

No.: 12 / TTr- HDQT

Thai Nguyen, date 24 month 4 year 2026

**SUBMISSION**

**(Re: Amendment of the Company's Charter on Organization and Operation)**

**To: Annual General Meeting of Shareholders 2026**

Pursuant to the Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam, Legislature XIII, at its 9th session on June 17, 2020.

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance and Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government;

The Board of Directors of the Company has amended the "Charter on organization and operation of VVMi Quan Trieu Cement Joint Stock Company" attached to this submission. Respectfully submitted to the Annual General Meeting of Shareholders in 2026 of the Company for consideration and approval./.

***Recipients:***

- Shareholders of the Company;
- Members of the BOD, Supervisory Board;
- Posted on the Company's Website;
- Archived at: Office, Secretary of the Board of Directors

**ON BEHALF OF THE BOD  
THE CHAIRMAN**



**Nguyen Van Dung**

# CONTENTS OF AMENDMENTS TO THE COMPANY'S CHARTER ON ORGANIZATION AND OPERATION

(Attached to Submission No.: 12 /TTr-HDQT dated 24/4/2026)

Charter No. 09/2021/QD-HDQT	Draft of the amended Charter
<b>CHARTER</b> <del>QUAN TRIEU CEMENT JOINT STOCK COMPANY</del> <del>-VVMH</del>	<b>CHARTER</b> <b>ORGANIZATION AND OPERATION</b>
<b>PREAMBLE</b>	
<p>2. The Charter of Quan Trieu Cement Joint Stock Company - VVMH is formulated on the basis of:</p> <p>- 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, providing guidance on a number of articles on corporate governance applicable to public companies</p>	<p>2. The Charter on Organization and Operation of Quan Trieu Cement Joint Stock Company - VVMH is formulated on the basis of:</p> <p>- 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 provisions 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.</p>
<b>Article 1. Interpretation of terms and definitions in the Charter</b>	
<p>1. In this Charter, the following terms shall be construed as follows:</p> <p>c) "Charter capital" means the total of par value of shares that have been sold or contributed by all shareholders, or subscribed for upon the establishment of the enterprise;</p> <p>k) "Shareholder" means an organization or individual owning at least one share of the Company and whose name is recorded in the Register of Shareholders.</p>	<p>1. In this Charter, the following terms shall be construed as follows:</p> <p>c) "Charter capital" is the total par value of shares that have been sold or subscribed for upon the establishment of the Company and in accordance with Article 6 of this Charter;</p> <p>l) "Shareholder" means an organization or individual owning at least one share of the Company.</p>
<b>Article 2. Name, legal form, head office, branches, representative offices, and duration of operation of the Company</b>	
<p>6. The registered head office of the Company: - Address: An Khanh Commune, Dai Tu District, Thai Nguyen Province</p> <p>8. Unless terminated prior to the time limit specified in <del>Clause 2, Article 54 or extended in accordance with Article 55</del> of this Charter, the duration of operation of the Company shall be indefinite.</p>	<p>6. The registered head office of the Company: - Address: An Khanh Commune, Thai Nguyen Province</p> <p>8. Unless terminated prior to the time limit specified in Article 58 of this Charter, the duration of operation of the Company shall commence from the date of establishment and be indefinite.</p>
<b>Article 4. Objectives and business lines of the Company</b> <i>Appendix 1</i>	<b>Article 4. Objectives and business lines of the Company</b> <i>Appendix 1</i>
<b>Article 5. Scope of business and operations</b>	<b>Article 5. Scope of business and operations of the Company</b>
1. The Company is permitted to <del>plan and</del> carry out all business activities of the Company in accordance with its	1. The Company is permitted to carry out all business activities in accordance with the business lines stipulated

<del>registered business lines as stated in the Enterprise Registration Certificate and this Charter, in compliance with the provisions of law, and to take appropriate measures to achieve the Company's objectives.</del>	in this Charter, which have been registered, for which changes (if any) have been notified to the business registration authority, and which have been published on the National Enterprise Registration Portal.
<b>Article 6. Charter capital and shares</b>	<b>Article 6. Charter capital and shares</b>
<del>a) The charter capital of the Company at the time of adoption of this Charter is VND 250,000,000,000 (in words: Two hundred and fifty billion Vietnamese dong only). The charter capital of the Company is divided into 25,000,000 shares with a par value of VND 10,000 per share.</del>	a) The charter capital of the Company is VND 250,000,000,000 (in words: Two hundred and fifty billion Vietnamese dong). The charter capital of the Company is divided into 25,000,000 shares with a par value of VND 10,000 per share.
<b>Article 7. Offering, sale, repurchase of shares, and issuance of securities</b> <del>5. Bond certificates or other securities certificates of the Company (except for offering documents, temporary certificates, and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Company.</del>	Clause 1 is renumbered as point d; Clause 2 as point đ; Clause 3 as point e; and Clause 4 as point g of Article 6
<b>Article 8. Transfer of shares</b>	<b>Article 9. Transfer of shares</b>
	7. Individuals and organizations acquiring shares in the cases specified in this Article shall only become shareholders of the Company from the time their information as prescribed in Clause 2, Article 22 of the Law on Enterprises is fully recorded in the Register of Shareholders.
<b>Article 9. Redemption and payment for shares</b>	<b>Article 10. Redemption and payment for shares</b>
<del>6. A shareholder holding shares subject to redemption must relinquish shareholder status in respect of such shares, but shall remain liable to pay all related amounts together with interest (calculated at the VND demand deposit interest rate at the bank where the Company maintains its account) at the time of redemption, as decided by the Board of Directors, from the date of redemption until the date of payment. The Board of Directors shall have full authority to decide on the enforcement of full payment of the share value at the time of redemption or may waive or reduce part or all of such amount.</del>	6. A shareholder holding shares subject to redemption due to failure to pay or failure to fully pay for the subscribed shares shall relinquish shareholder status in respect of such shares, but shall remain liable to pay all related amounts together with interest (calculated at the VND demand deposit interest rate at the bank where the Company maintains its account) at the time of redemption, as decided by the Board of Directors, from the date of redemption until the date of payment. The Board of Directors shall have full authority to decide on the enforcement of full payment of the share value at the time of redemption or may waive or reduce part or all of such amount.
<b>Article 10. Share certificates and Register of Shareholders</b> (divided into new Articles 7 and 8)	<b>Article 7. Share certificates; Article 8. Securities certificates and Register of Shareholders</b>
<del>2. A share is a certificate issued by the Company, a book-entry, or electronic data evidencing ownership of one or</del>	<b>Article 7. Share certificates</b> 2. A share is a type of security that certifies the lawful

<p><del>more shares of the Company. A share certificate must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.</del></p> <p>4. In case a share certificate is lost, damaged, or otherwise destroyed, <del>the owner thereof may request the issuance of a new share certificate, provided that evidence of share ownership is presented and all related costs are paid to the Company. In this case, the owner must request reissuance in accordance with Clause 3, Article 121 of the Law on Enterprises.</del></p> <p>5. Bond certificates or other securities certificates of the Company (except for offering documents, temporary certificates, and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Company, unless otherwise provided in the terms and conditions of issuance.</p> <p>6. Register of Shareholders:</p> <p>a) The Company shall establish and maintain the Register of Shareholders from the date of issuance of the Enterprise Registration Certificate. Ordinary shareholders and other preferred shareholders may be recorded in separate registers. The Register of Shareholders must include at least the following information:</p> <ul style="list-style-type: none"> <li>- Name and head office of the Company.</li> <li>- Total number of shares authorized <del>to be issued,</del> types of shares authorized <del>to be issued,</del> and total number of shares authorized for each type.</li> <li>- Total number of shares <del>issued of each type and</del> the value of contributed capital.</li> </ul>	<p>rights and interests of its holder in respect of a portion of the Company's share capital. A share certificate must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.</p> <p>4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon such shareholder's request. The request must include the following details:</p> <p>a) Information relating to the share certificate that has been lost, damaged, or otherwise destroyed;</p> <p>b) A commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate.</p> <p><b>Article 8. Securities certificates and Register of Shareholders</b></p> <p>1. Bond certificates or other securities certificates of the Company (except for offering documents, temporary certificates, and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Company, unless otherwise provided in the terms and conditions of issuance.</p> <p>2. Register of Shareholders:</p> <p>a) The Company shall establish and maintain the Register of Shareholders from the date of issuance of the Enterprise Registration Certificate. Ordinary shareholders and other preferred shareholders may be recorded in separate registers. The Register of Shareholders must include at least the following information:</p> <ul style="list-style-type: none"> <li>- Name and head office of the Company;</li> <li>- Total number of shares authorized to be offered, types of shares authorized to be offered, and total number of shares authorized to be offered of each type.</li> <li>- Total number of shares sold of each type and the value of contributed capital.</li> </ul>
<p><b>Article 11. Organizational structure, governance and control of the Company</b></p>	<p><b>Article 11. Organizational structure, governance and control of the Company</b></p>
<p>3. The Board of Supervisors shall be elected by the General Meeting of Shareholders to supervise the Board of Directors and the General Director in the management and operation of the Company shall be accountable to the General Meeting of Shareholders for the performance of its rights and obligations <del>of the Board of Supervisors.</del></p>	<p>3. The Board of Supervisors is elected by the General Meeting of Shareholders to supervise the Board of Directors and the Director in the management and operation of the Company; and shall be accountable to the General Meeting of Shareholders for the performance of the duties assigned.</p>
<p><b>Article 12. Rights of shareholders</b></p>	<p><b>Article 12. Rights of shareholders</b></p>
<p><del>1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and</del></p>	

~~class of shares they own. Shareholders shall be liable for the debts and other property obligations of the Company only to the extent of the capital they have contributed to the Company.~~

2. Ordinary shareholders shall have the following rights:

a) ~~To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly at the General Meeting of Shareholders or through an authorized representative, or by online meeting, electronic voting (remote voting), or other electronic means. Each ordinary share shall carry one vote;~~

b) ~~To receive dividends in proportion to the number of shares held, depending on the annual business results of the Company and as decided by the General Meeting of Shareholders;~~

c) ~~To freely transfer fully paid shares in accordance with this Charter and applicable laws;~~

d) ~~To be given priority to subscribe for new shares offered for sale in proportion to the ordinary shares they own, unless the General Meeting of Shareholders decides to sell shares to new shareholders;~~

đ) ~~To examine, look up and extract information on names and contact addresses in the list of shareholders entitled to vote and attend the General Meeting of Shareholders, and to request correction of their inaccurate information;~~

e) ~~To access information on the list of shareholders entitled to attend the General Meeting of Shareholders.~~

g) ~~To examine, look up, extract or copy the Company's Charter, minutes of meetings book of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;~~

h) ~~In case of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their contributed shares after the Company has paid all debts (including obligations to the State such as taxes and fees), settled creditors, and paid shareholders holding other classes of shares in accordance with law;~~

i) ~~To request the Company to repurchase their shares in the cases specified in Clause 1, Article 132 of the Law on Enterprises;~~

k) ~~To be treated equally. Each share of the same class confers equal rights, obligations, and interests on its holder; and to enjoy other rights as prescribed in this Charter and applicable laws.~~

1. Ordinary shareholders shall have the following rights:

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

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

d) Freely transfer their shares to others, except in the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;

c) To be given priority to subscribe for new shares in proportion to each shareholder's ownership of ordinary shares in the Company;

đ) Examine, look up and extract information on names and contact addresses in the list of shareholders entitled to vote; and to request correction of their inaccurate information;

e) To examine, look up, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolution of the General Meeting of Shareholders;

g) In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;

h) To request the Company to repurchase shares in the cases specified in Article 132 the Law on Enterprises;

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

<p>3. A shareholder or a group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:</p> <p><del>b) To inspect and receive copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;</del></p> <p>c) To examine, look up and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company;</p> <p><del>d) A shareholder may authorize a member of the Board of Directors to act as his/her representative at the General Meeting of Shareholders.</del></p> <p>4. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors as follows:</p> <p>b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more candidates <del>to the Board of Directors and the Board of Supervisors in accordance with Clause 5, Article 25 and Clause 5, Article 34 of this Charter.</del> Where the number of candidates nominated by such shareholder or group of shareholders is less than the number they are entitled to nominate under this Charter, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.</p>	<p>k) To have full access to periodic and ad hoc information disclosed by the Company in accordance with law;</p> <p>l) To have their lawful rights and interests protected; to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;</p> <p>m) Other rights as prescribed by law and this Charter.</p> <p>2. A major shareholder or a group of shareholders holding 5% or more of the total ordinary shares shall have the following rights</p> <p>b) To examine, look up and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company;</p> <p>d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares held, and the matters proposed to be included in the agenda;</p> <p>3. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors (BOD) and the Board of Supervisors (BOS). The nomination shall be conducted as follows:</p> <p>b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders, to the Board of Directors and the Board of Supervisors. Where the number of candidates nominated by such shareholder or group of shareholders is less than the number they are entitled to nominate under this Charter, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.</p>
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<p>5. <del>The rights of shareholders holding preferred shares (if any) shall be decided by the General Meeting of Shareholders in accordance with the law.</del></p> <p>6. <del>Shareholders have the right to protect their lawful interests. Where a resolution of the General Meeting of Shareholders violates the law or the Charter of the Company, or a decision of the Board of Directors is adopted in violation of the law or the Charter of the Company causing damage to the Company, shareholders shall have the right to request the annulment or suspension of such resolution or decision in accordance with the Law on Enterprises.</del></p>	
<p><b>Article 13. Obligations of shareholders</b></p>	<p><b>Article 13. Obligations of shareholders</b></p>
<p>1 1 2 3 3 4 4 7 5 2 6 6 7 8 8 5</p>	
<p><b>Article 14. General Meeting of Shareholders</b></p>	<p><b>Article 14. General Meeting of Shareholders</b></p>
<p>1. The General Meeting of Shareholders (GMS) is the highest decision-making body of the Company and consists of all shareholders with voting rights. The Annual General Meeting of Shareholders shall be held once every year and must take place within four (04) months from the end of the fiscal year. The Board of Directors (BOD) may extend the time limit for holding the annual GMS where necessary, but not exceeding six (06) months from the end of the fiscal year. <del>The annual GMS shall not be conducted in the form of collecting written opinions.</del> In addition to the annual meeting, extraordinary GMSs may be convened. The location of the GMS shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.</p> <p>2. The Board of Directors shall convene the annual GMS and select an appropriate venue. The annual GMS shall decide on matters as prescribed by law and this Charter. <del>In particular, shareholders shall approve the Company's annual financial statements and the financial budget for the following fiscal year. In case the Company's audited annual financial statements contain material qualifications, the Company may invite representatives of the auditing firm to attend the annual GMS to clarify relevant matters.</del></p>	<p>1. The General Meeting of Shareholders (GMS) is the highest decision-making body of the Company and comprises all shareholders with voting rights. The Annual General Meeting of Shareholders shall be held once every year and must take place within four (04) months from the end of the fiscal year. The Board of Directors (BOD) may extend the deadline for holding the annual GMS where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary GMSs may be convened. The location of the GMS shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.</p> <p>2. The Board of Directors shall convene the annual GMS and select an appropriate venue. The annual GMS shall decide on matters as prescribed by law and this Charter, in particular approving the audited annual financial statements. In cases where the Company's audited annual financial statements contain material qualifications, adverse opinions, or disclaimers, the Company must invite a representative of the approved audit firm that conducted the audit to attend the annual GMS, and such representative shall be responsible for attending the meeting.</p>

3. The Board of Directors must convene an extraordinary GMS in the following cases:

- a) When it deems necessary for the interests of the Company;
- b) ~~When independent auditors request a discussion on the audit report or the Company's financial situation and the BOD also considers it necessary;~~
- e) ~~When the annual balance sheet, quarterly, semi-annual, or audited annual financial statements indicate that the Company's equity has been reduced by one-half (1/2) compared to the beginning of the period;~~
- d) ~~When the number of members of the BOD, independent BOD members, or Supervisors is fewer than the number prescribed by law, or when the number of BOD members is reduced by more than one-third (1/3) compared to the number specified in this Charter;~~
- d) ~~When a shareholder or a group of shareholders as stipulated in Clause 3, Article 12 of this Charter requests the convening of GMS in a writing. The request of a GMS must clearly state the reasons and purposes of the meeting and bear the signatures of the relevant shareholders, or be made in multiple copies with sufficient signatures.~~

e) ~~When the Board of Supervisors requests the convening of a meeting if it has grounds to believe that members of the BOD or other managers have seriously breached their obligations under Article 165 of the Law on Enterprises or that the BOD has acted or intends to act beyond its authority.~~

4. ~~Authority to convene an extraordinary GMS:~~

a) ~~The BOD must convene a GMS within 30 days from the date the number of remaining BOD members, independent BOD members, Supervisors falls as specified in Point d, Clause 3 of this Article, or from the date of receipt of the request specified in Points d, e, Clause 3 of this Article. If the BOD fails to convene the meeting as prescribed, the Chairperson and members of the BOD shall be liable before the law and must compensate the Company for any damages incurred.~~

b) ~~If the BOD fails to convene the meeting as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Board of Supervisors must replace the BOD in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises.~~

~~If the Board of Supervisors fails to convene the meeting as prescribed, its Head and members shall be liable before the law and must compensate the Company for any~~

3. The Board of Directors must convene an extraordinary GMS in the following cases:

a) When it deems necessary for the interests of the Company;;

b) When the number of remaining members of the BOD or the Board of Supervisors falls below the minimum number required by law;.

c) Upon request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear sufficient signatures of the relevant shareholders (or be made in multiple copies with sufficient signatures).

d) Upon request of the Board of Supervisors.

4. Convening an extraordinary GMS:

a) The BOD must convene a GMS within 30 days from the date the number of remaining BOD members, independent BOD members, or members of the Board of Supervisors falls as specified in Point b, Clause 3 of this Article, or from the date of receipt of the request specified in Points c and d, Clause 3 of this Article.

b) If the BOD fails to convene the meeting as prescribed in Point a, Clause 4 of this Article, within the following 30 days, the Board of Supervisors replaces the BOD in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises.

<p>damages incurred.</p> <p>c) If the Board of Supervisors fails to convene the meeting as prescribed in Point b, Clause 4 of this Article, <del>within the following 30 days,</del> the shareholder or a group of shareholders referred to in Point dd, Clause 3 of this Article shall have the right to replace the BOD and the Board of Supervisors in convening the GMS in accordance with Clause 4, Article 140 of the Law on Enterprises.</p> <p>In this case, the shareholder or group of shareholders convening the GMS may request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and issuing resolutions of the GMS.</p> <p>d) <del>The convener must prepare and finalize the list of shareholders entitled to attend the GMS, provide information and resolve complaints related to the shareholder list, prepare the agenda and contents of the meeting, prepare documents, determine the time and venue, and send notices of invitation to each eligible shareholder in accordance with this Charter.</del></p> <p><del>đ) All expenses for convening and conducting the GMS as prescribed in Points a, b, and c, Clause 4 of this Article shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the GMS, including accommodation and travel expenses.</del></p>	<p>c) If the Board of Supervisors fails to convene the meeting as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene the GMS in accordance with the Law on Enterprises.</p> <p>In this case, such shareholder or group of shareholders may request the business registration authority to supervise the procedures for convening, conducting the meeting, and adopting resolutions of the GMS. All expenses for convening and conducting the GMS shall be reimbursed by the Company, excluding expenses incurred by shareholders when attending the meeting, including accommodation and travel costs.</p> <p>d) Procedures for organizing the GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.</p>
<p><b>Article 15. Rights and Obligations of the General Meeting of Shareholders</b></p>	<p><b>Article 15. Rights and Obligations of the General Meeting of Shareholders</b></p>
<p>1. The Annual General Meeting of Shareholders (GMS) shall have the right to discuss and approve the following:</p> <p>a) Audited annual financial statements;</p> <p>b) Reports of the Board of Directors (BOD) on corporate governance and the performance of the BOD and each of its members;</p> <p>c) Reports of the Board of Supervisors on the Company's business performance and on the performance of the BOD and the General Director;</p> <p>d) Self-assessment reports on the performance of the Board of Supervisors and each Supervisor;</p> <p>đ) Short-term, medium-term, and long-term development orientations and plans of the Company.</p> <p>2. The Annual and Extraordinary GMS shall adopt resolutions in writing on the following matters:</p>	<p>1. The General Meeting of Shareholders (GMS) shall have the following rights and obligations:</p> <p>a) To approve the Company's development orientations;</p> <p>b) To decide on the types of shares and the total number of shares of each type authorized for offering; to decide on the annual dividend rate for each class of shares;</p> <p>c) To elect, remove, and dismiss members of the Board of Directors (BOD) and the Board of Supervisors (BOS);</p> <p>d) To decide on investments or the sale of assets with a value of 35% or more of the total assets as recorded in the Company's most recent financial statements;</p> <p>đ) To decide on amendments and supplements to the Company's Charter;</p> <p>e) To approve the annual financial statements;</p>

<p><del>a) Approval of audited annual financial statements;</del></p> <p><del>b) Annual dividend rates for each class of shares in accordance with the Law on Enterprises and the rights attached to each class of shares. Such dividend rates shall not exceed the level proposed by the BOD after consultation with shareholders at the GMS;</del></p> <p><del>e) Approval of the list of independent auditing firms; decision on the independent auditing firm to audit the Company; dismissal of the independent auditor when deemed necessary;</del></p> <p><del>d) Number of members of the BOD and the Board of Supervisors;</del></p> <p><del>đ) Election, dismissal, removal, and replacement of members of the BOD and the Board of Supervisors.</del></p> <p><del>e) Total remuneration, bonuses, and other benefits of members of the BOD and the Board of Supervisors, and reports on such remuneration;</del></p> <p><del>g) Amendments and supplements to the Charter, except for adjustments to charter capital resulting from issuance of additional shares within the number of shares authorized for offering previously approved by the GMS in accordance with law; and except for adjustments to charter capital resulting from the Company's share buyback as decided by the GMS without re-offering.</del></p> <p><del>h) Types and number of new shares to be issued for each class of shares;</del></p> <p><del>i) Division, separation, consolidation, merger, or conversion of the Company;</del></p> <p><del>k) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidation board/person;</del></p> <p><del>l) Consideration and handling of violations committed by members of the BOD and Supervisors causing damage to the Company and its shareholders;</del></p> <p><del>m) Decisions on investment or sale of assets with a value of 35% or more of the total assets of the Company as recorded in the most recent audited financial statements;</del></p> <p><del>n) Decisions on capital contribution or acquisition of shares in other enterprises with a total value of 35% or more of the Company's total assets as recorded in the most recent audited financial statements;</del></p> <p><del>o) The Company's repurchase of more than 10% of the total number of issued shares of each class within 12 months;</del></p> <p><del>p) Approval of contracts and transactions with persons 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 most recent audited financial</del></p>	<p><del>g) To decide on the repurchase of more than 10% of the total number of issued shares of each class;</del></p> <p><del>h) To consider and handle violations committed by members of the BOD and the BOS causing damage to the Company and its shareholders;</del></p> <p><del>i) To decide on the reorganization or dissolution of the Company;</del></p> <p><del>k) To decide on the budget or total remuneration, bonuses, and other benefits for the BOD and the BOS;</del></p> <p><del>l) To approve internal corporate governance regulations and the operating regulations of the BOD and the BOS;</del></p> <p><del>m) To approve the list of approved auditing firms; to decide on the approved auditing firm to audit the Company and to dismiss such auditor when deemed necessary;</del></p> <p><del>n) Other rights and obligations as prescribed by law.</del></p> <p>2. The GMS shall discuss and approve the following matters:</p> <p>a) The Company's annual business plan;</p> <p>b) Audited annual financial statements;</p> <p>c) Reports of the BOD on corporate governance and the performance of the BOD and each of its members;</p> <p>d) Reports of the Board of Supervisors on the Company's business performance and on the performance of the BOD and the Director/General Director;</p> <p>đ) Self-assessment reports on the performance of the Board of Supervisors and its members;</p> <p>e) Dividend levels for each share of each class;</p> <p>f) The number of members of the BOD and the Board of Supervisors;</p> <p>g) Election, removal, and dismissal of members of the BOD and the Board of Supervisors;</p> <p>h) Decisions on remuneration, bonuses, and other benefits for the BOD and the BOS;</p> <p>i) Approval of the list of approved auditing firms; decision on the approved auditing firm to audit the Company when necessary;</p> <p>k) Amendments and supplements to the Company's Charter;</p> <p>l) Division, separation, consolidation, merger, or conversion of the Company;</p> <p>m) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;</p> <p>n) Decisions on investment or sale of assets with a value of 35% or more of the total assets as recorded in the most recent financial statements;</p> <p>o) Decisions on the repurchase of more than 10% of the total number of issued shares of each class;</p>
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<p>statements;</p> <p><del>q) Internal regulations on corporate governance and other matters as prescribed by this Charter;</del></p> <p><del>r) Internal regulations on corporate governance, and operating regulations of the BOD and the Board of Supervisors;</del></p> <p><del>s) Loan, lending, and asset sale transactions with a value exceeding 10% of the total assets of the parent company as recorded in the most recent financial statements, conducted between the parent company and a shareholder owning 51% or more of the total voting shares or such shareholder's related persons;</del></p> <p><del>t) Other matters within the authority of the GMS.</del></p> <p><del>3. Shareholders shall not have the right to vote on any resolution in the following cases:</del></p> <p><del>a) Approval of contracts or transactions specified in Point p, Clause 2 of this Article if such shareholder or its related person is a party to such contract or transaction;</del></p> <p><del>b) Repurchase of shares from such shareholder or its related person, except where the repurchase is conducted proportionally among all shareholders or executed through order matching on a stock exchange or via a public tender offer in accordance with law.</del></p> <p><del>4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the GMS.</del></p>	<p>p) Approval of contracts and transactions with persons 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 most recent financial statements;</p> <p>q) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of certain provisions of the Law on Securities;</p> <p>r) Approval of internal corporate governance regulations and operating regulations of the BOD and the Board of Supervisors;</p> <p>s) Other matters as prescribed by law and this Charter.</p> <p>3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.</p>
<p><b>Article 16. Authorized Representatives</b></p>	<p><b>Article 16. Proxy for Participation in the General Meeting of Shareholders</b></p>
<p>1. . A shareholder who is an individual, or the authorized representative of a shareholder that is an organization, may directly attend or issue a written authorization for a person to attend the General Meeting of Shareholders. In cases where a shareholder that is an organization does not have an authorized representative as stipulated in Clause 4 of this Article, it shall authorize another person to attend the General Meeting of Shareholders. An authorized representative does not necessarily have to be a shareholder.</p> <p>...</p> <p>The Company must notify the business registration authority of the authorized representative as stipulated in this Clause within five (05) working days from the date of receipt of such notification.</p>	<p>1. A shareholder who is an individual, or the authorized representative of a shareholder that is an organization, may directly attend or issue a written authorization for one or more other individuals or organizations to attend the General Meeting of Shareholders. In cases where a shareholder that is an organization does not have an authorized representative as stipulated in Clause 4 of this Article, it shall authorize another person to attend the General Meeting of Shareholders. An authorized representative does not necessarily have to be a shareholder.</p>
<p><b>Article 17. Changes to Rights</b></p>	<p><b>Article 17. Changes to Rights</b></p>
<p>1. Any amendment or cancellation of special rights attached to preferred shares shall only be valid if it is approved by</p>	<p>1. Any amendment or cancellation of special rights attached to a class of preferred shares shall only be valid if approved</p>

<p>shareholders representing at least 65% of the ordinary shares attending the meeting and simultaneously approved by shareholders representing at least 65% of the voting rights of the relevant class of preferred shares.</p>	<p>by shareholders representing from 65% of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a class of preferred shares shall only be adopted if it is approved by preferred shareholders of the same class attending the meeting and representing at least 75% of the total number of such preferred shares, or by preferred shareholders of the same class representing at least 75% of the total number of such preferred shares in the case of a resolution passed by way of written opinion.</p>
<p><b>Article 18. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of Meeting</b></p>	<p><b>Article 18. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of Meeting</b></p>
<p>3. The convener of the GMS must perform the following duties:</p> <p>a) Prepare a list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS must be prepared no more than ten (10) days prior to the date of sending the invitation to the GMS;</p> <p>h) Perform other tasks serving the organization of the GMS.</p> <p>4. Notice of the GMS must be sent to all shareholders by a guaranteed method, and simultaneously published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange (<del>in the case of a listed or registered public company</del>). The convener must send the notice of invitation to all shareholders entitled to attend the meeting at least twenty-one (21) days prior to the meeting date (calculated from the date the notice is duly sent, prepaid, or deposited in the mailbox). The agenda of the GMS and documents related to matters to be voted on at the meeting must be sent to shareholders and/or published on the Company's website. In case such documents are not enclosed with the notice, the invitation must clearly indicate how shareholders can access the full set of meeting documents, including:</p>	<p>3. The convener of the General Meeting of Shareholders (GMS) must perform the following duties:</p> <p>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 more than ten (10) days prior to the date of sending the invitation to the GMS. The Company must disclose information on the preparation of the list of shareholders entitled to attend the GMS at least twenty (20) days prior to the record date;</p> <p>h) Perform other tasks serving the organization of the GMS.</p> <p>4. Notice of the GMS shall be sent to all shareholders by a guaranteed method, and simultaneously published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange. The convener must send the notice of invitation to all shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the meeting date (calculated from the date the notice is duly sent, prepaid, or deposited in the mailbox). The meeting agenda and documents related to matters to be voted on at the GMS shall be sent to shareholders and/or published on the Company's website. In case such documents are not enclosed with the notice, the invitation must clearly indicate how shareholders can access the full set of meeting materials, including:</p>
<p><b>Article 19. Conditions for Holding the General Meeting of Shareholders</b></p>	<p><b>Article 19. Conditions for Holding the General Meeting of Shareholders</b></p>
<p>3. In the event that the second General Meeting of Shareholders (GMS) cannot be held due to the absence of the required quorum as prescribed in Clause 2 of this Article, within thirty (30) minutes from the scheduled</p>	<p>3. In the event that the second GMS cannot be held due to the absence of the required quorum as prescribed in Clause 2 of this Article, within thirty (30) minutes from the scheduled opening time of the second meeting, a third GMS</p>

<p>opening time of the second meeting, a third GMS shall be convened within twenty (20) days from the intended date of the second meeting. <del>In this case, the</del> meeting shall be conducted regardless of the number of shareholders or their authorized representatives attending, and it shall be deemed valid and competent to decide on all matters that were intended to be approved at the first GMS.</p>	<p>shall be convened within twenty (20) days from the intended date of the second meeting. The third GMS shall be conducted regardless of the number of shareholders or their authorized representatives attending and shall be deemed valid and competent to decide on all matters that were intended to be approved at the first GMS.</p>
<p><b>Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders</b></p>	<p><b>Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders</b></p>

~~1. Prior to the opening of the General Meeting of Shareholders (GMS), the Company must carry out shareholder registration procedures and continue such registration until all attending shareholders have been duly registered. The registration period shall be determined by the Board of Directors (BOD). Upon registration, each shareholder or authorized representative with voting rights shall be issued a voting card that states the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting rights held by such shareholder.~~

~~2. Shareholders or their authorized representatives who arrive after the opening of the meeting may still register and shall have the right to vote immediately after registration. The Chairperson shall not suspend the meeting to allow latecomers to register; in such case, the validity of previously adopted resolutions shall remain unaffected.~~

~~3. The election of the Chairperson, the Secretary, and the Vote Counting Committee shall be conducted as follows:~~

~~a) A GMS convened by the BOD shall be chaired by the Chairperson of the BOD or a person authorized by the Chairperson. In case the Chairperson is absent or temporarily unable to perform his/her duties, the remaining BOD members shall elect one among them to act as Chairperson on a majority basis. If no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the election of the Chairperson by the GMS, and the person receiving the highest number of votes shall act as Chairperson of the meeting.~~

~~b) Except as provided in Point a of this Clause, the person who signs the decision to convene the GMS shall preside over the election of the Chairperson, and the person receiving the highest number of votes shall act as Chairperson;~~

~~e) The Chairperson shall appoint one or more persons as Secretary to record the minutes of the meeting;~~

~~d) The GMS shall elect from among the attendees members responsible for vote counting or supervising the vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the GMS based on the Chairperson's proposal.~~

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

a) Upon registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. The General Meeting of Shareholders (GMS) shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. At the meeting, approval votes shall be collected first, followed by disapproval votes, and finally the total number of votes for and against shall be counted to determine the outcome. Vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The GMS shall elect persons responsible for vote counting or supervising the vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the GMS based on the Chairperson's proposal;

b) Shareholders, authorized representatives of institutional shareholders, or other authorized attendees arriving after the opening of the meeting shall have the right to register immediately and thereafter participate in and vote at the meeting. The Chairperson is not required to suspend the meeting to allow latecomers to register, and the validity of matters already voted on shall remain unchanged.

2. The election of the Chairperson, the Secretary, and the Vote Counting Committee shall be conducted as follows:

a) The Chairperson of the Board of Directors (BOD) shall act as Chairperson of the GMS or may authorize another member of the BOD to do so for meetings convened by the BOD. If the Chairperson is absent or temporarily unable to perform his/her duties, the remaining BOD members shall elect one among them as Chairperson on a majority basis. If no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the election of the Chairperson by the GMS from among the attendees, and the person receiving the highest number of votes shall act as Chairperson;

b) Except as provided in Point a of this Clause, the person signing the decision to convene the GMS shall preside over the election of the Chairperson, and the person receiving the highest number of votes shall act as Chairperson;

c) The Chairperson shall appoint one or more persons as

Secretary of the meeting;

d) The GMS shall elect one or more persons to the Vote Counting Committee as proposed by the Chairperson.

4. The Chairperson shall have the right to take necessary and reasonable measures to ensure that the GMS is conducted in an orderly manner, in accordance with the approved agenda, and reflects the will of the majority of attendees, including:

- a) Arranging seating at the meeting venue;
- b) Ensuring the safety of all persons present at the venue(s);
- c) Facilitating shareholders' participation (or continued participation) in the meeting.

The convener of the GMS shall have full authority to modify such measures and to implement all necessary actions, including issuing entry passes or applying other selection methods.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by votes of approval, disapproval, and abstention. The vote count results are announced by the chair immediately before the meeting is adjourned.

8. The chairperson has the right to adjourn the General Meeting of Shareholders after a sufficient number of registered attendees are present, for a maximum period not exceeding three (03) working days from the date the meeting is originally scheduled to open, and may only adjourn the meeting or change the meeting venue in the following cases:

- (a) The meeting venue does not have sufficient seating to conveniently accommodate all meeting attendees;
- (b) The means of communication at the meeting venue do not allow shareholders attending the meeting to participate, discuss, and vote;
- (c) An attendee obstructs or disrupts order, creating a risk that the meeting cannot be conducted fairly and lawfully.

6. The General Meeting of Shareholders (GMS) shall discuss and vote on each matter in the meeting agenda. Voting shall be conducted by approval, disapproval, or abstention. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

7. The convener or the Chairperson of the General Meeting of Shareholders shall have the following rights:

~~5. The Chairperson of the GMS may carry out all necessary activities to ensure that the meeting is conducted in a lawful, orderly manner, in accordance with the approved agenda, and reflects the will of the majority of attending participants. The Chairperson's decisions on procedures, order, or matters arising outside the agenda shall be final~~

~~6. The GMS shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. The vote counting results (including total votes in favor, against, abstentions, or invalid votes) for each matter shall be announced by the Chairperson immediately after voting on that matter.~~

~~7. The Chairperson may adjourn the GMS upon approval or request of the GMS in accordance with Clause 8, Article 146 of the Law on Enterprises. The adjournment shall not exceed three (03) working days from the scheduled opening date. The reconvened meeting shall only consider matters that could have been lawfully addressed at the adjourned meeting.~~

~~9. The convener of the GMS shall have the right to require shareholders or their authorized representatives attending the GMS to comply with inspection or other lawful and reasonable security measures. In case any shareholder or authorized representative fails to comply, the convener, after careful consideration, may refuse or expel such person from the meeting~~

~~10. After careful consideration, the convener may implement appropriate measures to:~~

- ~~a) Arrange seating at the meeting venue;~~
- ~~b) Ensure safety for all attendees at the venue;~~

<p>e) Facilitate shareholders' participation (or continued participation) in the meeting</p> <p><del>The convener shall have full authority to modify such measures and to apply all necessary actions, which may include issuing entry passes or using other selection methods.</del></p> <p><del>11. Where such measures are applied, the convener may::</del></p> <p><del>a) Announce that the meeting will be held at the location stated in the notice and that the Chairperson will be present there ("the principal venue of the meeting");</del></p> <p><del>b) Arrange for shareholders or authorized representatives who cannot attend at the principal venue, or who wish to attend at another location, to participate simultaneously.</del></p> <p><del>The meeting notice is not required to specify details of such arrangements..</del></p> <p><del>12. For the purposes of this Charter (unless otherwise required by context), all shareholders shall be deemed to attend the meeting at the principal venue..</del></p> <p><del>13. Where the Company applies modern technology to organize the GMS via online meetings, it shall ensure that shareholders can attend and vote through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of certain provisions of the Law on Securities.</del></p>	<p>a) To require all attendees to comply with inspection or other lawful and reasonable security measures;</p> <p>b) To request competent authorities to maintain order at the meeting and to expel any person who fails to comply with the Chairperson's authority, intentionally disrupts order, obstructs the normal progress of the meeting, or fails to comply with security requirements from the General Meeting of Shareholders.</p> <p>10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders (GMS) via an online meeting, the Company shall ensure that shareholders are able to attend and vote through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities..</p>
<p><b>Article 21. Adoption of Decisions by the General Meeting of Shareholders</b></p>	<p><b>Article 21. Adoption of Resolutions of the General Meeting of Shareholders</b></p>
<p><b>Article 22. Authority and Procedures for Obtaining Shareholder Opinions in Writing to Adopt Decisions of the General Meeting of Shareholders</b></p>	<p><b>Article 22. Authority and Procedures for Obtaining Shareholder Opinions in Writing to Adopt Resolutions of the General Meeting of Shareholders</b></p>
<p>2. The Board of Directors must prepare the opinion ballot, the draft decision of the General Meeting of Shareholders, and the explanatory documents for the draft decision. The opinion ballot together with the draft decision and explanatory documents shall be sent by a secure method to the permanent address of each shareholder. The BOD must ensure that the documents are sent and disclosed to shareholders within a reasonable time for them to review and vote, and must be sent at least ten (10) days before the deadline for receipt of the opinion ballots. The requirements and method for sending opinion ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 4, Article 18 of these Articles of Association.</p>	<p>2. The Board of Directors must prepare the opinion ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution. The opinion ballot together with the draft resolution and explanatory documents shall be sent by a secure method to the permanent address of each shareholder. The BOD must ensure that the documents are sent and disclosed to shareholders within a reasonable time for them to review and vote, and must be sent at least fifteen (15) days before the deadline for receipt of the opinion ballots. The requirements and method for sending opinion ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 4, Article 18 of these Articles of Association.</p>

<p>4. Shareholders may send their completed opinion ballots to the Company by letter, fax, or email according to the following regulations:</p>	<p>4. Shareholders may send their completed opinion ballots to the Company by letter, fax, or email according to the following regulations:</p> <p>c) Opinion ballots sent to the Company after the deadline specified in the content of the opinion ballot, or which have been opened in the case of sending by letter, or have been disclosed in the case of sending by fax or email, shall be invalid. Opinion ballots not sent back shall be considered non-voting ballots.</p>
<p><b>Article 23. Minutes of the General Meeting of Shareholders</b></p>	<p><b>Article 23. Resolutions and Minutes of the General Meeting of Shareholders</b></p>
<p>1. The meeting of the General Meeting of Shareholders must be recorded in minutes, and may additionally be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in English, and must include the contents as prescribed in Article 150 of the Law on Enterprises, bearing the signatures of the chairperson and the secretary. In case the chairperson or secretary refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors present at the meeting and contain all the content as required under this clause. The meeting minutes shall clearly state the refusal of the chairperson and secretary to sign the meeting minutes.</p>	<p>1. The meeting of the General Meeting of Shareholders must be recorded in minutes, and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and shall include the following main contents:</p> <p>a) Name, head office address, and enterprise identification number;</p> <p>b) Time and location of the General Meeting of Shareholders;</p> <p>c) Meeting agenda and meeting content;</p> <p>d) Full names of the chairperson and secretary;</p> <p>đ) Summary of the meeting proceedings and of the opinions expressed at the General Meeting of Shareholders on each issue on the meeting agenda;</p> <p>e) Number of shareholders and total number of voting shares of attending shareholders, an appendix listing registered shareholders and shareholder representatives attending the meeting with corresponding numbers of shares and votes;</p> <p>g) Total number of votes cast for each voting issue, clearly indicating the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentages of the total voting shares of attending shareholders;</p> <p>h) Issues approved and corresponding approval vote percentages;</p> <p>i) Full names and signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors</p>

<p>2. The minutes of the General Meeting of Shareholders must be done and approved before the close of the meeting; <del>and must be published on the Company's website within 24 hours from the date of the meeting's closure. In case the Company does not yet have a website, the minutes must be sent to all shareholders within fifteen (15) days from the date of the meeting's closure.</del></p> <p>3. The meeting chairperson and secretary, or any other person signing the meeting minutes, shall be jointly liable for the truthfulness and accuracy of the content of the minutes, and <del>shall be responsible for organizing the storage of the minutes of the General Meeting of Shareholders.</del></p> <p>5. <del>The minutes of the General Meeting of Shareholders, notes, appendices including the list of shareholders registered to attend the meeting and the signatures of attending shareholders, powers of attorney for attendance, the full text of adopted resolutions, and related documents enclosed with the meeting notice must be stored at the Company's headquarters.</del></p> <p>6. <del>The minutes of the General Meeting of Shareholders shall be considered authentic evidence of the matters transacted at the General Meeting of Shareholders, unless there is an objection to the content of the minutes raised in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent</del></p>	<p>present at the meeting and contain all the content as required under this clause. The meeting minutes shall clearly state the refusal of the chairperson and secretary to sign the meeting minutes.</p> <p>2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The meeting chairperson and secretary, or any other person signing the meeting minutes, shall be jointly liable for the truthfulness and accuracy of the content of the minutes.</p> <p>4. The Resolutions and Minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting with their signatures, powers of attorney for attending the meeting, all documents attached to the Minutes (if any), and related documents enclosed with the meeting notice must be disclosed in accordance with legal regulations on information disclosure in the securities market and must be stored at the Company's head office.</p>
<p><b>Article 24. Request to Cancel a Decision of the General Meeting of Shareholders (not amended)</b></p>	<p><b>Article 24. Request to Cancel a Decision of the General Meeting of Shareholders</b></p>
<p><b>Article 25. Number, Composition, Term, Nomination and Candidacy of Members of the Board of Directors</b></p>	<p><b>Article 25. Candidacy and Nomination of Members of the Board of Directors; Article 26. Number, Composition, Term, Nomination and Candidacy of Members of the Board of Directors</b></p>
<p>7. In cases where candidates have been identified in advance, <del>information relating to the candidates for the Board of Directors shall be included in the meeting materials of the General Meeting of Shareholders and published at least twenty one (21) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review</del></p>	<p><b>Article 25. Candidacy and Nomination of Members of the Board of Directors</b></p> <p>1. In cases where candidates for the Board of Directors have been identified, the Company must publish information relating to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review information about these candidates before voting. Candidates for the Board of</p>

~~information about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include at least the following:~~

- ~~a) Full name, date of birth, month, year;~~
- ~~b) Educational qualifications;~~
- ~~c) Professional qualifications;~~
- ~~d) Work history;~~
- ~~đ) Companies in which the candidate currently holds a position as a member of the Board of Directors and other management titles;~~
- ~~e) An assessment report on the candidate's contributions to the Company, in case the candidate is currently a member of the Board of Directors of the Company;~~
- ~~g) Related interests with the Company (if any);~~
- ~~h) Full name of the shareholder or group of shareholders nominating such candidate (if any);~~
- ~~i) Other information (if any)~~

~~6. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations under a mechanism prescribed by the Company in its internal Corporate Governance Regulations. The nomination mechanism or the method by which the incumbent Board of Directors introduces candidates for the Board of Directors must be clearly disclosed and must be approved by the General Meeting of Shareholders before proceeding with nominations.~~

1. The number of members of the Board of Directors is five (05) persons, elected and removed by the General Meeting of Shareholders.

Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth, month, year;
- b) Professional qualifications;
- c) Work history;
- d) Other management titles (including positions on the Board of Directors of other companies);
- đ) Related interests with the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company's Articles of Association;
- g) Public companies are responsible for disclosing information about companies in which the candidate holds a position as a member of the Board of Directors, other management titles, and related interests with the company of the Board of Directors candidate (if any).

3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Articles of Association, internal Corporate Governance Regulations, and the BOD's Operating Regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed 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.

**Article 26. Number, Composition, Term, Nomination and Candidacy of Members of the Board of Directors**

1. The number of members of the Board of Directors is five (05) persons, elected and removed by the General Meeting of Shareholders.

4. The composition of the Board of Directors must include

<p><del>The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total members of the Board of Directors. The composition of the Board of Directors shall ensure a balance among members with knowledge and experience in law, finance, and the Company's business activities, and shall take into account gender factors.</del></p> <p><del>4. Members of the Board of Directors are nominated by shareholders in proportion to their share ownership percentages. Shareholders are entitled to aggregate their share ownership percentages to vote on nominations of members of the Board of Directors.</del></p>	<p>at least one (01) independent member and ensure a balance among members with knowledge and experience in law, finance, and the Company's business activities, and shall take into account gender factors</p> <p>5.</p> <p>6</p> <p>8.</p> <p>9.</p> <p>7.</p> <p>10.</p>
<p><b>Article 26. Powers and Duties of the Board of Directors</b></p>	<p><b>Article 27. Powers and Duties of the Board of Directors</b></p>
<p><del>5. The BOD must report to the General Meeting of Shareholders on its activities, specifically on the BOD's supervision of the General Director and other managers and executives during the financial year. In case the BOD fails to present its report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the BOD.</del></p>	<p>5. The BOD must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government providing detailed regulations on the implementation of certain articles of the Securities Law.</p>
<p>Clauses 9, 10, 11, 12 of Article 26 are moved to Article 28</p>	<p><b>Article 28. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors</b></p>
<p><del>9. Members of the BOD (excluding alternate authorized representatives) shall receive remuneration for their work as BOD members. The total remuneration of the Chairman of the BOD and BOD members shall be decided by the General Meeting of Shareholders. Remuneration of BOD members shall be recorded as business expenses of the Company in accordance with the law on corporate income tax and must be shown as a separate item in the Company's annual financial statements, and must be reported to the Annual General Meeting of Shareholders.</del></p> <p><del>10. The total amount paid to BOD members, including remuneration, expenses, commissions, share purchase rights, and other benefits received by BOD members who are capital contribution representatives, must be disclosed</del></p>	<p>1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.</p> <p>2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days necessary to complete the duties of the BOD member and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.</p> <p>3. Remuneration of each member of the Board of Directors shall be recorded as business expenses of the Company in accordance with the law on corporate income tax, shall be shown as a separate item in the Company's annual financial</p>

<p>in detail in the Company's annual report.</p>	<p>statements, and must be reported to the General Meeting of Shareholders at the annual meeting.</p> <p>4.</p> <p>5.</p> <p>6. Members of the Board of Directors may have liability insurance purchased for them by the Company with the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities of BOD members related to violations of law and the Company's Articles of Association.</p>
<p><b>Article 27. Chairman of the Board of Directors</b></p>	<p><b>Article 29. Chairman of the Board of Directors</b></p>
<p><del>1. The General Meeting of Shareholders or the Board of Directors must select and elect one member of the Board of Directors as Chairman of the BOD. The Chairman of the Board of Directors shall not concurrently serve as the Company's Director.</del></p> <p><del>2. The rights and duties of the Chairman of the BOD shall be exercised in accordance with the provisions of Clause 3, Article 156 of the Law on Enterprises and these Articles of Association, has the following rights and duties:</del></p> <p style="padding-left: 40px;">a) Establishing the working program and plan of the BOD;</p> <p style="padding-left: 40px;">b) Preparing the program, content, and documents for meetings; convening BOD meetings;</p> <p style="padding-left: 40px;">c) Organizing the adoption of Resolutions of the BOD;</p> <p style="padding-left: 40px;">d) Supervising the implementation of BOD Resolutions;</p> <p style="padding-left: 40px;">d) Chairing meetings of the BOD and the General Meeting of Shareholders.</p> <p><del>3. The Chairman of the Board of Directors is responsible for drafting and presiding over the adoption of the BOD's Operating Regulations and for assigning tasks to members of the Company's BOD.</del></p> <p><del>4. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors sends</del></p>	<p>1. The Chairman of the Board of Directors is elected, relieved from duty, and removed by the Board of Directors from among its members.</p> <p>2. The Chairman of the Board of Directors shall not concurrently serve as the Company's Director.</p> <p>3. The Chairman of the Board of Directors has the following rights and duties:</p> <p style="padding-left: 40px;">a) Establishing the working program and plan of the Board of Directors;</p> <p style="padding-left: 40px;">b) Preparing the program, content, and documents for meetings; convening, chairing, and acting as the presiding officer of Board of Directors meetings;</p> <p style="padding-left: 40px;">c) Organizing the adoption of Resolutions and decisions of the Board of Directors;</p> <p style="padding-left: 40px;">d) Supervising the implementation of Resolutions and decisions of the BOD;</p> <p style="padding-left: 40px;">d) Chairing meetings of the General Meeting of Shareholders;</p> <p style="padding-left: 40px;">e) Other rights and duties as prescribed by the Law on Enterprises.</p> <p>4. In case the Chairman of the Board of Directors submits a letter of resignation or is relieved from duty or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or of the relief or removal.</p> <p>5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize</p>

<p><del>the annual financial statements, the Company's activity report, the audit report, and the BOD's inspection report to shareholders at the General Meeting of Shareholders.</del></p> <p><del>5. The Chairman of the Board of Directors may be removed by a decision of the Board of Directors. In case the Chairman of the BOD resigns or is removed, the BOD must elect a replacement within ten (10) days.</del></p>	<p>another member in writing to exercise the rights and duties of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative measure at a compulsory detoxification facility or compulsory education facility, flees from his/her residence, is restricted or loses civil legal capacity, has difficulties in cognition and behavior control, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one person among the members to serve as Chairman of the Board of Directors based on the principle of a majority vote of the remaining members until a new decision is made by the Board of Directors</p>
<p><b>Article 28. Meetings of the Board of Directors</b></p>	<p><b>Article 30. Meetings of the Board of Directors</b></p>
<p>5. In case requested by the <del>independent</del> audit firm conducting the audit of the Company's financial statements, the Chairman of the BOD must convene a BOD meeting to discuss the audit report and the Company's situation.</p> <p>7. Notice and meeting agenda.</p> <p>a) The notice of a BOD meeting must be sent to BOD members and Supervisors at least <del>five (05)</del> business days before the meeting date, and may also be sent to the Company's Director who is not a BOD member; BOD members may decline the written meeting notice, and such declination may be amended or revoked by a written document from that BOD member. The BOD meeting notice must be prepared in written Vietnamese and must fully disclose the agenda, time, and location of the meeting, accompanied by necessary documents regarding matters to be discussed and voted on at the BOD meeting, and the voting ballots of BOD members.</p> <p>9. Voting.</p> <p>d) A BOD member who benefits from a contract specified in points a and b, Clause 5, <del>Article 39</del> shall be deemed to have a material interest in such contract.</p>	<p>5. In case requested by the audit firm approved under the law to conduct the audit of the Company's financial statements, the Chairman of the Board of Directors must convene a BOD meeting to discuss the audit report and the Company's situation.</p> <p>7. Notice and meeting agenda.</p> <p>a) The notice of a BOD meeting must be sent to BOD members and Supervisors at least three (03) business days before the meeting date, and may also be sent to the Company's Director who is not a BOD member; BOD members may decline the written meeting notice, and such declination may be amended or revoked by a written document from that BOD member. The BOD meeting notice must be prepared in written Vietnamese and must fully disclose the agenda, time, and location of the meeting, accompanied by necessary documents regarding matters to be discussed and voted on at the BOD meeting, and the voting ballots of BOD members.</p> <p>9. Voting</p> <p>d) A BOD member who benefits from a contract specified in points a and b, Clause 5, Article 44 shall be deemed to have a material interest in such contract.</p>
<p><b>Article 29. Subcommittees of the Board of Directors</b></p>	<p><b>Article 31. Subcommittees of the Board of Directors</b></p>
<p><del>a) The BOD shall provide detailed regulations on the establishment of subcommittees, the responsibilities of each subcommittee, and the responsibilities of subcommittee members; specifically, the BOD may establish</del></p>	<p>a) The Board of Directors may establish subcommittees under its authority to be in charge of development policies, personnel, remuneration, internal control, etc</p>

<p>subcommittees under its authority to be in charge of development policies, personnel, remuneration, and internal control..</p> <p>b) The implementation of decisions of the BOD, or of a subcommittee under the BOD, <del>or of a person acting as a member of a BOD</del> subcommittee must comply with applicable laws and the provisions of the Company's Articles of Association.</p>	<p>b) The implementation of decisions of the Board of Directors or of a subcommittee under the Board of Directors must comply with applicable laws and the provisions of the Company's Articles of Association and internal Corporate Governance Regulations.</p>
<b>Article 30. Corporate Governance Officer</b>	<b>Article 32. Corporate Governance Officer</b>
1. The Board of Directors shall <del>designate</del> at least one (01) person as the Corporate Governance Officer to..	1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to...
<b>Section 3: COMPANY DIRECTOR AND OTHER MANAGERS OF THE COMPANY</b>	<b>Section 3: COMPANY DIRECTOR AND EXECUTIVE OFFICER OF THE COMPANY</b>
<b>Article 31. Organization of the Management Apparatus</b>	<b>Article 33. Organization of the Management Apparatus</b>
<b>Article 32. Company Executives</b>	<b>Article 34. Company Executives</b>
<b>Article 33. Appointment, Removal, Duties, and Powers of the Director</b>	<b>Article 35. Appointment, Removal, Duties, and Powers of the Director</b>
<p>6. <del>Remove</del> from duties</p> <p>The BOD may <del>remove</del> the Company's Director when a majority (over 50%) of the attending BOD members with voting rights vote in favor, and appoint a new Company Director to replace them. The <del>removed</del> Company Director has the right to object to such <del>removal</del> at the next nearest General Meeting of Shareholders.</p>	<p>6. Relieve from duties</p> <p>The BOD may relieve the Company's Director when a majority (over 50%) of the attending BOD members with voting rights vote in favor, and appoint a new Company Director to replace them. The relieved Company Director has the right to object to such release at the next nearest General Meeting of Shareholders.</p>
<b>Article 34. <del>Number, Composition, Term,</del> Candidacy, Nomination of Supervisors <i>(to be split into new Articles 36, 37, 38)</i></b>	<b>Article 36. Candidacy and Nomination of Members of the Supervisory Board (Supervisors); Article 37. Number, Composition, Term of Members of the Supervisory Board (Supervisors); Article 38. Head of the Supervisory Board</b>
<p>7. In cases where candidates have been identified in advance, information relating to candidates for the Supervisory Board must be included in the meeting materials of the General Meeting of Shareholders and published at least <del>twenty one (21)</del> days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review information about these candidates before voting. Candidates for the Supervisory Board must provide a</p>	<p><b>Article 36. Candidacy and Nomination of Members of the Supervisory Board (Supervisors)</b></p> <p>1. In cases where candidates have been identified in advance, information relating to candidates for the Supervisory Board must be included in the meeting materials of the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review information about these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of</p>

<p>written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a Supervisor. Information relating to candidates for the Supervisory Board to be disclosed shall include at least the following</p> <p><del>2. Supervisors shall not hold any management or executive positions in the Company; shall not be the wife or husband, father, adoptive father, mother, adoptive mother, child, adopted child, or biological sibling of a member of the Board of Directors, Director, or other manager. Supervisors are not required to be shareholders or employees of the Company. Supervisors must have full civil legal capacity and must not be subject to the prohibition on establishing and managing enterprises under the law.</del></p>	<p>the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Supervisory Board (Supervisor).</p> <p>2. Introduction and nomination to the Supervisory Board.</p> <p>5 3</p> <p>6 <b>Article 37. Number, Composition, Term of Members of the Supervisory Board (Supervisors)</b></p> <p>1</p> <p>1 = 2</p> <p>3 = 3</p> <p>8 = 4</p> <p>9 = 5</p> <p>10 = 6</p> <p>11 = <b>Article 38. Head of the Supervisory Board</b></p> <p>1 + 2</p> <p>4 =</p>
<p><b>Article 35. Rights and Duties of the Supervisory Board (Separated into new Articles 39, 40, and 41)</b></p>	<p><b>Article 39. Rights and Obligations of the Supervisory Board</b></p>
<p>1. Rights and Obligations of the Supervisory Board</p> <p>. h) To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure, management, and operation of the Company's business activities.</p>	<p>1. Rights and Obligations of the Supervisory Board</p> <p>h) To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure, management, and operation of the Company's business activities; to develop the Operational Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;</p> <p>p) To report to the General Meeting of Shareholders in accordance with the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities.</p>

3=	<p><b>Article 40. Meetings of the Supervisory Board</b></p> <p>1 + 2</p>
	<p><b>Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board:</b></p>
<p><del>4. Salaries or remuneration and operating expenses for Supervisors shall be determined by the General Meeting of Shareholders and recorded as the Company's business expenses in accordance with regulations on corporate income tax and relevant laws, and must be presented as a separate item in the Company's annual financial statements and reported to the Annual General Meeting of Shareholders. Supervisors shall be reimbursed for travel, meals, accommodation expenses, costs of independent consultancy services, and other reasonably incurred expenses when participating in meetings of the Supervisory Board or related to the Company's business activities.</del></p>	<p>1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.</p> <p>2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consultancy services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.</p> <p>3. Salaries and operating expenses of the Supervisory Board shall be recorded as the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements.</p>
<p><b>Article 36. Election of the Board of Directors and the Supervisory Board</b></p>	<p><b>Article 42. Election of the Board of Directors and the Supervisory Board</b></p>
<p>2. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders as stipulated in Clause 4 Article 12 shall have the right to nominate one or more candidates for the Board of Directors and the Supervisory Board in accordance with Clause 5 Article 25 and Clause 5 Article 34 respectively. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.</p>	<p>2. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders as stipulated in Clause 3 Article 12 of this Charter shall have the right to nominate one or more candidates for the Board of Directors and the Supervisory Board in accordance with Clause 2 Article 25 and Clause 2 Article 36 respectively of this Charter. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.</p>
<p><b>Article 37. Duty of care of members of the Board of Directors, the Supervisory Board, the Company Director, and executive officers</b></p>	<p><b>Article 43. Duty of care of members of the Board of Directors, the Supervisory Board, the Company Director, and executive officers</b></p>
<p><b>Article 38. Duty of loyalty and avoidance of conflicts of</b></p>	<p><b>Article 44. Duty of loyalty and avoidance of conflicts of</b></p>

<b>interest</b>	<b>interest</b>
<p>3. Members of the Board of Directors, Supervisors, the Company Director, and other executive officers shall have the obligation to notify the Board of Directors of all interests that may conflict with the interests of the Company which they may enjoy through other economic legal entities, transactions, or individuals.</p>	<p>3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other managers shall have the obligation to notify the Board of Directors of all interests that may conflict with the interests of the Company which they may enjoy through other economic legal entities, transactions, or individuals.</p>
<b>Article 39. Responsibility for damages and compensation</b>	<b>Article 45. Responsibility for damages and compensation</b>
<b>Article 40. Right to investigate books and records</b>	<b>Article 46. Right to investigate books and records</b>
<p><del>1. Shareholders or groups of shareholders as specified in Clause 3 Article 12 of this Charter shall have the right, directly or through an authorized representative, to send a written request to inspect the following documents during working hours at the main business location of the Company: the list of shareholders, minutes of the General Meeting of Shareholders, and to copy or extract such records. A request for inspection made by an authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder whom that person represents, or a notarized copy of such power of attorney.</del></p> <p><del>2. Members of the Board of Directors, Supervisors, the Company Director, and other executive officers shall have the right to inspect the Company's register of shareholders, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.</del></p> <p><del>3. The Company must maintain this Charter and any amendments or supplements thereto, the Business Registration Certificate, regulations, documents proving ownership of assets, minutes and resolutions of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and the Supervisory Board, financial statements, accounting books, and other documents as prescribed by law at its head office or another location, provided that shareholders and the business registration authority are notified of the location where such papers and documents are stored.</del></p> <p>4. The Company's Charter must be published on the Company's website.</p>	<p>1. Ordinary shareholders have the right to inspect books and records, specifically as follows:</p> <p>a) Ordinary shareholders have the right to examine, search, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request correction of their own inaccurate information; examine, search, extract, or photocopy the Corporation's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;</p> <p>b) A shareholder or group of shareholders owning 5% or more of the total ordinary shares has the right to examine, search, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions required to be approved by the Board of Directors, and other documents, except for those related to trade secrets or business secrets of the Company.</p> <p>2. In the event that an authorized representative of a shareholder or group of shareholders requests to inspect books and records, the request must be accompanied by a power of attorney from the shareholder or group of shareholders whom that person represents, or a notarized copy of such power of attorney.</p> <p>3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives have the right to inspect the Company's register of shareholders, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.</p> <p>4. The Company must maintain this Charter and</p>

	<p>any amendments or supplements thereto, the Business Registration Certificate, regulations, documents proving 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 another location, provided that shareholders and the Business Registration Authority are notified of the location where such documents are stored.</p> <p>5. The Company's Charter must be published on the Company's website.</p>
<b>Article 41. Employees, the Trade Union, and socio-political organizations</b>	<b>Article 47. Employees, the Trade Union, and socio-political organizations</b>
<b>Article 42. Profit distribution</b>	<b>Article 48. Profit distribution</b>
<b>Article 43. Dividends</b>	<b>Article 49. Dividends</b>
<b>Chapter VII: FINANCIAL AND ACCOUNTING REGIME</b>	<b>Chapter VII: BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME</b>
<b>Article 44. Bank accounts</b>	<b>Article 50. Bank accounts</b>
<b>Article 45. Fiscal year</b>	<b>Article 51. Fiscal year</b>
<b>Article 46. Accounting regime</b>	<b>Article 52. Accounting regime</b>
<b>Chapter VIII: ANNUAL REPORTS, DISCLOSURE OBLIGATIONS, AND PUBLIC ANNOUNCEMENTS</b>	<b>Chapter VIII: FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE OBLIGATIONS</b>
<b>Article 47. Annual, semi-annual, and quarterly reports</b>	<b>Article 53. Annual, semi-annual, and quarterly reports</b>
<p>1. The Company must prepare annual financial statements in accordance with the provisions of law as well as the regulations of the State Securities Commission. These statements must be audited in accordance with Article 50 of this Charter. Within 90 days from the end of each fiscal year, the Company must submit the annual financial statements, which have been approved by the General Meeting of Shareholders, to the competent tax authority, the State Securities Commission, the Stock Exchange (in the case of a listed company), the business registration authority, and the Vietnam National Coal-Mineral Industries Holding Corporation Limited.</p>	<p>1. The Company must prepare annual financial statements in accordance with the provisions of law. These statements must be audited in accordance with Article 56 of this Charter. Within 90 days from the end of each fiscal year, the Company must submit the annual financial statements, which have been approved by the General Meeting of Shareholders, to the competent tax authority, the State Securities Commission, the Stock Exchange (in the case of a listed company), the business registration authority, and the Vinacomin - Viet Bac Mining Industry Holding Corporation.</p>
<b>Article 48. Annual report</b>	<b>Article 54. Annual report</b>

<p align="center"><b>Article 49. Public disclosure of information</b></p>	<p align="center"><b>Article 55. Public disclosure of information</b></p>
<p><b>Article 50. Audit</b></p> <p>1. At the <del>Annual</del>-General Meeting of Shareholders, an <del>independent</del>-auditing firm shall be appointed, or a list of <del>independent</del> auditing firms shall be approved with authorization for the Board of Directors to select one of these entities to conduct the Company's auditing activities for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.</p> <p>2. The independent auditing firm shall examine, certify, and report on the annual financial statements reflecting the Company's income and expenditures, prepare an audit report, and submit that report to the Board of Directors <del>within two (02) months from the end of the fiscal year.</del></p>	<p><b>Article 56. Audit</b></p> <p>1. At the General Meeting of Shareholders, an approved auditing firm shall be appointed in accordance with the law, or a list of approved auditing firms shall be approved with authorization for the Board of Directors to select one of these entities to conduct the Company's auditing activities for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit the annual financial statements to the approved auditing firm after the end of the fiscal year.</p> <p>2. The approved auditing firm shall examine, certify, and report on the annual financial statements reflecting the Company's income and expenditures, prepare an audit report, and submit that report to the Board of Directors of the Company in accordance with the provisions of law.</p>
<p align="center"><b>Chapter X: SEAL</b></p>	<p align="center"><b>Chapter X: COMPANY SEAL</b></p>
<p><b>Article 51. Seal</b></p>	<p><b>Article 57. Company Seal</b></p>
<p><del>1. The Board of Directors shall approve an official seal of the Company, and the seal shall be engraved in accordance with the provisions of law.</del></p>	<p>1. The seal includes a seal made at a seal-engraving establishment or a seal in the form of a digital signature in accordance with the provisions of the law on electronic transactions.</p> <p>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).</p>
<p align="center"><b>Chapter XI: TERMINATION OF OPERATION AND LIQUIDATION</b></p>	<p align="center"><b>Chapter XI: DISSOLUTION OF THE COMPANY</b></p>
<p><b>Article 52. Termination Of Operation And Liquidation</b></p>	<p><b>Article 58. Dissolution Of The Company</b></p>
<p>1. The Company may be dissolved or <del>terminate its operations</del> in the following cases:</p> <p>a) <del>The Court declares the Company bankrupt in accordance with the provisions of current law;</del></p> <p>b) <del>Dissolution as decided by the General Meeting of Shareholders;</del></p> <p>c) Other cases as <del>provided by law.</del></p> <p>2. The dissolution of the Company shall be decided</p>	<p>1. The Company may be dissolved in the following cases:</p> <p>a) In accordance with the resolution or decision of the General Meeting of Shareholders;</p> <p>b) The Enterprise Registration Certificate is revoked, unless otherwise provided by the Law on Tax Administration;</p> <p>c) Other cases as provided by law.</p> <p>2. The early dissolution of the Company (including</p>

<p>by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to the <del>competent authority</del> or approval must be sought from the <del>competent authority</del> (if such approval <del>procedure is mandatory</del> under the law).</p>	<p>any extended terms) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) in accordance with regulations.</p>
<p><b>Article 53. Liquidation</b></p>	<p><b>Article 59. Liquidation</b></p>
<p>1. At least six (6) months prior to the end of the Company's operational term or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an <del>independent</del> auditing firm. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be prioritized for payment by the Company ahead of its other debts.</p>	<p>1. At least six (6) months prior to the end of the Company's operational term or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an auditing firm approved in accordance with the provisions of law. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be prioritized for payment by the Company ahead of its other debts.</p>
<p><b>Article 54. Internal Dispute Resolution</b></p>	<p><b>Article 60. Internal Dispute Resolution</b></p>
<p><b>Article 55. Amendments and Supplements to the Charter</b></p>	<p><b>Article 61. Amendments and Supplements to the Charter</b></p>
<p><b>Article 56. Effectiveness</b></p>	<p><b>Article 62. Effectiveness</b></p>
<p>2. This Charter is prepared in ten (10) copies of equal validity, <del>of which:</del></p> <ul style="list-style-type: none"> <li><del>— Five (05) copies shall be registered with the government authorities in accordance with the regulations of the People's Committee of the province or city;</del></li> <li><del>— Five (05) copies shall be archived at the Company's Office.</del></li> </ul>	<p>2. This Charter is prepared in five (05) copies of equal validity and shall be archived at the Company's Office.</p>

No.: 13 /TTr-HĐQT

Thai Nguyen, 24.11.2026

**SUBMISSION**

Subject: Approval of the dismissal and additional election of one member of the Board of Directors of VVMi Quan Trieu Cement Joint Stock Company for the term 2022 - 2027

To: The 2026 Annual General Meeting of Shareholders.

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, XIII Legislature, 9th Session, on June 17, 2020.

Pursuant to the Charter of Organization and Operation of VVMi Quan Trieu Cement Joint Stock Company;

Pursuant to Decision No. 104/QĐ-HĐQT dated April 10, 2026, of the Board of Directors of Vinacomin - Viet Bac Mining Industry Holding Corporation regarding the change of the capital representative and the Parent Company's representative to the Board of Directors of VVMi Quan Trieu Cement Joint Stock Company.

The Board of Directors of VVMi Quan Trieu Cement Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the dismissal of Mr. Nguyen Van Dung from the position of member of the Board of Directors and the additional election of one member to the Board of Directors for the term 2022 - 2027 in accordance with legal regulations.

Respectfully submitted to the 2026 Annual General Meeting of Shareholders of the Company for consideration and voting on approval./.

**Recipient:**

- Shareholders of the Company;
- Members of the BOD, Supervisory Board;
- Disclosed on the Company Website;
- Archived: Office, Secretary of BOD.

**ON BEHALF OF THE BOD  
CHAIRMAN**



**Nguyen Van Dung**