CÔNG TY CỔ PHẦN ĐẠI THIÊN LỘC

Digitally signed by CÔNG TY CỔ PHẦN ĐẠI THIÊN LỘC
DN: C=VN, L="Lô CN8, đường CN5, KCN Sóng Thần 3, Phường Bình Dương, Thành phố Hồ Chí Minh, Việt Nam", OID.0.9.2342.19200300.100.1.1=MST: 3700381282, O=CÔNG TY CỔ PHẦN ĐẠI THIÊN LỘC, E=Danhkt@daithienloc.com.vn, CN=CÔNG TY CỔ PHẦN ĐẠI THIÊN LỘC
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CÔNG TY CỔ PHẦN ĐẠI THIÊN LỘC **DAI THIEN LOC CORPORATION** -----------	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập – Tự do – Hạnh phúc** THE SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom – Happiness ------------
Số/ No.: 68/2026/CV-DTL	*TPHCM, ngày 01 tháng 07 năm 2026* *Ho Chi Minh City, 1 July, 2026*

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
UNUSUAL INFORMATION DISCLOSURE

Kính gửi: - Ủy ban Chứng khoán Nhà nước

- Sở Giao dịch Chứng khoán Việt Nam

- Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh

To: - The State Securities Commission

- Vietnam Stock Exchange

- Hochiminh Stock Exchange

1. Tên tổ chức/ *Name of company*: CÔNG TY CỔ PHẦN ĐẠI THIÊN LỘC
DAI THIEN LOC CORPORATION

- Mã chứng khoán/ *Stock symbol*: DTL

- Địa chỉ/ *Address*: Lô CN8, Đường CN5, KCN Sóng Thần 3, Phường Bình Dương, Thành phố Hồ Chí Minh/ *Block CN8, Road CN5, Song Than III IP, Binh Duong Ward, Ho Chi Minh City.*

- Điện thoại liên hệ/ *Telephone*: 0274.3719999. Fax: 0274.3849111

- E-mail: sales@daithienloc.com.vn

2. Nội dung thông tin công bố/ *Disclosed information content*:

- Điều lệ công ty sửa đổi lần thứ 11 ngày 30/06/2026/ *The Company's Charter, as amended for the 11th time on 30 June 2026.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 01/07/2026 tại đường dẫn/ *The above information was publicly disclosed on the Company's official website on 1 July, 2026 at the following link:* *www.daithienloc.com.vn*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information disclosed above is true and accurate, and we take full responsibility before the law for the contents of the disclosed information.*

Tài liệu đính kèm/
Attached documents:

- Điều lệ công ty sửa đổi lần thứ 11 ngày 30/06/2026/ *The Company's Charter, as amended for the 11th time on 30 June 2026.*

Đại diện tổ chức/ Organization's representative

Người đại diện theo pháp luật/ Legal representative

(Ký, ghi rõ họ tên, chức vụ, đóng dấu)

(Signature, full name, title, and company seal)

M.S.D.N: ...282-C.T.C.P
CÔNG TY
CỔ PHẦN
ĐẠI THIÊN LỘC
P.BÌNH DƯƠNG-TP.HỒ CHÍ MINH

NGUYỄN THANH NGHĨA

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

COMPANY CHARTER
DAI THIEN LOC CORPORATION

11th Amendment

Hochiminh city, 30 June, 2026

CONTENT

INTRODUCTION

This Charter consists of 21 Chapters and 58 Articles. It was duly adopted and approved in its entirety by the General Meeting of Shareholders of Dai Thien Loc Corporation on 29 April 2010, and was subsequently amended for the 11th time by the General Meeting of Shareholders of Dai Thien Loc Corporation on 30 June 2026 (the "Charter Amendment Date").

I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall have the meanings set forth below:

a) Charter Capital means the total par value of shares that have been sold or subscribed for upon the establishment of the Company, as specified in Article 6 of this Charter.

b) Voting Capital means the share capital in respect of which the holder is entitled to vote on matters falling within the decision-making authority of the General Meeting of Shareholders.

c) Law on Enterprises means the Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020.

d) Law on Securities means the Law on Securities No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019.

dd) Vietnam means the Socialist Republic of Vietnam.

e) Establishment Date means the date on which the Company was first issued its Enterprise Registration Certificate (Business Registration Certificate or any equivalent legal document).

g) Executive means the General Director, Deputy General Director(s), Chief Accountant, and other executives as provided for in this Charter.

h) Manager means the Company's management personnel, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as prescribed in this Charter.

i) Related Person means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities.

k) Shareholder means an individual or organization owning at least one share of the Company.

l) Founding Shareholder means a shareholder owning at least one ordinary share and whose name appears on the list of founding shareholders of the Company.

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

n) Operation Term means the duration of the Company's operation as specified in Article 2 of this Charter.

o) Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.

References in this Charter to any provision of law or legal document shall include any amendment, supplement, replacement, or successor thereto.

The headings (Chapters and Articles) in this Charter are inserted for convenience of reference only and shall not affect the interpretation or construction of this Charter.

II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations, and Duration of Operation of the Company

1. Company name

- Vietnamese name: CÔNG TY CỔ PHẦN ĐẠI THIÊN LỘC
- English name: DAI THIEN LOC CORPORATION
- Abbreviated name: DTL

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

3. Company head office:

- Address: Block CN8, Road CN5, Song Than 3 IP, Binh Duong Ward, Hochiminh City, Vietnam
- Telephone: (84) 0274 371 9999
- Fax: (84) 0274 3849 111/222
- E-mail: dtl@daithienloc.com.vn
- Website: www.daithienloc.com.vn.

4. The Company may establish branches and representative offices within its business areas in order to achieve its business objectives, subject to resolutions of the Board of Directors and in accordance with applicable laws.

5. Unless the Company is dissolved prior to the expiration of its term in accordance with Clause 2 of Article 53 or its duration of operation is extended in accordance with Article 54 of this Charter, the Company's duration of operation shall be forty (40) years from the Establishment Date.

Article 3. Legal Representative of the Company

The Company shall have one (01) legal representative. The Chairperson of the Board of Directors or the General Director shall act as the legal representative of the Company.

Rights and Obligations of the Legal Representative.

a) The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, and represents the Company as the claimant, defendant, or person with related rights and obligations before arbitral tribunals and courts. The legal representative shall perform the responsibilities prescribed in Article 14 of the Law on Enterprises and shall exercise such other rights and perform such other obligations as provided by applicable laws.

b) The legal representative of the Company must reside in Vietnam. Where the legal representative leaves Vietnam, he or she shall authorize another person in writing to exercise the rights and perform the duties of the legal representative of the Company.

c) Upon the expiration of the authorization period, if the legal representative has not returned to Vietnam and has not granted another authorization, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative within the scope of the authorization until the legal representative resumes his or her duties at the Company or until the Board of Directors appoints another person as the legal representative of the Company.

d) If the legal representative is absent from Vietnam for more than thirty (30) consecutive days without authorizing another person to exercise the rights and perform the duties of the legal representative, the Board of Directors shall appoint another person to act as the legal representative of the Company.

III. OBJECTIVES, SCOPE OF BUSINESS, AND BUSINESS ACTIVITIES OF THE COMPANY

Article 4. Objectives of the company

1. Business line of the company:

No.	Business line	Business code
1	Forging, stamping, pressing and rolling of metal; powder metallurgy Detail: producing roofing, channel, Hot rolled coil, Cold roll coil, steel pipe, corrugation, Manufacture of Stainless Steel Products.	2591 (Main)
2	Mechanical processing; metal treatment and coating Detail: producing galvanized steel coil, Galvalume steel coil, prepainte steel coil.	2592
3	Manufacture of metal components Details: Manufacture of mechanical products; fabrication and erection of steel structures, warehouses, crane girders, and other mechanical products for construction purposes.	2511
4	Manufacture of Other Fabricated Metal Products Not Elsewhere Classified Details: Manufacture of roofing sheets of all types.	2599
5	Wholesale of Metals and Metal Ores Details: Trading (wholesale) of iron and steel products of all kinds.	4662
6	Wholesale of Other Machinery, Equipment and Parts	4659

	Details: Trading (wholesale) of materials, fuels, machinery, equipment, and tools used in the steel manufacturing and construction industries.	
7	Agents Involved in the Sale of a Variety of Goods Details: Acting as a sales agent for goods.	4610
8	Wholesale of Agricultural and Forestry Raw Materials (excluding wood, bamboo and rattan) and Live Animals Details: Trading (wholesale) of agricultural products.	4620
9	Wholesale and Retail of Parts and Accessories for Motor Vehicles Details: Trading (wholesale) of tires and inner tubes for motor vehicles.	4530
10	Specialized Wholesale Not Elsewhere Classified Details: Trading (wholesale) of insulation panels and roofing sheets of all types.	4669
11	Construction of Residential Buildings	4101
12	Electrical Installation Details: Installation and construction of electrical systems for construction works..	4321
13	Plumbing, Heat and Air-Conditioning Installation Details: Installation of water supply and drainage systems.	4322
14	Freight Transport by Road	4933
15	Manufacture of Basic Iron and Steel Details: Manufacture of construction steel and structural steel.	2410
16	Casting of Iron and Steel	2431
17	Manufacture of Other Food Products Not Elsewhere Classified Details: Processing of agricultural products.	1079
18	Other Manufacturing Not Elsewhere Classified Details: Manufacture and installation of insulation panels.	3290
19	Manufacture of Furniture Details: Manufacture of household wooden furniture.	3100
20	Other Service Activities Incidental to Transportation Details: Freight forwarding services; customs brokerage services; investment project preparation; and investment consultancy services.	5229
21	Restaurants and Mobile Food Service Activities	5610
22	Real Estate Activities with Own or Leased Property and Land Use Rights Details: Real estate and factory leasing business; investment in and operation of industrial and urban infrastructure projects; leasing of warehouses and storage facilities.	6810
23	Electric Power Generation	3511

	Details: Solar power generation.	
24	Electrical Installation Details: Construction and installation of electrical systems for construction works.	4321

2. Objectives of the Company:

The objectives of the Company are to mobilize and efficiently utilize capital resources for investment and business activities with the aim of maximizing lawful profits; to provide stable employment for employees; to maximize returns and dividends for shareholders; and to fulfill tax obligations and other financial obligations in accordance with applicable laws.

Article 5. Business Scope and Operations of the Company

The Company is entitled to conduct business activities in the business lines specified in this Charter, which have been duly registered or updated with the business registration authority, and publicly disclosed on the National Business Registration Portal in accordance with applicable laws.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The charter capital of the Company is VND 614,356,040,000 (in words: Six hundred fourteen billion three hundred fifty-six million forty thousand Vietnamese Dong).

The total charter capital of the Company is divided into 61,435,604 (sixty-one million four hundred thirty-five thousand six hundred four) shares, each having a par value of VND 10,000.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the applicable laws.
3. As of the date of adoption of this Charter, the Company's shares consist of ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the applicable laws.
5. The Company officially commenced operations as a joint stock company under the Enterprise Registration Certificate No. 3700381282, first issued by the Department of Planning and Investment of Binh Duong Province on 30 August 2001. Pursuant to the Law on Enterprises, as of the date of this Charter, the transfer restriction period applicable to the ordinary shares held by the founding shareholders has expired.

Ordinary shares shall be offered first to the existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by the existing shareholders shall be allocated at the discretion of the Board of Directors. The Board of Directors may distribute such shares to existing shareholders or other persons on terms and conditions no more favorable than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in accordance with the provisions of this Charter and the applicable laws.

7. The Company may issue other types of securities in accordance with the applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

2. A share certificate is a security certifying the lawful rights and interests of its holder with respect to a portion of the share capital of the issuing organization. A share certificate shall contain all particulars required under Clause 1, Article 121 of the Law on Enterprises.

3. Within two (02) months from the date on which the Company receives a complete application for the transfer of share ownership in accordance with the Company's regulations, or within two (02) months from the date on which the purchase price for the shares has been paid in full in accordance with the Company's share issuance plan (or within such other period as specified in the relevant issuance terms), the shareholder shall be issued a share certificate. The holder of the shares shall not be required to bear the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be entitled to request the Company to issue a replacement share certificate. Such request shall include the following information:

a) Details of the share certificate that has been lost, damaged, or otherwise destroyed;

b) An undertaking by the shareholder to assume full responsibility for any disputes arising from the issuance of the replacement share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative of the Company and the Company's seal.

Article 9. Transfer of Shares

1. All shares may be freely transferred unless otherwise provided by this Charter or applicable laws. Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred, and the holder thereof shall not be entitled to the associated rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from equity, the pre-emptive right to subscribe for newly issued shares, and other rights and benefits as prescribed by applicable laws.

Article 10. Forfeiture of Shares

1. Where a shareholder fails to pay in full and on time the amount payable for subscribed shares, the Board of Directors shall notify such shareholder and shall have the right to require payment of the outstanding amount. The shareholder shall remain

liable, to the extent of the total par value of the subscribed shares, for the Company's financial obligations arising from such failure to make full payment.

2. The payment notice referred to above shall specify the new payment deadline (which shall be no less than seven (07) days from the date of the notice), the place of payment, and shall clearly state that any shares remaining unpaid by the deadline shall be subject to forfeiture.

3. The Board of Directors shall have the right to forfeit any shares that have not been fully paid for within the prescribed time limit if the requirements set out in the above notice are not complied with.

4. Forfeited shares shall be deemed authorized but unissued shares as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale or re-allocation of such shares on such terms and in such manner as it considers appropriate.

5. A shareholder whose shares have been forfeited shall cease to be a shareholder with respect to those shares but shall remain liable, up to the total par value of the subscribed shares, for the Company's financial obligations arising prior to the date of forfeiture, as determined by the Board of Directors, until full payment has been made. The Board of Directors shall have full authority to enforce payment of the full value of the forfeited shares.

6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture date. The forfeiture shall remain valid notwithstanding any error or omission in the delivery of such notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Governance, and Control

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

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly, through an authorized representative, or by any other method prescribed by this Charter or applicable laws. Each ordinary share shall carry one (01) vote;

b) To receive dividends at the rate determined by the General Meeting of Shareholders;

c) To have pre-emptive rights to subscribe for newly issued shares in proportion to their ownership of ordinary shares in the Company;

d) To freely transfer their shares to other persons, except in the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other applicable laws;

e) To examine, inspect and obtain extracts of information relating to the names and contact addresses of shareholders in the list of shareholders entitled to vote, and to request correction of any inaccurate personal information;

f) To examine, inspect, obtain extracts of, or copy the Company's Charter, the minutes of meetings of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;

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

h) To require the Company to repurchase their shares in the cases provided for in Article 132 of the Law on Enterprises;

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

j) To have access to all periodic and extraordinary information disclosed by the Company in accordance with applicable laws;

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

l) To enjoy such other rights as provided by applicable laws and this Charter.

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

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

b) To examine, inspect and obtain extracts of the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets or business secrets;

c) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (03) working days before the opening date of the meeting, unless otherwise provided by this Charter. The proposal shall specify the name of the shareholder, the number of shares of each class held by such shareholder, and the matter proposed for inclusion in the meeting agenda;

d) To enjoy such other rights as provided by applicable laws and this Charter.

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

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors shall notify the attending shareholders of the formation of such group before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, a shareholder or group of shareholders referred to in this Clause shall be entitled to nominate one or more candidates for election to the Board of Directors in accordance with the resolution of the General Meeting of Shareholders. Where the number of candidates nominated by such shareholder or group of shareholders is fewer than the number they are entitled to nominate under the resolution of the General Meeting of Shareholders, the remaining candidates may be nominated by the Board of Directors and other shareholders.

Article 13: Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To pay in full and on time for the shares they have subscribed for.
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company by any means, except where such shares are repurchased by the Company or transferred to another person. Where a shareholder withdraws all or part of the capital contributed in violation of this Clause, such shareholder and any related person benefiting therefrom shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and for any damages arising therefrom.
3. To comply with this Charter and the Company's Internal Governance Regulations.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with this Charter and applicable laws; to use such information solely for the exercise and protection of their lawful rights and interests; and not to disclose, reproduce, or transmit any information provided by the Company to any organization or individual.
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights by one of the following methods:

a) Attending and voting in person at the meeting;

b) Authorizing another individual or organization to attend and vote on the shareholder's behalf;

c) Attending and voting via online conference, electronic voting, or other electronic means;

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

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

a) Violating the law;

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

c) Paying debts that are not yet due, thereby exposing the Company to financial risks.

8. To perform such other obligations as prescribed by the applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders ("GMS") comprises all shareholders having voting rights and is the supreme decision-making body of the Company. The annual GMS shall be convened once each year within four (04) months from the end of the financial year. Where necessary, the Board of Directors may decide to extend the time for convening the annual GMS, provided that such extension shall not exceed six (06) months from the end of the financial year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The venue of a GMS shall be the place where the chairperson of the meeting is present and shall be located within the territory of Vietnam.

2. The Board of Directors shall convene the annual GMS and determine an appropriate venue for the meeting. The annual GMS shall decide on matters prescribed by applicable laws and this Charter, including, in particular, the approval of the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company shall invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual GMS, and such representative shall be responsible for attending the meeting.

3. The Board of Directors shall convene an extraordinary GMS in any of the following circumstances:

a) Where the Board of Directors considers it necessary for the interests of the Company;

b) Where the number of remaining members of the Board of Directors is less than the minimum number required by applicable laws;

c) Upon the request of a shareholder or a group of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, stating the reasons for and purposes of the meeting, and must bear the signatures of the relevant shareholders, or be made in multiple counterparts collectively bearing the signatures of all relevant shareholders;

d) Other cases as prescribed by applicable laws and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a) The Board of Directors shall convene the GMS within sixty (60) days from the date on which the number of remaining members of the Board of Directors or independent members of the Board of Directors falls below the level specified in Point (b), Clause 3 of this Article, or from the date of receipt of a request referred to in Points (c) and (d), Clause 3 of this Article. The Board of Directors shall notify the nearest GMS if an independent member of the Board of Directors no longer satisfies the prescribed qualifications and conditions, or shall convene a GMS to elect an additional or replacement independent member within six (06) months from the date of receipt of the relevant independent member's notification.

b) If the Board of Directors fails to convene the GMS in accordance with Point (a), Clause 4 of this Article, the independent member(s) of the Board of Directors shall, within the following thirty (30) days, convene the GMS in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises.

c) If the independent member(s) of the Board of Directors fail to convene the GMS in accordance with 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 the Company's representative to convene the GMS in accordance with the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the GMS may request the business registration authority to supervise the procedures for convening the meeting, conducting the meeting, and adopting resolutions of the GMS. All expenses incurred for convening and holding the GMS shall be reimbursed by the Company. Such expenses shall not include the costs incurred by shareholders in attending the meeting, including accommodation and travel expenses.

d) The procedures for organizing the GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

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

a) To approve the Company's development strategy;

b) To decide on the classes of shares and the total number of shares of each class authorized for issuance; and to determine the annual dividend rate for each class of shares;

c) To elect, dismiss, and remove members of the Board of Directors;

d) To decide on investments or the sale of assets having a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements;

e) To approve amendments and supplements to the Company's Charter;

f) To approve the annual financial statements;

g) To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;

h) To review and deal with violations committed by members of the Board of Directors that cause damage to the Company and its shareholders;

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

j) To determine the budget or the aggregate remuneration, bonuses, and other benefits payable to the Board of Directors;

k) To approve the Internal Corporate Governance Regulations and the Charter of Operation of the Board of Directors;

l) To approve the list of approved auditing firms; to appoint the approved auditing firm to audit the Company's operations; and to dismiss the approved auditor where deemed necessary;

m) To exercise such other rights and perform such other duties as prescribed by applicable laws.

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

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on its governance activities and performance, and on the performance of each member of the Board of Directors. Each independent member of the Board of Directors shall present a report at the annual General Meeting of Shareholders in accordance with Article 284 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of certain provisions of the Law on Securities;

d) The dividend rate applicable to each class of shares;

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

f) The election, dismissal, and removal of members of the Board of Directors;

g) The budget or the aggregate remuneration, bonuses, and other benefits payable to the Board of Directors;

h) Approval of the list of approved auditing firms and appointment of an approved auditing firm to audit the Company's operations where considered necessary;

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

j) The classes of shares and the number of new shares to be issued for each class of shares, and the transfer of shares held by founding shareholders during the first three (03) years from the date of the Company's establishment;

k) The division, demerger, consolidation, merger, or conversion of the Company;

l) The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;

m) Investments or the sale of assets having a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements, unless a different percentage or value is stipulated in this Charter;

n) The repurchase of more than ten percent (10%) of the total issued shares of each class;

o) Approval of contracts or transactions between the Company and the persons specified in Clause 1, Article 167 of the Law on Enterprises where the transaction value is equal to or exceeds thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements;

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

q) Approval of the Internal Corporate Governance Regulations and the Charter of Operation of the Board of Directors;

r) Other matters as prescribed by applicable laws and this Charter.

All proposed resolutions and matters included in the meeting agenda shall be discussed and put to a vote at the General Meeting of Shareholders..

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of an institutional shareholder may attend the General Meeting of Shareholders in person, authorize one or more individuals or organizations to attend the meeting on his/her/its behalf, or participate in the meeting by any of the methods provided for in Clause 3, Article 144 of the Law on Enterprises.

2. Any authorization of an individual or organization to attend the General Meeting of Shareholders pursuant to Clause 1 of this Article shall be made in writing. The power of attorney shall be prepared in accordance with the civil laws and shall specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares represented, the scope and contents of the authorization, the term of authorization, and the signatures of both the principal and the attorney-in-fact.

The authorized representative attending the General Meeting of Shareholders shall submit the written authorization upon registration for attendance. In the case of sub-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if it has not previously been registered with the Company).

3. Votes cast by an authorized representative within the scope of the authorization shall remain valid notwithstanding the occurrence of any of the following events, except where:

a) The principal has died, has limited legal capacity, or has lost legal capacity;

b) The principal has revoked the appointment of the authorized representative;

c) The principal has revoked the authority of the authorized representative.

This Clause shall not apply if the Company has received notice of any of the above events prior to the opening of the General Meeting of Shareholders or before the reconvened meeting takes place..

Article 17. Variation of Class Rights

1. Any variation or cancellation of the special rights attached to a class of preference shares shall become effective only upon approval by shareholders representing at least sixty-five percent (65%) of the total voting rights of the shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a class of preference shares shall be adopted only if it is approved by shareholders attending the meeting who hold at least seventy-five percent (75%) of the total preference shares of that class, or by shareholders holding at least seventy-five percent (75%) of the total preference shares of that class in the case where the resolution is adopted by written ballot.

2. A meeting of shareholders holding a particular class of preference shares convened to approve any variation of the rights referred to above shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. If the required quorum is not met, a reconvened meeting shall be held within thirty (30) days thereafter. At such reconvened meeting, the shareholders holding that class of shares who are present in person or by authorized representative shall constitute a valid quorum regardless of the number of attendees or shares represented. At meetings of shareholders holding a class of preference shares, those present in person or by authorized representative may request that voting be conducted by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be the same as those set out in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms and conditions governing the issuance of such shares, the special rights attached to any class of preference shares relating to the distribution of profits or assets of the Company shall not be deemed to have been varied by the issuance of additional shares of the same class..

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

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the circumstances specified in Clause 3, Article 14

of this Charter.

2. The person convening the General Meeting of Shareholders shall perform the following duties:

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

b) Prepare the meeting agenda and contents of the meeting;

c) Prepare the meeting documents;

d) Prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items;

e) Determine the date, time, and venue of the meeting;

f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Perform other tasks necessary for the organization of the meeting.

3. The notice convening the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their registered contact addresses and shall simultaneously be published on the Company's website and the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting shall send the notice to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly dispatched).

The agenda and documents relating to matters to be voted on at the General Meeting of Shareholders shall be sent to shareholders and/or published on the Company's website. Where the meeting documents are not enclosed with the notice of meeting, the notice shall specify the link to the complete set of meeting documents so that shareholders may access them, including:

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

b) The list and detailed information of candidates, in the case of the election of members of the Board of Directors;

c) Voting ballots;

d) Draft resolutions for each matter included in the meeting agenda.

4. A shareholder or a group of shareholders referred to in Clause 2, Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and

submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal shall specify the name of the shareholder, the number of shares of each class held by such shareholder, and the matter proposed for inclusion in the meeting agenda.

5. The person convening the General Meeting of Shareholders may reject a proposal referred to in Clause 4 of this Article in any of the following cases:

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

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least ten percent (10%) of the Company's ordinary shares as required under Clause 2, Article 12 of this Charter;

c) The proposed matter falls outside the authority of the General Meeting of Shareholders;

d) Other cases as prescribed by applicable laws and this Charter.

6. The person convening the General Meeting of Shareholders shall accept and include the proposal referred to in Clause 4 of this Article in the proposed meeting agenda and contents, except in the cases specified in Clause 5 of this Article. Such proposal shall be officially included in the agenda and contents of the meeting upon approval by the General Meeting of Shareholders..

Article 19. Quorum for the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be validly convened when the attending shareholders represent more than fifty percent (50%) of the total voting rights.

2. If the first meeting fails to satisfy the quorum requirement specified in Clause 1 of this Article, a notice convening the second meeting shall be sent within thirty (30) days from the date originally scheduled for the first meeting. The second meeting of the General Meeting of Shareholders shall be validly convened when the attending shareholders represent at least thirty-three percent (33%) of the total voting rights.

3. If the second meeting fails to satisfy the quorum requirement specified in Clause 2 of this Article, a notice convening the third meeting shall be sent within thirty (30) days from the date originally scheduled for the second meeting. The third meeting of the General Meeting of Shareholders shall be validly convened regardless of the total voting rights represented by the attending shareholders.

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

1. Before the opening of the meeting, the Company shall carry out shareholder registration procedures. Registration shall continue until all shareholders entitled to attend the meeting have completed their registration, in accordance with the following procedures:

a) Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, the full name of the shareholder, the full name of the authorized representative (if any), and the number of votes held by such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. At the meeting, votes in favor of a proposed resolution shall be collected first, followed by votes against, after which the total votes in favor and against shall be counted to determine the outcome. The chairperson shall announce the voting results immediately before the close of the meeting, unless otherwise provided in this Charter. Upon the proposal of the chairperson, the General Meeting of Shareholders shall elect the persons responsible for vote counting or supervising the vote counting. The number of members of the vote-counting committee shall be determined by the General Meeting of Shareholders based on the proposal of the chairperson.

b) A shareholder, an authorized representative of an institutional shareholder, or a proxy arriving after the opening of the meeting shall have the right to register immediately and, after registration, to participate in and vote at the meeting. The chairperson shall not be required to suspend the meeting to allow latecomers to register, and the validity of resolutions or matters voted on before their arrival shall remain unaffected.

2. The election of the chairperson, secretary, and vote-counting committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall act as the chairperson of the General Meeting of Shareholders or may authorize another member of the Board of Directors to do so. If the Chairperson is absent or temporarily unable to perform his or her duties, the remaining members of the Board of Directors shall elect one of themselves by majority vote to chair the meeting. If no chairperson can be elected, the highest-ranking member of the Board of Directors present shall convene the meeting so that the General Meeting of Shareholders may elect a chairperson from among the attendees, and the person receiving the highest number of votes shall serve as chairperson.

b) Except as provided in Point (a) above, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the chairperson by the General Meeting of Shareholders. The candidate receiving the highest number of votes shall act as the chairperson of the meeting.

c) The chairperson shall appoint one or more persons to act as secretary(ies) of the meeting.

d) Upon the proposal of the chairperson, the General Meeting of Shareholders shall elect one or more persons to serve on the vote-counting committee.

3. The agenda and contents of the meeting shall be approved by the General Meeting of Shareholders at the opening session. The agenda shall clearly specify the time allocated for each agenda item.

4. The chairperson of the meeting shall have the right to take all necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of the attending shareholders, including:

a) Arranging seating at the meeting venue;

b) Ensuring the safety of all persons present at the meeting venue;

c) Facilitating shareholders' attendance or continued attendance at the meeting. The person convening the General Meeting of Shareholders shall have full authority to modify the above measures and adopt any other measures deemed necessary, including issuing admission passes or applying other appropriate admission procedures.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. The chairperson shall announce the vote-counting results immediately before the close of the meeting.

6. A shareholder or proxy arriving after the opening of the meeting may still register and shall be entitled to vote immediately after registration. In such case, the validity of resolutions or matters voted on prior to such registration shall remain unaffected.

7. The person convening the meeting or the chairperson of the General Meeting of Shareholders shall have the following powers:

a) To require all attendees to comply with lawful and reasonable security inspections or other security measures;

b) To request the competent authorities to maintain order at the meeting and to remove any person who fails to comply with the chairperson's authority, intentionally disrupts the meeting, obstructs the orderly conduct of the meeting, or refuses to comply with security inspection requirements.

8. The chairperson may adjourn a General Meeting of Shareholders that has achieved the required quorum for a period not exceeding three (03) working days from the originally scheduled opening date, and may adjourn the meeting or change its venue only in the following circumstances:

a) The meeting venue does not provide adequate seating for all attendees;

b) The communication facilities at the meeting venue are insufficient to enable shareholders to participate in discussions and voting;

c) Attendees obstruct or disrupt the meeting in a manner that may prevent it from being conducted fairly and lawfully.

9. If the chairperson adjourns or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and preside over the meeting until its conclusion. All resolutions adopted at such meeting shall remain valid and enforceable.

10. Where the Company applies modern technology to hold the General Meeting of Shareholders by online meeting, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of certain provisions of the Law on Securities..

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

1. A resolution on any of the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the meeting, except as otherwise provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

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

b) Changes to the Company's business lines, business sectors, or scope of business;

c) Changes to the Company's management and organizational structure;

d) Investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements, unless another ratio or value is provided in this Charter;

e) Reorganization or dissolution of the Company;

f) Extension of the Company's operating term.

2. Resolutions on matters other than those specified in Clause 1 of this Article shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending the meeting, except as otherwise provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

Where the number of candidates for election to the Board of Directors is less than or equal to the number of members to be elected, the election may be conducted either by the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting on each candidate (for, against, or abstention). If the voting method is adopted, the approval threshold shall be determined in accordance with Clause 2, Article 21 of this Charter.

3. Any resolution of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be lawful and effective notwithstanding any non-compliance with the procedures for convening the meeting or adopting such resolution as prescribed by the Law on Enterprises and this Charter.

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

Authority and Procedures for Collecting Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders:

1. The Board of Directors shall have the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders when it deems necessary in the interests of the Company, on the following matters:

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

b) Approval, amendment, or supplementation of the Company's Internal Governance Regulations and the Rules of Procedure of the Board of Directors;

c) Strategic development orientation of the Company;

d) Classes of shares and total number of shares of each class;

e) Election, dismissal, or removal of members of the Board of Directors;

f) Investment decisions or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the most recent financial statements of the Company;

g) Approval of annual financial statements;

h) Reorganization or dissolution of the Company;

i) Changes to business lines and sectors;

j) Changes to the Company's management and organizational structure;

k) Other matters deemed necessary by the Board of Directors in the interests of the Company.

2. The Board of Directors shall prepare the voting ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the completed ballots. The requirements and method of sending voting ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. The voting ballot shall include at least the following contents:

a) Name, head office address, and enterprise registration number of the Company;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, and legal identification number of the shareholder (if an individual); or name, enterprise registration number or legal identification number and head office address of the shareholder (if an organization); or details of the authorized representative of the shareholder; number of shares of each class and corresponding voting rights;

d) Matters submitted for approval;

e) Voting options including approval, disapproval, or abstention for each matter;

f) Deadline for returning the completed ballot to the Company;

g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may submit completed ballots to the Company by post, fax, or email as follows:

a) In case of postal submission, the completed ballot must bear the signature of the individual shareholder, or of the authorized representative or legal representative of an institutional shareholder. The ballot must be placed in a sealed envelope and no one shall be permitted to open it before vote counting;

b) In case of fax or email submission, the ballot must be kept confidential until the time of vote counting;

c) Ballots submitted after the deadline specified in the ballot or ballots that have been opened (in case of postal submission) or disclosed (in case of fax or email submission) shall be invalid. Ballots not submitted shall be deemed as non-participation in voting.

5. The Board of Directors shall count the votes and prepare a vote-counting minutes under the supervision of a shareholder who does not hold any management position in the Company. The vote-counting minutes shall include at least the following:

a) Name, head office address, and enterprise registration number of the Company;

b) Purpose and matters subject to written consultation;

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

d) Total votes in favour, against, and abstaining for each matter;

e) Resolutions adopted and corresponding approval ratios;

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

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the accuracy and truthfulness of the vote-counting minutes and shall be jointly liable for any damages arising from decisions adopted based on inaccurate or untruthful vote counting..

6. The vote-counting minutes and resolutions shall be sent to shareholders within fifteen (15) days from the date of completion of vote counting. Such notification may be replaced by publication on the Company’s website within twenty-four (24) hours after completion of vote counting.

7. Completed ballots, vote-counting minutes, adopted resolutions, and related

documents shall be archived at the Company’s head office.

8. A resolution adopted by written opinion shall be valid if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all voting shareholders and shall have the same legal validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

1. The meeting of the General Meeting of Shareholders shall be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. Both versions shall have equal legal validity; however, in case of discrepancies, the Vietnamese version shall prevail:

a) Name, head office address, and enterprise registration number of the Company;

b) Time and place of the General Meeting of Shareholders;

c) Meeting agenda and contents of the meeting;

d) Full name of the chairperson and secretary of the meeting;

e) Summary of the proceedings of the meeting and shareholders’ opinions expressed on each matter included in the agenda;

f) Number of shareholders and total voting rights of attending shareholders; annex of the list of registered attending shareholders and their corresponding number of shares and voting rights;

g) Total number of votes for each voting matter, clearly stating the voting method, total valid votes, invalid votes, votes in favor, against, and abstentions, and the corresponding percentages of total votes of attending shareholders;

h) Matters approved and corresponding approval ratios;

i) Full names and signatures of the chairperson and secretary. Where the chairperson and/or secretary refuse to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and if all required contents are fully included. The minutes shall clearly state the refusal to sign by the chairperson and/or secretary.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson, secretary, or other signatories to the minutes shall be jointly responsible for the truthfulness and accuracy of the minutes.

3. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies between the two versions, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, annexes of the list of attending shareholders with signatures, powers of attorney for attendance, all

documents attached to the minutes (if any), and documents attached to the meeting notice shall be disclosed in accordance with securities disclosure regulations and shall be stored at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of a resolution, minutes of a meeting of the General Meeting of Shareholders, or minutes of vote counting results of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and annul, in whole or in part, a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

VII. THE BOARD OF DIRECTOR

Article 25. Nomination and candidacy for members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review these candidates before voting. A candidate for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed, and must commit to performing duties honestly, prudently, and in the best interests of the Company if elected as a Board member. Information disclosed regarding Board candidates includes:

a) Full name, date, month, and year of birth;

b) Professional qualifications;

c) Work history;

d) Other managerial positions (including Board positions in other companies);

đ) Interests related to the Company and the Company's related parties;

e) Other information (if any) as prescribed in the Company Charter;

g) A listed public company must disclose information on companies where the candidate is currently serving as a Board member or holding other managerial positions, as well as any interests related to such companies (if any)

2. Shareholders or groups of shareholders holding from 10% or more of total ordinary shares are entitled to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders holding ordinary shares may pool their voting rights to nominate Board candidates. A shareholder or group of shareholders holding from 10% to under 20% of total voting shares may nominate one (01) candidate; from 20% to under 30%, up to two (02) candidates; from 30% to under 40%, up to three (03) candidates; from 40% to under

50%, up to four (04) candidates; from 50% to under 60%, up to five (05) candidates; from 60% to under 70%, up to six (06) candidates; from 70% to 80%, up to seven (07) candidates; and from 80% or more, up to eight (08) candidates.

3. In the event that the number of Board candidates nominated and self-nominated is still insufficient to meet the required number as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Governance Regulations, and the Board's Operating Regulations. The introduction of additional candidates by the incumbent Board must be clearly disclosed before the General Meeting of Shareholders votes to elect Board members in accordance with the law.

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

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

1. The number of members of the Board of Directors shall range from three (03) to seven (07) persons.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. An individual shall only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously end their term of office, such members shall continue to act as members of the Board of Directors until new members are elected to replace and assume their duties.

3. The structure of the Board of Directors shall be as follows: at least one-fifth (1/5) of the total number of Board members must be independent members. The number of independent Board members must comply with the following:

a) At least one (01) independent member in case the Company has from three (03) to five (05) Board members; b) At least two (02) independent members in case the Company has from six (06) to eight (08) Board members.

4. A member of the Board of Directors shall cease to hold such position if he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 27. Powers and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide on and exercise the rights and obligations of the Company, except for matters falling under the authority of the

General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter, and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

a) Decide on the Company's development strategy, medium-term plans, and annual business plans;

b) Propose the types of shares and the total number of shares of each type that are permitted to be offered;

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

d) Decide on the offering price of shares and bonds of the Company;

đ) Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within its authority and legal limits;

g) Decide on market development, marketing, and technology solutions;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total assets recorded in the latest financial statements of the Company, and contracts or transactions within the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

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

k) Supervise and direct the General Director and other managers in the day-to-day operation of the Company;

l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and on capital contributions or share purchases in other enterprises;

m) Approve the agenda and documents for the General Meeting of Shareholders, and convene the General Meeting of Shareholders or collect written opinions for adoption of resolutions;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

o) Propose dividend levels; decide on the timing and procedures for dividend payment or handling of business losses;

p) Propose corporate restructuring, dissolution, or request for bankruptcy of the Company;

q) Decide on the issuance of the Board of Directors' operating regulations, internal corporate governance regulations after approval by the General Meeting of Shareholders; decide on the issuance of the Audit Committee's operating regulations under the Board of Directors and the Company's information disclosure regulations;

s) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other relevant laws, and the Company Charter.

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

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

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

2. Members of the Board of Directors are entitled to job-based remuneration and bonuses. Job-based remuneration is calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors shall propose remuneration levels for each member on the basis of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Board member shall be included in the Company's business expenses in accordance with corporate income tax regulations, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or those serving in Board committees or performing other tasks beyond the normal duties of a Board member, may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all reasonable travel, accommodation, meal, and other expenses incurred in the performance of their duties, including expenses incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or Board committees.

6. Members of the Board of Directors may be insured under liability insurance policies after approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of Board members arising from violations of law or the Company Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors is not permitted to concurrently hold the position of General Director.

3. The Chairman of the Board of Directors shall have the following rights and duties:

a) To formulate the working program and plan of the Board of Directors;

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

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

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

đ) To chair the General Meeting of Shareholders;

e) Other rights and duties in accordance with the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the decision on dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and duties of the Chairman in accordance with the principles set out in the Company Charter. If no authorized person is available, or if the Chairman dies, is missing, is temporarily detained, is serving a prison sentence, is subject to compulsory rehabilitation or education measures, absconds, has restricted or lost legal capacity, has difficulties in cognition and behavior control, is prohibited by a court from holding office or practicing, the remaining Board members shall elect one among themselves to act as Chairman by majority vote until a new decision is issued by the Board of Directors.

Article 30. Board of Directors Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of that Board. This meeting shall be convened and chaired by the member who receives the highest number of votes or the highest voting ratio. In case there is more than one member with the highest and equal number of votes or voting ratio, the members shall elect, by majority principle, one among them to convene the Board meeting.

2. The Board of Directors must meet at least once every quarter and may hold

extraordinary meetings when necessary.

3. The Chairman of the Board of Directors shall convene a Board meeting in the following cases:

a) At the request of an independent member of the Board of Directors;

b) At the request of the General Director or at least five (05) other managers;

c) At the request of at least two (02) members of the Board of Directors;

d) Other cases when deemed necessary.

4. The request referred to in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a Board meeting within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting upon request, he/she shall be responsible for any damages incurred by the Company; the requesting party shall have the right to replace the Chairman in convening the Board meeting.

6. The Chairman of the Board of Directors or the person convening the meeting must send the meeting invitation at least five (05) working days before the meeting date. The invitation must specify the time, venue, agenda, and matters to be discussed and decided. The invitation must be accompanied by meeting documents and voting ballots of members.

The invitation may be sent by letter, telephone, fax, electronic means, or other methods as provided in the Company Charter, provided that it is delivered to the registered contact address of each Board member.

7. A Board meeting shall be conducted when at least three-quarters (3/4) of the total members are present. If the first meeting does not meet the required quorum, a second meeting may be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting may proceed if more than half of the Board members attend.

8. A Board member is considered present and voting at a meeting in the following cases:

a) Attending and voting directly at the meeting;

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

c) Participating and voting via online conferencing, electronic voting, or other electronic methods;

d) Sending voting ballots via mail, fax, or email;

đ) Sending votes by other lawful means (if any).

9. Where voting ballots are sent by mail, they must be sealed in an envelope and

delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballots shall only be opened in the presence of all attendees.

10. Members are required to attend all Board meetings. A member may authorize another person to attend and vote on his/her behalf if approved by the majority of Board members.

11. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority (more than 50%) of attending members; in case of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees to be responsible for development policies, personnel matters, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be decided by the Board of Directors, with a minimum of two (02) members, who may be Board members or external members. The operation of subcommittees must comply with the regulations issued by the Board of Directors. A resolution of a subcommittee shall be valid only when it is approved by a majority of attending members at the subcommittee meeting.

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

3. The Audit Committee under the Board of Directors is a subcommittee established and maintained by the Board of Directors in accordance with the Internal Governance Regulations. The establishment, management, and operation of the internal audit committee under the Board of Directors shall comply with the provisions of the Charter and the Internal Governance Regulations of the Company..

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors of the Company shall appoint at least one (01) person in charge of corporate governance to assist with the Company's corporate governance activities. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved audit firm that is conducting the audit of the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a) To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;

b) To prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

c) To advise on meeting procedures;

d) To attend meetings;

dd) To advise on the procedures for preparing resolutions of the Board of Directors in compliance with the provisions of law;

e) To provide financial information, copies of the minutes of meetings of the Board of Directors, and other information to members of the Board of Directors;

g) To supervise and report to the Board of Directors on the Company's information disclosure activities;

h) To act as the liaison with stakeholders;

i) To maintain the confidentiality of information in accordance with the provisions of law and the Company's Charter;

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

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Management Organization

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

Article 34. Executives of the Company

1. The Company's executives include the General Director, Deputy General Directors, and the Chief Accountant appointed by the Board of Directors.

2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in such number and with such qualifications as are appropriate to the Company's organizational structure and management regulations prescribed by the Board of Directors. The Company's executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall receive a salary and bonus. The salary and bonus of the General Director shall be determined by the Board of Directors.

4. The salaries of the executives shall be recorded as operating expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to

the General Meeting of Shareholders at its annual meeting..

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director.

2. The General Director shall manage the day-to-day business operations of the Company; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the performance of the assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and he/she may be reappointed for an unlimited number of terms. The General Director must satisfy the criteria and conditions prescribed in Clause 5, Article 162 of the Law on Enterprises.

4. The General Director shall have the following rights and obligations:

a) To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;

b) To organize the implementation of the resolutions and decisions of the Board of Directors;

c) To organize the implementation of the Company's business plans and investment plans;

d) To propose plans on the organizational structure and internal management regulations of the Company;

dd) To appoint, dismiss, and remove managers of the Company, except for those positions falling within the authority of the Board of Directors;

e) To determine the salaries and other benefits of employees of the Company, including managers whose appointment falls within the authority of the General Director;

g) To recruit employees;

h) To propose plans for dividend distribution or the handling of business losses;

i) To exercise other rights and perform other obligations as prescribed by law, the Company's Charter, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director upon approval by a majority of the voting members of the Board of Directors attending the meeting and appoint a new General Director to replace him/her.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 36. Nomination of Members of the Audit Committee

1. The Chairperson of the Audit Committee and the other members of the Audit Committee shall be nominated by the Board of Directors and must not be executive

officers of the Company.

2. The appointment of the Chairperson of the Audit Committee and the other members of the Audit Committee shall be approved by the Board of Directors at a meeting of the Board of Directors.

Article 37. Composition of the Audit Committee

1. The Audit Committee shall consist of at least two (02) members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.

2. Members of the Audit Committee must possess knowledge of accounting and auditing, have a general understanding of the law and the Company's operations, and must not fall into any of the following cases:

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of an approved audit firm that has conducted the audit of the Company's financial statements during the preceding three (03) consecutive years.

3. The Chairperson of the Audit Committee must hold at least a university degree in one of the following disciplines: economics, finance, accounting, auditing, law, or business administration.

Article 38. Rights and Obligations of the Audit Committee

The Audit Committee shall have the rights and obligations prescribed in Article 161 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

1. To have the right to access documents relating to the Company's operations and to communicate with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers in order to obtain information serving the activities of the Audit Committee.

2. To request representatives of the approved audit firm to attend meetings of the Audit Committee and respond to matters relating to the audited financial statements.

3. To engage external legal, accounting, or other consulting services where necessary.

4. To develop and submit to the Board of Directors policies on risk identification and risk management, and to propose measures to the Board of Directors for handling risks arising from the Company's operations.

5. To prepare written reports to the Board of Directors upon discovering that any member of the Board of Directors, the General Director, or any other manager has failed to fully perform his/her responsibilities as prescribed by the Law on Enterprises and the Company's Charter.

6. To formulate the Charter of Operation of the Audit Committee and submit it to the Board of Directors for approval.

Article 39. Meetings of the Audit Committee

1. The Audit Committee shall meet at least twice each year. Minutes of meetings shall be prepared in a detailed and clear manner and shall be fully maintained. The minute-taker and the members of the Audit Committee attending the meeting shall sign the minutes.

2. The Audit Committee shall adopt its decisions by voting at meetings, by obtaining written opinions, or by other methods prescribed by the Company's Charter or the Charter of Operation of the Audit Committee. Each member of the Audit Committee shall have one vote. A decision of the Audit Committee shall be passed if approved by a majority of the members attending the meeting. In the event of an equality of votes, the final decision shall follow the opinion of the Chairperson of the Audit Committee.

Article 40. Report on the Activities of the Independent Member of the Board of Directors Serving on the Audit Committee at the Annual General Meeting of Shareholders

1. The independent member of the Board of Directors serving on the Audit Committee shall be responsible for reporting on the Audit Committee's activities at the Annual General Meeting of Shareholders.

2. The report on the activities of the independent member of the Board of Directors serving on the Audit Committee at the Annual General Meeting of Shareholders shall include the following contents:

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

b) A summary of the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;

c) Results of the supervision of the Company's financial statements, business operations, and financial condition;

d) An assessment report on transactions between the Company, its subsidiaries, and other companies in which the Company holds more than fifty percent (50%) of the charter capital, on the one hand, and members of the Board of Directors, the General Director, other executive officers of the enterprise, and their related persons, on the other hand; and transactions between the Company and companies in which members of the Board of Directors, the General Director, or other executive officers of the enterprise were founding members or enterprise managers during the three (03) years immediately preceding the time of the transaction;

đ) Results of the assessment of the Company's internal control and risk management systems;

e) Results of the supervision of the Board of Directors, the General Director, and other executive officers of the enterprise;

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

h) Other matters (if any).

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS

Members of the Board of Directors, the General Director, and other executive officers shall perform their rights and duties honestly, prudently, and to the best of their abilities in the best interests of the Company. This obligation includes the performance of their duties as members of committees of the Board of Directors.

Article 41. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, the General Director, and other executive officers shall disclose their related interests in accordance with the Law on Enterprises and other applicable laws and regulations.
2. Members of the Board of Directors, the General Director, other executive officers, and their related persons shall use information obtained by virtue of their positions solely for the benefit of the Company.
3. Members of the Board of Directors, the General Director, and other executive officers shall notify the Board of Directors in writing of any transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, on the one hand, and such persons or their related persons, on the other hand, in accordance with applicable laws. For transactions requiring approval by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose the relevant resolutions in accordance with the laws on securities and information disclosure.
4. A member of the Board of Directors shall not vote on any transaction in which such member or his/her related person has an interest, in accordance with the Law on Enterprises and this Charter.
5. Members of the Board of Directors, the General Director, other executive officers, and their related persons shall not use or disclose to any other person any inside information for the purpose of carrying out related transactions.
6. A transaction between the Company and one or more members of the Board of Directors, the General Director, other executive officers, or individuals or organizations related to such persons shall not be deemed invalid if any of the following conditions is satisfied:

(a) In respect of a transaction with a value equal to or less than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, the material terms of the contract or transaction, together with the relationships and interests of the relevant member of the Board of Directors, the

General Director, or other executive officer, have been reported to the Board of Directors and approved by a majority of the votes of the disinterested members of the Board of Directors.

(b) In respect of a transaction with a value exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, or a transaction that causes the aggregate value of transactions arising within twelve (12) months from the date of the first transaction to reach or exceed thirty-five percent (35%) of such total assets, the material terms of the transaction, together with the relationships and interests of the relevant member of the Board of Directors, the General Director, or other executive officer, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the votes of shareholders having no related interests in the transaction.

Article 42. Liability for Damages and Indemnification

1. Members of the Board of Directors, the General Director, and other executives who breach their fiduciary duties, including the duties of loyalty and due care, or otherwise fail to duly perform their duties and obligations, shall be liable for any loss or damage arising from such breach or failure.

2. The Company shall indemnify any person who is, or has been, or may become, a party to any claim, action, suit or proceeding (including civil and administrative proceedings, but excluding proceedings initiated by the Company as the plaintiff), by reason of the fact that such person is or was a member of the Board of Directors, the General Director, another executive, an employee, or an authorized representative of the Company acting within the scope of his or her authority, provided that such person acted honestly, with due care, in the best interests of the Company, in compliance with applicable laws, and there is no evidence establishing that such person has breached his or her duties or responsibilities.

3. Indemnifiable expenses shall include judgments, fines, amounts paid in settlement, and all reasonable expenses actually incurred in connection with the defense or settlement of such claims, actions, suits or proceedings, including reasonable attorneys' fees, to the extent permitted by applicable law. The Company may procure and maintain insurance for such persons against liabilities arising from the matters set forth above.

XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 43. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:

a) Ordinary shareholders shall have the right to examine, inspect and extract information relating to the names and contact addresses of shareholders included in the list of shareholders entitled to vote; request the correction of their inaccurate information; and examine, inspect, extract or obtain copies of the Company's Charter, the minutes of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders.

b) A shareholder or group of shareholders holding 5% or more of the total ordinary shares shall have the right to examine, inspect and extract the minutes, resolutions and decisions of the Board of Directors, the semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or a group of shareholders requests access to the Company's books and records, such request must be accompanied by the power of attorney granted by the shareholder or group of shareholders represented by such person, or a notarized copy thereof.

3. Members of the Board of Directors, the General Director, and other executives shall have the right to inspect the Company's register of shareholders, the list of shareholders, books and other records of the Company for purposes relating to the performance of their duties, provided that all such information is kept confidential.

4. The Company shall retain this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books, and other documents as required by law at its head office or another location, provided that the shareholders and the Business Registration Authority are notified of the location where such documents are kept.

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

XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

1. The General Director shall prepare and submit to the Board of Directors for approval plans relating to the recruitment and termination of employment of employees, salaries and wages, social insurance, employee benefits, rewards, and disciplinary measures applicable to employees and executives of the Company.

2. The General Director shall prepare and submit to the Board of Directors for approval plans concerning the Company's relationship with trade unions in accordance with best governance standards, practices and policies, the provisions of these Articles of Association, the Company's internal regulations, and applicable laws.

XIII. DISTRIBUTION OF PROFITS

Article 45. Distribution of Profits

1. The General Meeting of Shareholders shall determine the annual dividend rate and the form of dividend payment out of the Company's retained earnings.

2. No interest shall be payable by the Company on any dividend or other amount payable in respect of any class of shares.

3. The Board of Directors may recommend to the General Meeting of Shareholders the payment of all or part of a dividend in the form of shares, and the Board of Directors shall implement such resolution upon its approval by the General Meeting of Shareholders.

4. Where dividends or other amounts payable in respect of any class of shares are paid in cash, such payments shall be made in Vietnam Dong (VND). Payment may be made directly or through banks based on the bank account details provided by the relevant shareholder. Where the Company has remitted payment in accordance with the bank account details duly provided by a shareholder but such shareholder fails to receive the payment, the Company shall not be liable for the amount so remitted. Dividend payments in respect of shares listed or registered for trading on a stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation (VSDC).

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date. As of such record date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends or share dividends, as well as notices and other documents from the Company, as applicable.

6. Any other matters relating to the distribution of profits shall be carried out in accordance with applicable laws.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 46. Bank Accounts

1. The Company shall open bank accounts with banks incorporated in Vietnam or branches of foreign banks duly licensed to operate in Vietnam.

2. Subject to the prior approval of the competent authorities, where necessary, the Company may open bank accounts outside Vietnam in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong (VND) and/or foreign currency accounts maintained with the banks at which the Company has opened such accounts.

Article 47. Financial Year

The financial year of the Company shall commence on 1 January and end on 31 December of each calendar year.

The first financial year of the Company shall commence on the date of issuance of the Enterprise Registration Certificate and end on 31 December of the year in which such Enterprise Registration Certificate is issued.

Article 48. Accounting Regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specific accounting regime promulgated or approved by the competent authorities.
2. The Company shall prepare its accounting books in Vietnamese and maintain accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, updated, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The accounting currency used by the Company shall be Vietnam Dong. In cases where the Company's principal economic transactions are conducted primarily in a foreign currency, the Company may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and shall notify the directly managing tax authority thereof.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS

Article 49. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, and such annual financial statements shall be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements shall include all reports, appendices and notes as required by the laws on enterprise accounting. The annual financial statements shall truthfully and objectively reflect the Company's operational status.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.

Article 50. Annual Report

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

XVI. AUDIT OF THE COMPANY

Article 51. Audit

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

3. The independent auditor who conducts the audit of the Company’s financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to meetings of the General Meeting of Shareholders, and express opinions at such meetings on matters relating to the audit of the Company’s financial statements.

XVII. SEAL OF THE ENTERPRISE

Article 52. Seal of the Enterprise

1. The seal includes seals made at a seal engraving service provider or seals in the form of digital signatures in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and its representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seals in accordance with the provisions of applicable law.

XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

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

a) The expiry of the Company’s operating term as stated in the Company’s Charter without any decision on extension;

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

c) The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;

d) Other cases as prescribed by law.

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

Article 54. Extension of the Operating Term

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiry of the Company’s operating term so that the shareholders may vote on the extension of the Company’s operating term upon the proposal of the Board of Directors.

2. The operating term shall be extended if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders attending the General Meeting of Shareholders.

Article 55. Liquidation

1. At least six (06) months prior to the expiry of the Company's operating term or after a decision on the dissolution of the Company has been made, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members, of which two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to the liquidation shall be given priority for payment by the Company before other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority the date of its establishment and the date on which it commences operations. From such date, the Liquidation Committee shall act on behalf of the Company in all matters relating to the liquidation of the Company before courts and administrative authorities.

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

a) Liquidation expenses;

b) Outstanding salaries, severance allowances, social insurance and other benefits of employees in accordance with collective labour agreements and executed labour contracts;

c) Tax liabilities;

d) Other debts of the Company;

đ) The remaining assets after payment of all debts specified in items (a) to (d) above shall be distributed among the shareholders. Preference shares shall be paid prior to other shares.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 56. Settlement of Internal Disputes

1. In the event of any dispute or claim arising in connection with the Company's operations, the rights and obligations of shareholders as stipulated in the Law on Enterprises, the Company's Charter, other applicable laws, or agreements between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, the General Director, or other executive officers;

The relevant parties shall attempt to resolve such dispute through negotiation and conciliation. Except for disputes relating to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution process and request each party to provide relevant information regarding the dispute within thirty (30) working days from the date on which the dispute arises. In the event that the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, any party may request or appoint an independent expert to act as a mediator for the dispute resolution process.

2. If no conciliation agreement is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to arbitration or a court of competent jurisdiction.

3. The parties shall bear their own costs relating to the negotiation and conciliation procedures. The payment of court fees shall be determined in accordance with the court's judgment or decision.

XX. AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER

Article 57. Company Charter

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

2. In the event that there are legal provisions relating to the Company's operations that have not been addressed in this Charter, or where new legal provisions are inconsistent with the provisions of this Charter, such legal provisions shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter, consisting of twenty-one (21) Sections and fifty-eight (58) Articles, was unanimously adopted by the General Meeting of Shareholders of Dai Thien Loc Joint Stock Company on 30 June 2026 in Ho Chi Minh City, and the entire contents of this Charter were approved to take effect.

2. This Charter is made in ten (10) originals, each having equal legal validity, and shall be kept at the Company's head office.

3. This Charter constitutes the sole and official Charter of the Company.

4. Copies or extracts of the Company's Charter shall be valid when bearing the signature of the Chairperson of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE

M.S.D.N:3700381282-C.T.C.P
CÔNG TY
CỔ PHẦN
ĐẠI THIÊN LỘC
P.BÌNH DƯƠNG-TP.HỒ CHÍ MINH

Nguyễn Thanh Nghĩa