of the total voting rights of all shareholders attending and voting at the

meeting, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. General Meeting of Shareholders (GMS) resolutions passed by 100% of the total voting shares are legal and effective, even if the procedures for convening the meeting and passing the resolution violate the Law on Enterprises and the Company Charter.

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

The authority and procedures for collecting written opinions from shareholders to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors shall have the right to solicit written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, including the matters specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors shall prepare ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all voting shareholders at least 10 days before the deadline for returning the ballots. Requirements and methods for sending the ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. The ballots must be had the following contents:
 - a) Company name, Head Office Address, Enterprise Identification Number;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, legal document number of individual shareholders; Name, enterprise identification number or legal document number of the organization, address of the head office for institutional shareholders; Full name, contact address, nationality, legal document number of the representative of an institutional shareholder; Number of shares of each type and voting rights of the shareholder;
 - d) Matters to be consulted for decision-making;
 - d) Voting options include Approve, Disapprove, and Abstain for each matter to be voted on.
 - e) Deadline for returning the completed ballot;
 - g) Full name, Signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed ballot to the Company by post, fax, or email in accordance with the following regulations:
 - a) Replied voting ballots sent by mail must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. Voting ballots returned to the Company must be sealed in an envelope, and no one is permitted to open them prior to the vote counting.
 - b) In case of sending by fax or email, the ballots sent to the Company must be kept confidential until the time of vote counting.
 - c) Ballots received by the Company after the deadline specified in the ballot, or those that have been opened (in case of mail) or disclosed (in case of fax/email) are considered invalid. Ballots that are not returned are deemed as non-voting."
5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents:
 - a) Company Name, Head Office Address/Registered Office Address, và Business Registration Number;
 - b) Purpose and issues on which opinion is to be collected for the adoption of the resolution;
 - c) Number of shareholders with the total number of voting shares/votes cast, distinguishing between valid and invalid votes, and the method of voting, attached with the appendix of the list of voting shareholders;
 - d) Total votes approving, disapproving, or abstaining on each issue;
 - d) Matters approved and corresponding voting rates;
 - e) Full name and signature of the Chairman of the Board of Directors, vote counters, and vote counting supervisors.

Members of the Board of Directors, vote counting members, and vote counting supervisors shall be **jointly and severally liable** for the truthfulness and accuracy of the vote counting minutes; and shall be **jointly and severally liable** for damages arising from decisions passed due to untruthful or inaccurate vote counting.

6. The minutes of vote counting and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. Sending the minutes of vote counting and the resolution can be replaced by posting them on the Company's website within 24 hours from the time of completion of vote counting.

7. The answered ballots, the vote counting minutes, the approved resolution, and relevant documents attached to the ballots must be kept at the head office of the Company.
8. A resolution passed by means of collecting written opinions from shareholders is approved if it is approved by shareholders holding more than 50% of the total voting shares of all voting shareholders, and it shall have the same validity as a resolution passed at a General Meeting of Shareholders.

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

1. Minutes of the General Meeting of Shareholders shall be recorded, and may be audio-recorded or recorded and stored in other electronic forms. *Minutes of the General Meeting of Shareholders* must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:
 - a) Company Name, Head Office Address/Registered Office Address, và Business Registration Number;
 - b) Time and Venue of the General Meeting of Shareholders;
 - c) Meeting Agenda;
 - d) Chairperson's full name and secretary's full name;
 - d) Summary of the proceedings and opinions voiced at the General Meeting of Shareholders regarding each agenda item;
 - e) Number of shareholders and total voting rights of shareholders attending the meeting, annex of registered shareholders and representatives with corresponding shares and voting rights;
 - g) Total voting shares for each voting matter, specifying the voting method, total number of valid/invalid votes, approval, disapproval, and abstention, along with the corresponding percentage of the total voting shares of shareholders attending the meeting;
 - h) Passed matters and their corresponding voting rates;
 - i) Full names and signatures of the chairperson and the secretary shall be required. In case the chairperson or the secretary refuses to sign the minutes, the minutes shall still be valid if it is signed by all other members of the Board of Directors attending the meeting and contains all contents as prescribed in this Clause. The minutes of the meeting must clearly state the refusal to sign by the chairperson and the minutes taker.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The chairperson and the secretary of the meeting, or other signatories of the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes drawn up in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend with signatures, proxy letters, all documents attached to the Minutes (if any), and related documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with regulations on information disclosure in the securities market and kept at the Company's head office.

Article 24. Request for cancellation of a resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution, minutes of the General Meeting of Shareholders (GMS), or the minutes of the counting of votes, the shareholders or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and cancel the resolution or a part of the contents of the GMS resolution in the following cases:

1. The order, procedures for convening meetings, and passing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

In the event that a resolution of the General Meeting of Shareholders is revoked by a Court or Arbitral Tribunal, the convener of the revoked Meeting may consider re-organizing the General Meeting of Shareholders within sixty (60) days in accordance with the procedures stipulated in the Law on Enterprises and this Charter.

VII. THE BOARD OF DIRECTORS

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

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

- a) Full name, date of birth;
 - b) Professional qualification;
 - c) Working experience;
 - d) Other management positions (including board member positions at other companies);
 - đ) Interests of the company and its related parties;
 - e) Other information (if any) as provided in the Company's Charter;
 - g) A public company shall disclose information regarding the companies where the board candidate holds positions as a member of the Board of Directors or other management positions, as well as the candidate's related interests in the company (if any).
2. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.
 3. In case the number of candidates for the Board of Directors via nomination and self-nomination is still insufficient as required in Clause 5, Article 115 of the Law on Enterprises. The **incumbent** Board of Directors may introduce additional candidates or nominate them in accordance with the Company Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates 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 meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises, the Law on Securities, relevant legal regulations, the Company's Charter, and internal corporate governance regulations.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors has five Members.
2. The term of office of members of the Board of Directors shall not exceed 05 years, and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for a maximum of 02 consecutive terms. In the event that all members of the Board of Directors terminate their term at the same time, such members shall continue to be members of the Board of Directors until new members are elected as replacements and take over the work.
3. The structure of the Board of Directors (BOD) is as follows:

The Board of Directors' structure must ensure at least one (01) member is a non-executive director. The Company minimizes the combination of executive positions with Board membership to ensure the independence of the Board of Directors.
4. A member of the Board of Directors shall cease to be a member of the Board of Directors if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of Board of Directors members must be disclosed in accordance with the regulations on information disclosure in the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.
7. *A member of the Company's Board of Directors may simultaneously serve as a member of the Board of Directors or Board of Members at a maximum of 05 other companies.*

Article 27. Rights and Duties of the Board of Directors

1. The Board of Directors is the management body of the company, which has full authority in the name of the company to decide, exercise the rights and obligations of the company, except for those within the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a) Company's strategic decisions, medium-term development plan, and annual business plan;
 - b) Proposed classes of shares and total number of authorized shares of each class;
 - c) Decide on the sale of unsold shares within the authorized number of shares of each class; decide on raising additional capital in other forms;

- d) In case the company decides to offer non-convertible bonds without warrants, the Board of Directors has the right to decide on the bond type, total value, bond price, and timing of the offering, but must report to the General Meeting of Shareholders at the nearest meeting. The report must be accompanied by documents and records of the bond offering. This provision does not apply to convertible bonds and bonds with warrants.
- d) Decision on share redemption as provided in Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) Decide on investment plans and projects within authority and limitations as prescribed by law;
- g) Decision on market development, marketing, and technology solutions;
- h) Approval of contracts, transactions (including purchase, sale, loan, borrowing) with a value of 35% or more of the total asset value recorded in the latest financial statements of the Company, and contracts/transactions falling under the authority of the General Meeting of Shareholders pursuant to Clause 2(d) of Article 138, and Clauses 1 & 3 of Article 167 of the Law on Enterprises;
- i) Electing, releasing, or removing the Chairman of the Board of Directors; appointing, releasing, or entering into/terminating contracts with the General Director, Deputy General Directors, and Chief Accountant; deciding on salaries, remuneration, bonuses, and other benefits for these managers; appointing authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, and deciding on their remuneration and other benefits;
- k) Supervise and direct the General Director and other managers in the day-to-day business operations of the Company"
- l) Deciding on the organizational structure, internal management regulations of the Company, the establishment of subsidiaries, branches, representative offices, and capital contribution or purchase of shares in other enterprises;
- m) Approving the agenda and documents, convening the General Meeting of Shareholders (GMS), or seeking approval for resolutions;
- n) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Recommend the rate of dividends to be paid; decide on the time limit and procedures for dividend payment or handling losses arising in business operations;
- p) Proposal for the reorganization or dissolution of the Company; Request for bankruptcy of the Company;

- q) Decision on the promulgation of the Corporate Governance Regulation and the Board of Directors Operation Regulation upon approval by the General Meeting of Shareholders; Decision on the promulgation of the Audit Committee Operation Regulation and the Information Disclosure Regulation;
 - r) Organizing training and workshops on corporate governance and necessary skills for members of the Board of Directors, CEO, Corporate Governance Officer, and other key managers;
 - s) Executing dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders (AGM).
 - t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company Charter.
3. The Board of Directors must report on its performance to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, guiding the Law on Securities (*as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025*).
 4. The Board of Directors may authorize an executive manager to represent the Company in handling matters under the Board's authority, unless otherwise provided by law or the Company Charter.

Article 28. Remuneration, Bonus and Other Benefits of Board of Directors Members

The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration and bonuses for their work in their capacity as members of the Board of Directors. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders. Such remuneration and bonuses shall be distributed among the members of the Board of Directors as agreed upon by the Board, or divided equally if no agreement can be reached.
2. The total remuneration, bonuses, expenses, commissions, share options, and other benefits paid to each member of the Board of Directors from the Company, its subsidiaries, affiliated companies, and other companies in which the board member acts as a capital representative must be disclosed in detail in the Company's Annual Report. The remuneration and bonuses of Board of Directors members shall be presented as a separate item in the Company's Annual Financial Statements.
3. A member of the Board of Directors holding an executive position, or working on Board committees, or performing other tasks which, in the opinion of the Board of Directors, are outside the scope of the ordinary duties of a member, may be paid additional remuneration in the form of a lump sum, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

4. Members of the Board of Directors are entitled to reimbursement for all traveling, accommodation, and other reasonable expenses incurred in the performance of their duties as board members, including expenses arising from attending general meetings of shareholders, board meetings, or committee meetings of the Board of Directors.
5. The Company may purchase liability insurance for members of the Board of Directors after obtaining approval from the General Meeting of Shareholders. This insurance shall not cover liabilities related to a breach of law or the Company Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The chairman of the Board of Directors has the following rights and obligations:
 - a) Developing the Board of Directors' operational plan/program;
 - b) Prepare meeting agenda, content, and materials; convene, chair, and preside over Board of Directors meetings;
 - c) Organizing the adoption/passing of Board of Directors resolutions and decisions;
 - d) Supervising the implementation of Board of Directors' resolutions and decisions;
 - đ) Chairperson of the General Meeting of Shareholders;
 - e) Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, relevant legal regulations, the Company Charter, and internal management regulations.
4. In case the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors shall elect a replacement within 10 days from the date of receiving the resignation letter or the decision on dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure in a mandatory detoxification center or educational institution, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavioral control, or is banned by the Court from holding certain positions or practicing certain professions, the remaining members shall

elect one of them to hold the position of Chairman of the Board of Directors based on the majority vote of the remaining members until a new decision is made by the Board of Directors."

Article 30. Board of Directors Meetings

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. If there is more than one member with the same highest number or percentage of votes, those members shall hold a vote based on the majority principle to select one among them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings when necessary.
3. The Chairman of the Board of Directors convenes a Board meeting in the following cases:
 - a) At the request of the Supervisory Board or Independent Members of the Board of Directors;
 - b) Upon the proposal of the General Director or at least 05 other managers;
 - c) At the request of at least 02 members of the Board of Directors;
4. The request referred to in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters for discussion, and decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request as prescribed in Clause 3 of this Article. If the meeting is not convened as requested, the Chairman of the Board of Directors shall be liable for any damages caused to the Company; the requester(s) shall have the right to convene the meeting of the Board of Directors in place of the Chairman.
6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days prior to the meeting date. The invitation must specify the time, venue, agenda, and matters to be discussed and decided. The invitation must be enclosed with materials for the meeting and the members' voting ballots.

Notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company's Charter, ensuring it reaches the contact address of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and attached documents to the members of the Supervisory Board in the same manner as for members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings and participate in discussions, but are not entitled to vote.

8. A meeting of the Board of Directors shall be conducted if it is attended by at least three-quarters (3/4) of the total number of members. If the meeting convened in accordance with this clause does not have a sufficient number of members, a second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half (1/2) of the members of the Board of Directors attend.
9. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:
 - a) Attend and vote in person at the meeting;
 - b) Authorize another person to attend and vote at the meeting in accordance with Clause 11 of this Article;
 - c) Participate and vote via online meetings, electronic voting, or other electronic forms;
 - d) Sending voting ballots to the meeting via mail, fax, or email;
 - đ) Sending voting ballots by other means.
10. In case of sending voting ballots to the meeting by mail, the voting ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one hour before the opening of the meeting. The voting ballots shall only be opened in the presence of all attendees.
11. Board Members must attend all Board meetings. A Board member may authorize another person to attend and vote at the meeting if approved by a majority of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be approved if approved by a majority of the members present at the meeting; in the event of a tie, the final decision shall be the one with the Chairman's vote.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish specialized committees to oversee development policies, personnel, compensation, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors, consisting of at least 03 members, including Board members and external members. Independent Board members/non-executive Board members

should make up the majority of the committee, and one of these members shall be appointed as the Head of the Committee by the Board of Directors. The operations of the committee must comply with the regulations of the Board of Directors. A resolution of the committee is only valid when approved by a majority of its members attending and voting at the meeting.

2. The implementation of decisions made by the Board of Directors or its committees must comply with current legal regulations, the Company's Charter, and internal regulations on corporate governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one Corporate Governance Officer to assist with corporate governance. The Corporate Governance Officer may concurrently serve as the Company Secretary, as provided in Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer shall not concurrently work for the approved auditing firm that is auditing the Company's financial statements.
3. The Corporate Governance Officer shall have the following rights and obligations:
 - a) Advising the Board of Directors on organizing General Meetings of Shareholders and managing investor relations;
 - b) Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders upon request of the Board of Directors or the Supervisory Board;
 - c) Advice on meeting procedures;
 - d) Attending meetings;
 - đ) Advising on procedures for passing Board of Directors' resolutions in compliance with the law;
 - e) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;
 - g) Monitor and report to the Board of Directors on the company's information disclosure activities;
 - h) To be the point of contact (POC) for stakeholders;
 - i) Confidentiality of information in accordance with legal regulations and the Company's Charter;
 - k) Other rights and obligations as provided by law and the Company Charter.



VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 33. Organizational Structure of Management

The Company's management system shall ensure that the management apparatus is accountable to the Board of Directors and under the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, and a Chief Accountant. The appointment, exemption, and dismissal of the above positions must be approved by a resolution or decision of the Board of Directors.

Article 34. Company managers

1. Executive Officers consist of General Director, Deputy General Director, Chief Accountant.
2. Upon proposal by the General Director and approval by the Board of Directors, the Company may employ other managers in numbers and standards suitable to the Company's structure and management regulations stipulated by the Board of Directors. The corporate managers shall be responsible for assisting the Company in achieving its operational and organizational goals.
3. The Director General is paid a salary and bonus, which are determined by the Board of Directors.
4. Executive salary is recognized as a deductible business expense in accordance with corporate income tax regulations, presented as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors appoints one member of the Board of Directors or hires another person to be the Director General.
2. The General Director manages the daily business operations of the Company, under the supervision of the Board of Directors, and is accountable to the Board of Directors and before the law for the performance of assigned rights and obligations.
3. The term of the General Director shall not exceed 05 years, and he/she may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company's Charter.
4. **The General Director shall have the following rights and obligations:**

- a) Decide on matters relating to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
 - b) Organize the implementation of the Board of Directors' resolutions and decisions;
 - c) Organize the implementation of the company's business plan and investment plan;
 - d) Propose the organizational structure and internal management regulations of the Company
 - d) Appoint, release, or dismiss managerial positions within the Company, excluding positions under the authority of the Board of Directors;
 - e) Decide on salaries and other benefits to employees in the Company, even Company managers under the oppointment authority of the General Director;
 - g) Employee Recruitment;
 - h) Proposal for dividend payment plan or handling business losses;
 - i) Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, other relevant legal regulations, the Company Charter, Internal Management Regulations, and Resolutions/Decisions of the Board of Directors.
5. The Board of Directors may dismissal General Director when The majority of Board of Directors members who have voting Rights atdend the meeting to approve and oppoint a new General Director for replacement.

IX. SUPERVISORY BOARD

Article 36. Candidacy, Nomination Members of the Supervisory Board Member (Supervisor)

1. The nomination and self-nomination of members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 1 and Clause 2, Article 25 of this Charter.
2. In case the number of candidates for the Supervisory Board obtained through nomination and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Supervisory Board's Operating Regulations. The introduction of additional candidates by the incumbent Supervisory Board must



be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board, as required by law.

Article 37. Composition of the Supervisory Board

1. The Supervisory Board of the Company shall consist of 03 members. The term of office of a Supervisory Board member shall not exceed 05 years and may be renewed for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall under the following cases:
 - a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of the independent auditing firm that audited the Company's financial statements during the preceding 03 consecutive years.
3. Members of the Supervisory Board shall be dismissed in the following cases:
 - a) They no longer meet the standards and conditions for being a member of the Supervisory Board as prescribed in Clause 2 of this Article;
 - b) They submit a resignation letter and it is approved;
 - c) Other cases as prescribed in this Charter.
4. Members of the Supervisory Board shall be removed from office in the following cases:
 - a) Failure to fulfill the assigned duties and tasks;
 - b) Failure to perform their rights and obligations for 06 consecutive months, except in force majeure circumstances;
 - c) Repeated or serious violations of the obligations of a Supervisory Board member as stipulated by the Law on Enterprises and the Company's Charter;
 - d) Other cases as decided by the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be decided based on the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a discipline related to the Company's business activities.
2. Rights and obligations of the Head of the Supervisory Board:

- a) To convene meetings of the Supervisory Board;
- b) To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) To prepare and sign the reports of the Supervisory Board, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 39. Rights and Obligations of the Supervisory Board

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

1. To propose and recommend to the General Meeting of Shareholders for approval the list of eligible auditing firms to audit the Company's financial statements; to decide on the approved auditing firm to conduct inspections of the Company's operations, and to dismiss the approved auditor when deemed necessary.
2. To be responsible to shareholders for its supervisory activities.
3. To supervise the financial status of the Company and the compliance with laws in the operations of members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination with the Board of Directors, the General Director, and shareholders.
5. In case of detecting violations of law or of the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, and request the violator to cease the violation and take remedial measures.
6. To develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. To have the right to access the Company's records and documents kept at the head office, branches, and other locations; and to visit the workplaces of the Company's managers and employees during working hours.
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

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

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice a year, and the minimum number of members attending a meeting shall be two-thirds of the total members of the Supervisory Board. Minutes of the Supervisory Board meetings must be prepared in a detailed and clear manner. The minute-taker and all members of the Supervisory Board attending the meeting must sign the meeting minutes. All minutes of the Supervisory Board must be retained to determine the responsibility of each member of the Supervisory Board.
2. The Supervisory Board is entitled to request members of the Board of Directors, the General Director, and the representative of the approved auditing organization to attend the meeting and clarify matters that need to be addressed.

Article 41. Salary, Remuneration, Bonus, and Other Benefits of Supervisory Board Members

Unless otherwise provided in the Company's Charter, the salary, remuneration, bonus, and other benefits of the Supervisory Board members shall be implemented as follows:

1. Members of the Supervisory Board shall be paid salary, remuneration, bonus, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salary, remuneration, bonus, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total remuneration and such expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the regulations on corporate income tax and other relevant laws, and must be recorded as a separate item in the Company's annual financial statements.

X. Responsibilities of Members of the Board of Directors, Members of the Supervisory Board, the General Director, and Other Executives

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall be responsible for performing their duties, including duties as members of the Board of Directors' subcommittees, honestly and prudently for the benefit of the Company.

Article 42. Duty of Care, Integrity, and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall be responsible for performing their duties, including duties as members of the Board of Directors' subcommittees, honestly and prudently for the benefit of the Company; and must disclose their related interests in accordance with the Law on Enterprises and relevant legal regulations.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons may only use information obtained through their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall be obligated to provide written notice to the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of charter capital, and such persons themselves or their related persons, in accordance with legal regulations. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities regulations on information disclosure.
4. A member of the Board of Directors shall not vote on transactions that bring benefits to such member or such member's related persons in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose insider information to others for the purpose of conducting related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these persons shall not be invalid in the following cases:
 - a) For transactions valued at less than or equal to 35% of the total asset value stated in the most recent financial statements, the material contents of the contract or transaction, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members who have no related interests;
 - b) For transactions valued at more than 35%, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction equal to or greater than 35% of the total assets stated in the most recent financial statements, the material contents of such transaction, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been disclosed to shareholders and

approved by the General Meeting of Shareholders by votes of the shareholders who have no related interests.

7. The General Director must not be a related person of the enterprise manager, supervisor of the company and its parent company, state capital representative, or authorized representative of the enterprise's capital at the company and its parent company, as prescribed in point d, Clause 46, Article 4 of the Law on Securities.

Article 43. Liability for Damages and Indemnification

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who breach their duties, including the duties of honesty and due care, or fail to perform their obligations, shall be liable for any damages arising from their violations.
2. The Company shall indemnify any person who has been, is, or may become a party involved in complaints, lawsuits, or prosecutions (including civil and administrative cases and excluding cases where the Company is the plaintiff), provided that such person is or was a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company who has performed duties under the authorization of the Company, acted honestly and prudently for the benefit of the Company, complied with the law, and there is no evidence confirming that such person violated his or her obligations.
3. While performing their functions, duties, or tasks authorized by the Company, members of the Board of Directors, Supervisory Board members, other executives, employees, or authorized representatives of the Company shall be indemnified by the Company when they become a party to complaints, lawsuits, or prosecutions (excluding cases initiated by the Company) in the following circumstances:
 - a. They acted honestly, prudently, diligently, for the benefit of the Company and without conflict with the Company's interests;
 - b. They complied with the law, and there is no evidence confirming that they failed to perform their responsibilities.
4. Indemnification expenses include adjudication costs, fines, amounts actually payable (including attorney's fees) arising in connection with the settlement of such cases, within the limits permitted by law. The Company may purchase insurance for such persons to protect them against the indemnification liabilities mentioned above.

XI. Right to Access Company Books and Records

Article 44. Right to Access Books and Records

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

- a) Ordinary shareholders have the right to examine, look up, and extract information on names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; examine, look up, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b) A shareholder or a group of shareholders holding 5% or more of the total ordinary shares shall have the right to examine, look up, extract minutes books and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets and business secrets.
2. Where an authorized representative of a shareholder or a group of shareholders requests access to books and records, such request must be accompanied by a power of attorney of the shareholder or group of shareholders represented by such person, or a notarized copy thereof.
 3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the right to access the Company's register of shareholders, list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.
 4. The Company must retain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at its head office or at another location, provided that shareholders and the business registration authority are notified of the location where such documents are kept.
 5. The Company's Charter must be published on the Company's website.

XII. Employees and Trade Union

Article 45. Employees and Trade Union

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

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

XIII. Profit Distribution

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall decide the annual dividend payment rate and the method of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or any amounts payable in connection with any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividends in shares, and the Board of Directors shall be the body responsible for implementing such resolution.
4. Where dividends or other amounts related to a class of shares are paid in cash, the Company shall make payments in Vietnamese dong. Payments may be made directly or through banks based on the bank account details provided by the shareholder. If the Company makes a transfer according to the bank details provided by the shareholder and the shareholder does not receive the money, the Company shall not be liable for the amount already transferred. Dividend payments for shares listed or registered for trading on the Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall issue a resolution or decision determining a specific date for finalizing the list of shareholders. Based on this date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, as well as notices or other documents.
6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

XIV. Bank Accounts, Fiscal Year, and Accounting Regime

Article 47. Bank Accounts

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

2. Subject to prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through its accounts in Vietnamese dong or foreign currencies maintained at the banks where the Company has opened accounts.

Article 48. Fiscal Year

The fiscal year of the Company shall commence on the first day of January each year and end on December 31 of the same year. The first fiscal year shall commence from the date of issuance of the Enterprise Registration Certificate and end on December 31 of that year.

Article 49. Accounting Regime

1. The Company shall apply the enterprise accounting regime or a specific accounting regime issued or approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and relevant regulations. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnamese dong as its accounting currency. Where the Company's transactions are primarily conducted in a foreign currency, it may choose such foreign currency as its accounting currency, and shall be responsible for such choice before the law and notify its directly managing tax authority.

XV. Financial Statements, Annual Report, and Information Disclosure Obligations

Article 50. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare annual financial statements, and such annual financial statements must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements must include all reports, appendices, and notes as required by the laws on enterprise accounting. The annual financial statements must present a true and fair view of the Company's operations.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations on information disclosure in the securities market and submit them to the competent state authorities.

Article 51. Annual Report

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

XVI. Company Audit

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the meeting on matters pertaining to the audit of the Company's financial statements.

XVII. Company Seal

Article 53. Company Seal

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

XVIII. Dissolution of the Company

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Upon expiry of the operation term stated in the Company's Charter without any decision on extension;

- b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (where required) in accordance with applicable regulations.

Article 55. Extension of Operation Term

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 months prior to the expiry of the Company's operation term so that the shareholders may vote on the extension of the Company's operation term as proposed by the Board of Directors.
2. The operation term shall be extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders vote in favor.

Article 56. Liquidation

1. At least 06 months prior to the expiry of the Company's operation term or after a dissolution decision has been issued, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of whom 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from the Company's employees or from independent experts. All expenses related to liquidation shall be given priority for payment by the Company before other liabilities of the Company.
2. The Liquidation Committee shall report to the Business Registration Authority the date of its establishment and the date of commencement of its activities. From that point in time, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before courts and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a) Liquidation expenses;
 - b) Salary debts, severance allowances, social insurance obligations, and other employee benefits in accordance with the collective labor agreement and executed labor contracts;
 - c) Tax liabilities;

d) Other liabilities of the Company;

d) The remaining amount, after full payment of items (a) to (d) above, shall be distributed to the shareholders. Preferred shares shall be paid first.

XIX. Settlement of Internal Disputes

Article 57. Settlement of Internal Disputes

1. In the event of disputes or complaints arising in connection with the operation of the Company, or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:

a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and request each party to present relevant information within 07 working days from the date the dispute arises. In cases involving the Board of Directors or its Chairman, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. If no mediation decision is reached within 06 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration or a court of competent jurisdiction.

3. Each party shall bear its own costs related to negotiation and mediation procedures. Court costs shall be paid in accordance with the judgment of the court.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 58. Company Charter

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

2. In cases where laws contain provisions relating to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from those stated in this Charter, such legal provisions shall apply to govern the Company's operations.

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XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This Charter, consisting of 21 sections and 59 articles, was unanimously approved by the General Meeting of Shareholders of Becamex Urban Development Joint Stock Company (Becamex UDJ) on April 16, 2026, in Ho Chi Minh City, and the full text of this Charter was agreed to take effect accordingly.
2. The Charter is made in 03 copies of equal legal validity and must be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company's Charter shall be valid only when bearing the signature of the Chairperson of the Board of Directors or at least one-half of the total number of members of the Board of Directors.

Full-name(s) and signature(s) of the legal representative or of the founding shareholders or of the authorized representative(s) of the founding shareholders of the Company.

**LEGAL REPRESENTATIVE
BECAMEX URBAN DEVELOPMENT J.S.C (BECAMEX UDJ)**

GENERAL DIRECTOR *Rm*



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