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COMPANY CHARTER

CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY

**(Enacted according to the Resolution of the Annual General Meeting of
Shareholders on April 25, 2025)**

**(Enterprise Registration Certificate No. 0302495140, issued by the Department
of Planning and Investment of HCMC on the fifteenth amendment date of
15/04/2022)**

Ho Chi Minh City, dated April 25, 2025

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INTRODUCTION

This Charter was approved by the Construction Material & Interior Decoration Joint Stock Company according to the valid Resolution of the General Meeting of Shareholders **No. held** on April 25th, 2025.

I. DEFINITIONS

Article 1. Definitions

For the purpose of this Charter, the terms below are construed as follows:

a) *The charter capital is the total par value of the shares that have been sold or registered for purchase upon the establishment of the Joint Stock Company, as stipulated in Article 6 of this Charter;*

b) *The Law on Enterprises means the Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and amended and supplemented by Law No. 03/2022/QH15 on January 11, 2022;*

c) *The Law on Securities means the Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 15, 2017, and amended and supplemented by Law No. 56/2024/QH15 on November 29, 2024;*

d) *Establishment date* means the day on which the Company's first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;

e) *Executives* include the General Director, Deputy General Director, chief accountant designated by Board of Directors;

f) *Managers* include the President of the Board of Directors, members of the Board of Directors, General Director designated by GMS or Board of Directors;

g) *Related persons* are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;

h) *Shareholder* means an individual or organization that owns at least one share of the Company;

i) *Founding shareholder* means a shareholder that holds at least one ordinary share and is included in the Company's list of founding shareholder;

j) *Major shareholder* is defined in Clause 18 Article 4 of the Law on Securities;

k) *The member of the Board of Supervisors* is a Supervisor;

l) *Operating period* is the period specified in Article 2 of this Charter;

m) *Stock Exchanges* include Vietnam Exchange and its subsidiary companies.

n) *VSDC* is Vietnam Securities Depository and Clearing Corporation.

o) *Contact address* is the address registered as the headquarters of an organization; the permanent residence, working place or another address of an individual that is registered as Contact address with an enterprise

p) “Vietnam” refers to the Socialist Republic of Vietnam.

q) “Voting capital” refers to share capital, whereby the shareholder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders..

2. In this Charter, any article or document referred to will include any amendment and supplement or any replacing document of such article or document.

3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

4. Terms or definitions provided in the Law on Enterprises (unless they are inconsistent with the subject or context) shall have the same meaning in this Charter.

II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company

1. Name of the Company:

- Vietnamese name: CÔNG TY CỔ PHẦN VẬT LIỆU XÂY DỰNG VÀ TRANG TRÍ NỘI THẤT THÀNH PHỐ HỒ CHÍ MINH.

- English name: CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY.

- Abbreviated name: CMID.

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

3. Headquarters:

- Headquarters address: 215-217 Tran Hung Dao, Co Giang Ward, District 1, Ho Chi Minh City.

- Phone number: (84) 028 38 368 531 – (84) 028 38 367 969

- Fax: (84) 028 38 369 434
- E-mail: cmidvld@gmail.com
- Website: <https://www.cmid.com.vn>

4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the law.

5. Unless the Company is shut down before the expiration of the period specified in Clause 2 Article 55, the Company's operating period shall be indefinite.

Article 3. Legal representatives of the Company

1. The Company can have a maximum of 02 legal representatives, including President of the Board of Directors and/or General Director. The number and title of legal representatives will be decided by the Board of Directors.

2. The legal representative of the Company is the person that, on behalf of the company, exercises and performs the rights and obligations derived from the company's transactions, acts as the plaintiff, defendant or person with relevant interests and duties before in court, arbitration. Responsibilities of the legal representative are based on Article 13 of the Law on Enterprises, and other rights and obligations prescribed by law.

3. An enterprise shall have at least one legal representative residing in Vietnam. Whenever this representative leaves Vietnam, he/she has to authorize another Vietnamese resident, in writing, to act as the legal representative, in which case the authorizing person is still responsible for the authorized person's performance.

4. In the case the authorizing person has not returned to Vietnam when the letter of authorization expires and does not have any further actions, the authorized person shall continue acting as the company's legal representative until the authorizing person returns or until the Board of Directors designates another legal representative.

5. In the case the legal representative of the Company is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and duties of the legal representative, the Board of Directors appoint another person to be the legal representative of the Company.

III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Targets of the Company

1. The business sectors and activities of the Company include:

No.	Business line	Code
1	Wholesale of computers, peripherals, and software Details: Wholesale of electrical appliances, computers, and components.	4651
2	Wholesale of other household goods Details: Wholesale of sports equipment and supplies (except for firearms and ammunition and crude weapons).	4649
3	Residential construction Details: Civil and industrial construction.	4101
4	Preschool education	8511
5	Production of plastic and synthetic rubber in primary forms Details: Processing of rubber latex (not operating at headquarters).	2013
6	Cultivation of other perennial crops Details: Cultivation of agricultural and forestry plants.	0129
7	Kindergarten education	8512
8	High school education	8523
9	Travel agency Details: Domestic and international tour business.	7911
10	Vocational training Details: Vocational training (not operating at headquarters).	8532

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11	Reservation services and related services for tourism promotion and tours organization Details: Transport services.	7990
12	Wholesale of specialized goods not classified elsewhere Details: Wholesale of rubber latex.	4669
13	Mining of stone, sand, gravel, and clay Details: Sand mining. Clay mining.	0810
14	Other transport support services Details: Passenger transport services under contract.	5229
15	Other telecommunications activities Details: Postal and telecommunications service agencies (excluding Internet access agencies).	6190
16	Manufacture of other wood products; Manufacture of products from bamboo, rattan, straw, and other woven materials Details: Wood processing and manufacturing (not performed at headquarters).	1629
17	Sports club activities Details: Swimming pools, tennis courts.	9312
18	Water extraction, treatment, and supply Details: Groundwater extraction, sand, stone (not extracted at headquarters).	3600
19	Production of other non-metallic mineral products not classified elsewhere Details: Production of building materials.	2399

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20	Specialized design activities Details: Interior decoration and renovation.	7410
21	Land preparation Details: Site leveling for construction projects.	4312
22	Wholesale of solid, liquid, gas fuels and related products Details: Wholesale of petroleum, fuel, and oils (petroleum and gas operations only permitted with required business certification).	4661
23	Automobile and other motor vehicle maintenance and repair Details: Car wash services.	4520
24	Real estate business, ownership, or rental rights of land Details: Housing business. Apartment rental. Warehouse, factory, office leasing. Investment in the development of houses, buildings for sale, lease, or lease purchase. Purchase of houses, buildings for sale, lease, or lease purchase. Lease of houses or buildings for subletting. Investment in land improvement and infrastructure development on leased land for subleasing. Transfer of land use rights, investment in infrastructure for transfer, leasing; leasing land with infrastructure for subleasing.	6810
25	Short-term accommodation services Details: Operation of restaurants and hotels (not operated at headquarters).	5510
26	Wholesale of machinery, equipment, and spare parts Details: Wholesale of agricultural, forestry, and aquatic machinery, equipment, and spare parts.	4659
27	Wholesale of raw agricultural, forestry products (except wood, bamboo, rattan) and live animals Details: Wholesale of agricultural products.	4620

28	Wholesale of food products Details: Wholesale of seafood, cereals, food products, and processed food.	4632
29	Wholesale of materials and other construction installation equipment Details: Wholesale of building materials and timber.	4663 - Chính

2. The main operational objective of the Company is to continuously develop and expand its business activities in the construction materials production, civil construction, land leveling for projects, housing business, apartment rental, office building leasing, acquisition of land use rights, investment in infrastructure projects for transfer or leasing, groundwater, sand, and stone extraction, and other diversified activities. The Company aims to provide services to its customers in order to maximize business value, create stable jobs for employees, increase benefits for the Company in line with market rules, and ensure a harmonious balance of interests between the State, the Company, and the shareholders.

Article 5. Scope of business and operation of the Company

1. The Company may conduct business within the business lines specified in this Charter and changes thereof which have been registered to the business registration authority and published on the National Enterprise Registration Portal.

2. The Company may engage in business activities in other sectors that are legally permitted and approved by the Board of Directors.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is **VND 150,000,000,000** (One hundred fifty billion VND). The total charter capital of the Company is divided into 15,000,000 shares with a par value of VND 10,000 per share.

2. The Company's Charter capital may be changed if approved by the GMS and conformable with regulations of law.

3. The Company's shares on the ratification date of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.

4. The Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.

5. The Company officially operates as a Joint Stock Company under Business Registration Certificate No. 0302495140, issued by the Ho Chi Minh City Department of Planning and Investment, with the 15th amendment on April 15, 2022. In accordance with the provisions of the Law on Enterprises, as of now, the common shares of the founding shareholders have completed the transfer restriction period.

6. Offering shares

Offering shares means the company's increase in charter capital by increasing the quantity of shares, types of authorized shares.

Shares may be offered as follows:

- a) Offering shares to existing shareholders;
- b) Public offering of shares.
- c) Private placement of shares;
- d) Other methods as decided by the General Meeting of Shareholders.

Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the GMS or Law on Securities.

7. The Company may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and the current laws. The common shares repurchased by the Company shall be treasury shares, and the Board of Directors may offer them for sale in ways that comply with the provisions of this Charter, the Securities Law, and related guiding documents.

8. The Company may issues other types of shares as prescribed by law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.

3. The shareholder shall be issued a share certificate within seven (07) days from the date VSDC notifies that it has received a complete application for transfer of share ownership in accordance with the provisions of law or within two (02) months from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another period as prescribed in the Issuance Terms). The shareholder shall not have to pay the Company for the cost of printing the share certificate.

4. In the case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:

a) Information about the lost or damaged share certificate;

b) Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

5. In the case the Company cancels the securities registration at VSDC, the Company shall reissue the stock certificate to the shareholder within thirty (30) days from the effective date of securities registration cancellation as notified by VSDC.

Article 8. Other securities certificates

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

Article 9. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the Law. All share certificates listed or registered on the Stock Exchanges may be transferred in accordance with the regulations of law on securities and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to

increase share capital from equity, right to buy new shares and other benefits prescribed by law.

Article 10. Withdrawal of shares

1. In the case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.

2. The notice shall specify the new deadline (at least seven (07) days from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.

3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.

4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.

5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.

6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or the notice is not successfully sent.

V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE

Article 11. Organizational, Managerial and Supervisory Structure

The organizational, managerial and supervisory structure of the Company comprises:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:
 - a) To attend and express their opinions in the General Meeting of Shareholders meeting and exercise their direct voting rights either or through authorized representatives or another method prescribed by the Company's Charter and law. Each ordinary share has one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to purchase newly issued shares in proportion to each shareholder's holding of ordinary shares;
 - d) To freely transfer shares to others, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws.
 - e) To access, examine and extract information about the names and contact addresses in the list of voting shareholders; request the modification of shareholder's incorrect information. The provision of information in accordance with the procedures is detailed in the Internal Regulations on Corporate Governance;
 - f) To access, examine and extract or copy the Company's Charter, minutes of General Meeting of Shareholders and resolutions of General Meeting of Shareholders. The provision of information in accordance with the procedures is detailed in the Internal Regulations on Corporate Governance;
 - g) When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
 - h) To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
 - i) To receive equal treatment, with each share of the same type conferring equal rights, obligations, and interests. If the Company has preference shares, the rights and obligations associated with these shares must be approved by the GMS and fully disclosed to shareholders.

j) To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;

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

l) Other rights prescribed by law and this Charter.

2. The shareholder or group of shareholders holding at least 05% of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;

b) To access, examine and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, except documents relevant to the Company's trade secrets, Company's business secrets. The provision of information in accordance with the procedures is detailed in the Internal Regulations on Corporate Governance;

c) Request the Board of Supervisors to inspect specific issues relevant to the management and operation of the Company when necessary. Such request must be made in writing, included full name, contact address, nationality, legal documents of individual if the shareholder is individual; name, enterprise/organizational identification number or legal documents of organization, head quarter address if the shareholder is organization; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;

d) Propose inclusion of the issues in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least five (05) working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;

e) Other rights prescribed by law and this Charter.

3. The shareholder or group of shareholders holding at least 10% of the total ordinary shares is entitled to nominate candidates to the Board of Directors, the Board of Supervisors. Candidates shall be nominated as follows:

a) The group of Shareholders that nominate candidates to the Board of Directors and the Board of Supervisors must inform the participating shareholders before the opening of the General Meeting of the Shareholders.

b) Depending on the quantity of members of the Board of Directors and the Board of Supervisors, the Shareholders or groups of Shareholders prescribed in this Clause may nominate one or some candidates in accordance with Article 25 and Article 37 of this Charter. In the case the number of candidates nominated by such Shareholders or groups of Shareholders is smaller than the maximum permissible number of candidates specified in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by Board of Directors, the Board of Supervisors and other shareholders in accordance with Article 25 and Article 37 of this Charter.

Article 13. Obligations of Shareholders

Ordinary shareholders have the following obligations:

1. To fully and punctually pay for the subscribed shares.

2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.

3. To comply with the Company's Charter and Internal Regulations approved by the General Meeting of Shareholders.

4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.

6. To participate in the General Meeting of Shareholders and exercise the right to vote/elect in the following manners:

a) Participating and voting/electing in person at the meeting;

b) Authorizing other organizations and individuals to participate and vote/elect at the meeting;

c) Participating and voting/electing through online meetings, electronic voting or other electronic forms;

d) Sending votes to the meetings via mail, fax or email;

7. To bear personal responsibility when committing any of the following acts in any form in the name of the Company:

a) Violations of law;

b) Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;

c) Paying undue debts while the Company is facing financial risks.

8. Fulfill other obligations prescribed by applicable regulations of law.

Article 14. General Meeting of Shareholders (GMS)

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making competent authority of the Company. The Annual General Meeting of Shareholders shall be organized once every year and must be held within four (04) months from the end of a fiscal year. The Board of Directors may delay the date of conducting the Annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year. The extraordinary General Meeting of Shareholders may be conducted in addition to the annual General Meeting of Shareholders. The location of the General Meeting of Shareholders is where the chairman participates in the meeting and must be within Vietnam's territory.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and choose a suitable location. The Annual General Meeting of Shareholders shall make decisions on issues prescribed by the Law and this Charter. In the case the audit report of the annual financial statement contains unqualified opinions, adverse opinions or disclaimers of opinions, the Company shall invite representatives of the accredited audit organization that audited the financial statements of the Company to participate in the Annual General Meeting of Shareholders. The invited representative of the audit organization has the responsibility to participate in the Annual General Meeting of Shareholders.

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

a) The Board of Directors considers that it is necessary to do for the Company's interests.

b) The remaining number of Board of Directors or Board of Supervisors is smaller than the minimum number prescribed by law;

c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons and purpose for convening such a meeting, and bear signatures of relevant shareholders or the written request may be made into multiple copies with signatures of relevant shareholders;

d) It is requested by the Board of Supervisors;

e) Other cases prescribed by law and this Charter.

4. Convening the Extraordinary General Meeting of Shareholders

a) The Board of Directors must determine the opening of the General Meeting of the Shareholders within 60 days from the day on which the number of members of the Board of Directors, the Board of Supervisors falls below the minimum number mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;

b) In the case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a Clause 4 of this Article, the Board of Supervisors shall convene the General Meeting of Shareholders instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;

c) In the case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article is entitled to request the Company's representatives to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the General Meeting of Shareholders. The costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including accommodation and travel costs.

a) d) The General Meeting of Shareholders shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises.

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

1. The GMS has following rights and obligations:

- a) Approve the Company's development orientations;
- b) Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
- c) Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
- d) Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
- e) Decide revisions to the Company's Charter;
- f) Approve annual financial statements;
- g) Decide repurchase of over 10% of shares of each type;
- h) Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Supervisors if they cause damage to the Company and its shareholders;
- i) Decide re-organization, dissolution of the Company and appointment of liquidators;
- j) Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
- k) Approve The Internal Regulations on Corporate Governance, Regulations on operation of the Board of Directors and the Board of Supervisors;
- l) Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors when necessary;

- m) The quantity of members of the Board of Directors and the Board of Supervisors;
- n) Division, separation, consolidation, merger or conversion of the Company;
- o) Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;
- p) Approve transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
- q) Other issues prescribed by law and this Charter.

2. The annual general meeting of shareholders discusses and approves the following issues:

- a) The company's annual business plan;
- b) The audited annual financial statements;
- c) The report of the Board of Directors on governance and the performance of the Board of Directors and each of its members;
- d) The report of the Board of Supervisors on the company's business results and the performance of the Board of Directors, Director, or General Director;
- e) The self-assessment report on the performance of the Board of Supervisors and the Supervisors;
- f) Dividends of each type of shares;
- g) Other matters within its authority.

3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the General Meeting of Shareholders.

Article 16. Authorizing participation in General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate on their behalf in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises, with specific provisions as follows:

a) Individual shareholders may appoint only one (1) authorized representative to attend the meeting. Once authorization is granted, the shareholder is not permitted to attend the GMS, even In the cases of partial authorization.

b) For organizational shareholders, authorization will be as follows:

- Shareholders holding less than 1% of the total ordinary shares may authorize up to one (01) representative to attend the GMS.
- Shareholders holding from 1% to less than 10% of the total ordinary shares may authorize up to two (02) representatives to attend.
- Shareholders holding 10% or more of the total ordinary shares may authorize up to three (03) representatives to attend.

In the cases where multiple authorized representatives are appointed, the number of shares and corresponding voting rights assigned to each representative must be explicitly specified. If no specific allocation is made, the shares and voting rights will be equally divided among the representatives, with any fractional shares (if applicable) assigned alphabetically by the names of the representatives.

2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall comply with the civil laws and specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures with full names (handwritten), and the seal (if applicable for organizations) of both the authorizing party and the authorized party. The authorized representative must submit the authorization document upon registration for the GMS.

Authorized representatives may delegate their authority to another individual or organization, provided they have written consent from the initial authorizing shareholder. Secondary authorized representatives must present this written consent along with the initial authorization document when attending the GMS. Secondary authorized representatives are not permitted to further delegate their authority.

3. Voting/Election ballots casted the authorized participants within authorization scope shall be effective unless:

a) The authorizing person has passed away, has have limited legal capacity or is incapacitated;

b) The authorizing person has cancelled the authorization;

c) The authorizing person has cancelled the authority of the authorized person;

This Clause does not apply In the case the Company receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is re-convened.

4. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:

a) Attend and vote directly at the meeting.

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

c) Attend and vote via online meetings, electronic voting, or other electronic means.

d) Submit a voting ballot to the meeting via mail, fax, or email.

Article 17. Changes of rights

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the total number of voting ballots of all the Shareholders attending and partipating in voting at the General Meeting of Shareholders. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type In the case of collection of written opinion.

2. A meeting of shareholders holding a type of preference shares for approving change of right as provide in Clause 1 above shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or

their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening, agenda and invitations to the GMS

1. The Board of Directors shall convene annual and extraordinary GMS. The Board of Directors shall convene extraordinary GMS in the cases specified in Clause 3 Article 14 of this Charter.

2. The person who convenes the GMS shall perform the following tasks:

a) Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall disclose the compilation of this list at least twenty (20) days before the book closing date;

b) Prepare the meeting agenda and contents;

c) Prepare meeting documents;

d) Draft the resolution of the GMS according to the meeting contents;

e) Determine the meeting time and location;

f) Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS;

g) Perform other tasks serving the general meeting.

3. The invitations to the GMS shall be sent to all shareholders using a method ensuring delivery to the shareholders' registered contact addresses. It shall also be

published on the Company's website, as well as on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least twenty one (21) days before the opening date of the GMS (from the day on which the invitation is validly sent). The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or published on the Company's website. In the case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents to which the Shareholders are able to access, including:

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

b) The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors (In the case of election);

c) Voting/Election ballots;

d) Draft resolution on each issue mentioned in the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 2 Article 12 of this Charter is entitled to propose inclusion of other issues to the agenda of the GMS. The proposal must be made in writing and sent to the Company at least five (05) working days before the opening date of the GMS. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder, contact address, nationality, identification details such as National Identity Card, Citizen Identification Card, Passport, or legal documents of individual if the shareholder is individual; name, enterprise/organizational identification number or establishment decision number, head quarter address if the shareholder is organization; quantity of shares and type of shares held by such shareholders, and the issue proposed to be included in the meeting agenda.

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:

a) The proposal is sent against the regulations of Clause 4 of this Article;

b) The proposing shareholder or group of shareholders is holding less than 5% of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of this Charter;

c) The proposed issue is outside the authority of the GMS;

d) Other cases prescribed by law and this Charter.

6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

Article 19. Conditions for opening the GMS

1. The GMS shall be carried out when it is participated in by a number of shareholders that represent over 50% of the voting shares of the Company.

2. In the case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% of the voting shares of the Company.

3. In the case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 30 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

Article 20. Procedures for carrying out and voting at the GMS

1. Before opening the GMS , the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:

a) When registering shareholders, the Company provides each shareholder or their authorized representative with a voting card/voting slip/election ballot, which includes the registration number, the name of the shareholder, the name of the authorized

representative, and the number of votes/election ballots for that shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. The vote counting result shall be announced by the chair/Voting Counting Committee right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the GMS at the request of the chair;

b) The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote/elect after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted/elected on before their presence shall remain unchanged.

2. Election of the Chair, Secretary, Delegate Eligibility Check Committee and Voting counting Committee:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the President of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In the case a chair cannot be elected, the Chief Supervisor shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;

b) In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;

c) The chair shall appoint one or some people as secretaries of the meeting; the person who convenes the GMS shall appoint one or some people as Delegate Eligibility Check Committee of the meeting;

d) The GMS shall elect one or some persons to the Voting counting Committee at the request of the chair.

3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.

4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.

a) Arrange seats at the meeting location;

b) Ensure safety of the participants;

c) Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.

6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.

7. The person who convenes the GMS or the chair has the rights to:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

8. The Chairperson is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:

a) The current location does not have adequate convenient seats for all participants;

b) Communications equipment is not sufficient for discussion and voting by participating shareholders;

c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

9. In the case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

10. In the case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

Article 21. Conditions for ratification of resolutions of the GMS

1. Resolutions on the following issues shall be adopted if they receive at least 65% of the total voting shares from all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

a) Types of shares and quantity of each type;

b) Change of business lines;

c) Changes to the Company's organizational structure;

d) Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;

e) Re-organization, dissolution of the Company;

f) Extension of the company's operational duration.

2. A resolution shall be adopted when it receives approval from shareholders holding more than 50% of the total voting shares of all shareholders attending and

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

3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

4. Voting for the election of members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting, where each shareholder has voting rights corresponding to the total number of shares owned, multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders may allocate all or part of their votes to one or several candidates.

Article 22. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders

The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders on all matters subject to the authority of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to solicit shareholders' opinions in writing to approve the resolutions of the General Meeting of Shareholders on the following issues:

- a) Decide revisions to the Company's Charter\
- b) Approve The Internal Regulations on Corporate Governance, Regulations on operation of the Board of Directors and the Board of Supervisors;
- c) Approve the Company's development orientations;
- d) Decide the types of authorized shares and quantity of each type;
- e) Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
- f) Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
- g) Approve annual financial statements;
- h) Decide re-organization, dissolution of the Company
- i) Change of business lines;
- j) Changes to the Company's organizational structure;

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

2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the GMS, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the questionnaires in accordance with Clause 3 Article 18 of this Charter.

3. A questionnaire shall contain the following information:

a) The enterprise's name, headquarters address, identification number;

b) Purposes of the survey;

c) Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;

d) The issues being voted on;

e) Voting options for each issue, including affirmative, negative and abstentions;

f) Election plan (if any);

g) Submission deadline;

h) Full name and signature of the President of the Board of Directors.

4. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:

a) The questionnaire that is sent by mail shall bear the signature of the shareholder that is an individual or signature of the authorized representative of the shareholder that is an organization. The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;

b) Questionnaires that are sent by fax or email must be kept confidential until vote counting time;

c) The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.

5. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Board of Controllers or shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:

a) The enterprise's name, headquarters address, identification number;

b) The purposes and issues voted on;

c) The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;

d) Quantity of affirmative votes, negative votes and abstentions on each issue;

e) Ratified issues and ratio of affirmative votes;

f) Full name and signature of the President of the Board of Directors.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting.

6. The vote counting record and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed.

7. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.

8. A resolution shall be ratified by questionnaire survey if it receive at least 50% affirmative votes from voting shareholders and has the same value as those ratified at the GMS

Article 23. Resolutions and minutes of meetings of the GMS

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a) The enterprise's name, headquarters address, identification number;
- b) Time and location of the GMS;
- c) Agenda and contents of the meeting;
- d) Full names of the chair and secretaries;
- e) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
- f) The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
- g) The total number of voting ballots for each voting issue, specifying the voting method, the total number of valid and invalid votes, votes in favor, votes against, and abstentions; the corresponding percentages of the total voting ballots of the shareholders attending and voting;
- h) The compilation of the number of votes for each candidate (if any);
- i) Ratified issues and ratios of affirmative votes;
- j) Full name and signatures of the chair and secretaries. In the case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it

2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes in Vietnamese and foreign languages have equal legal value. In the case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters.

Article 24. Requesting cancellation of a resolution of the GMS

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the following cases:

1. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 3 Article 21 of this Charter.

2. The contents of the resolution violate regulations of law or this Charter.

In the cases where shareholders or groups of shareholders request the Court or Arbitration to annul the resolution of the General Shareholders' Meeting as provided in Article 151 of the Enterprise Law, that resolution shall remain in effect until the court or arbitration's annulment decision takes effect, except In the cases where a temporary emergency measure is applied according to the decision of the competent authority.

VII. THE BOARD OF DIRECTORS

Article 25. Nomination and self-nomination of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's

website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- a) Full name, date of birth;
- b) Qualifications;
- c) Working experience;
- d) Other managerial positions (including positions in the Board of Directors of other companies);
- e) Interests relevant to the Company and the Company's related parties;
- f) Other information (if any) as prescribed by law.

The company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. The shareholder or group of shareholders holding at least 10% of the total ordinary shares is entitled to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to 20% of the total voting shares have the right to nominate one (01) candidate; from more than 20% to 30%, they can nominate a maximum of two (02) candidates; from more than 30% to 50%, they can nominate up to three (03) candidates; from more than 50% to 65%, they can nominate a maximum of four (04) candidates; and from more than 65%, they can nominate a maximum of five (05) candidates. The nomination process for members of the Board of Directors is detailed in the Internal Corporate Governance Regulations.

3. In the case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on Operation of the Board of Directors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.

4. In the case the number of candidates nominated by the incumbent Board of Directors is still insufficient, the Board of Directors shall declare that the number of candidates for the Board of Directors is inadequate no later than five (5) days before the opening of the General Meeting of Shareholders. The Board of Directors shall facilitate other shareholders to make nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on Operation of the Board of Directors. The incumbent Board of Directors' organization of additional nominations by other shareholders must be declared before the General Meeting of Shareholders votes to elect members to the Board of Directors as prescribed by law.

5. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company's Charter.

Article 26. Term of office and composition of the Board of Directors

1. The Board of Directors consists of five (05) members. The term of office for members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that the terms of all members of the Board of Directors expire simultaneously, they shall continue to serve as members of the Board until new members are elected and take over their duties.

2. Composition of the Board of Directors:

At least one third (1/3) of the members of the Board of Directors of the Company shall be non-executive members. The Company shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.

3. Members of the Board of Directors shall satisfy the standards and conditions:

a) Not one of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) A member of the Board of Directors can be simultaneous the member of the Board of Directors of maximum five (05) other companies.

4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

Members of the Board of Directors shall continue to fully exercise their rights and obligations until the General Shareholders' Meeting approves the dismissal of the Board member, except for the right to attend and vote at Board meetings and the right to receive remuneration, immediately upon the Company's receipt of notification regarding any of the following circumstances:

- A Board member has limited legal capacity or is incapacitated, has difficulty controlling his/her own behaviors.
- A Board member who is facing criminal prosecution, is in temporary detention, is serving a prison sentence, or is undergoing an administrative penalty in a correctional institution or rehabilitation center, is prohibited by the court from holding specific positions or performing certain works.
- The Board of Directors has decided to accept the resignation of a Board member in accordance with Article 9 of The Regulations on operation of the Board of Directors.

5. Information about designation of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.

6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. To be specific:

- a) Decide the strategy, medium-term development and annual business plans of the Company;
- b) Propose types of authorized shares and quantity of each type;
- c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;

- d) Decide selling prices for shares and bonds of the Company;
- e) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- f) Decide investment plans and investment projects that are worth from over 25% to under 35% of the total assets written the Company's latest audited financial statement;
- g) Decide strategies for market development, marketing and technology;
- h) Approve contracts for purchase, sale, lending, borrowing and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, unless contracts and transactions within the jurisdiction of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
- i) Elect, dismiss, discharge the Chairman of the Board of Directors; designate, discharge, conclude and terminate contracts with the General Director and other key managers prescribed by the Company's Charter at the request of the Chairman of the Board of Directors; decide salaries, remunerations, bonuses and other benefits of these managers at the request of the Chairman of the Board of Directors; authorize representatives to participate in the Board of Members or General Meeting of Shareholders of other companies; decide their remunerations and other benefits for these representatives;
- j) Supervise the General Director and other managers operating everyday business of the Company;
- k) Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
- l) Approve the agenda and documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect shareholder' opinions in written for the General Meeting of Shareholders to ratify its resolutions;
- m) Submit audited annual financial statements to the General Meeting of Shareholders;
- n) Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
- o) Propose the remuneration level for the Board of Directors and the Board of Supervisors; select the annual auditing firm

p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

q) Decide to issue the Board of Directors' operational regulations, the internal regulations on corporate governance after they are approved by the General Meeting of Shareholders; regulations on information disclosure of the Company;

r) Require the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its divisions. The managers are required to provide timely, complete, and accurate information and documents as requested by the members of the Board of Directors. The procedures and processes for requesting and providing information are specifically regulated in the Internal Regulations on Corporate Governance.

s) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.

3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the Annual General Meeting of Shareholders.

3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the Annual General Meeting of Shareholders.

4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the General Meeting of Shareholders. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 29. Chairman, Vice Chairman of the Board of Directors

1. The Chairman of the Board of Directors and Vice Chairman shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.

3. Rights and obligations of the Chairman of the Board of Directors:

- a) Formulate operating plans and programs of the Board of Directors;
- b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
- c) Organize the ratification of resolutions and decisions of the Board of Directors;
- d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;
- e) Chair the General Meeting of Shareholders;
- f) Other rights and obligations prescribed by the Law on Enterprises.

4. In the case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within ten (10) days from the resignation or dismissal date.

5. In the case the Chairman of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of. In the case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within seven (07) working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In the case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

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

- a) The meeting is requested by the Board of Supervisors;
- b) The meeting is requested by the General Director or at least five (05) more managers;
- c) The meeting is requested by at least 02 members of the Board of Directors;
- d) Other cases when deemed necessary.

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The Chairman of the Board of Directors shall send invitation of the meeting to the Board of Directors within 07 (seven) working days from the date the Company receives the proposal specified in Clause 3 of this Article and at least 03 (three) working days before the date of the meeting. The Board of Directors meeting shall be held no

later than 10 (ten) working days from the date the Company receives the proposal. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors, the process of convening is similar to that of the Chairman of the Board of Directors convening at the request.

6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least three (03) working days before the meeting. The invitation shall specify the meeting time, location, form, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Supervisors.

Members of the Board of Supervisors are entitled to attend meetings of the Board of Directors; they are entitled to discuss but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In the case the number of participating members is not adequate, the Chairman of the Board of Directors shall send invitation to the second meeting to the members of the Board of Directors within 07 (seven) days from the date of the planned first meeting and at least 03 (three) working days before the date of the meeting. The meeting of the Board of Directors shall be held no later than 10 (ten) days from the date of the planned first meeting. In this case, the meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. The Board of Directors shall approve resolutions and decisions by voting at the meeting, collect opinions in written or other forms prescribed by the Company's Charter. Each member of the Board of Directors has one vote. It is considered that a

member of the Board of Directors has participated in and voted at a meeting when he/she:

- a) Participate and vote in person at the meeting;
- b) Authorize another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d) Send votes by mail, fax or email;
- e) Send votes using other means as prescribed by law (if any).

10. In the case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize other members or another person (who is not the members of the Board of Directors if it is approved by the majority of the members of the Board of Directors) to participate in the meeting and vote.

12. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In the case of a tie, the Chairman of the Board of Directors shall have the casting vote. Note, Members of the Board of Directors are not allowed to vote on transactions that benefit that member or related persons of that member in accordance with the provisions of the Law on Enterprises and Article 43 of the Company's Charter.

Article 31. Subcommittees of the Board of Directors

1. When deeming it necessary, the Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 02 persons that are members of the Board of Directors and external members. Non-executive members of the Board of Directors shall make up a majority of the subcommittee and one of these member shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and Regulations on Operation of the Board of Directors.

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, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of Corporate Governance must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.

3. The person in charge of Corporate Governance has the following rights and obligations:

a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;

b) Prepare for meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c) Provide consultancy on meeting procedures;

d) Participate in the meetings;

e) Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;

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

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

h) Assist in contact between parties with relevant interests;

i) Protect confidentiality of in accordance with regulations of law and the Company's Charter;

j) Other rights and obligations prescribed by law and the Company's Charter.

VIII. THE GENERAL DIRECTOR, OTHER EXECUTIVES AND COMPANY SECRETARY

Article 33. Organization of the management apparatus

The Company's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a General Director, Deputy General Directors and a Chief Accountant designated by the Board of Directors. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

Article 34. The Company's executives

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

2. When requested by the General Director and approved by the Board of Directors, the Company may recruit other executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the Board of Directors. Executives shall assist the Company in achieving its organizational and business objectives.

3. The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.

4. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the Annual General Meeting of Shareholders.

Article 35. Designation, dismissal, rights and obligations of the General Director

1. The Board of Directors shall designate one (01) member of the Board of Directors or hires a person as the General Director.

2. The General Director shall administer the Company's everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.

3. The term of office of the General Director shall not exceed 05 years without term limit. The General Director shall satisfy the requirements prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

a) Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors and the Chairman of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors;

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

d) Propose organizational structure and internal administration regulations of the Company;

e) Recruit, transfer, dismiss, commend and discipline employees, except for managerial positions within the jurisdiction of the Board of Directors and the Chairman of the Board of Directors;

f) Decide the salaries, bonuses and other benefits of the Company's employees, except for managerial positions within the jurisdiction of the Board of Directors and the Chairman of the Board of Directors;

g) Propose dividend payment plan or business loss settlement;

h) The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of their rights and obligations, and shall report to these levels upon request.

i) Other rights and obligations prescribed by law, the Company's Charter, resolutions and decisions of the Board of Directors, decisions of the Chairman of the Board of Directors and labor contract signed with the Company.

5. The Board of Directors may dismiss the General Director if it is approved by the majority of members of the Board of Directors who have the right to vote and participate in the meeting, and designate a new General Director.

Article 36. Company Secretary

Where necessary, the Board of Directors decide to designate one (01) or more company's secretary for a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to current labor laws. The company's secretary has the following rights and obligations:

- a) Assist in convening the General Meeting of Shareholders and meetings of the Board of Directors; takes minutes of the meetings;
- b) Assists members of the Board of Directors in performing their rights and obligations;
- c) Assists the Board of Directors in applying and implementing the business administration rules;
- d) Assist the company in development of shareholder relationship, protection of lawful rights and interests of shareholders; fulfillment of the obligation to provide and disclose information and administrative procedures;
- e) Other rights and obligations prescribed by the Company's Charter, Internal Regulations on Corporate Governance.

IX. THE BOARD OF SUPERVISORS

Article 37. Nomination and self-nomination of members of the Board of Supervisors

1. The nomination and self-nomination of members of the Board of Supervisors shall comply with Clause 1 Article 25 of this Charter. The shareholder or group of shareholders holding from 10% to under 30% of the total voting shares have the right to nominate one (01) candidate; from 30% to under 50% can nominate a maximum of two (02) candidates; and from 50% and above can nominate a maximum of three (03) candidates. The nomination and self-nomination of members of the Board of Supervisors are detailed in Clause 1 Article 70 of the Internal Regulations on Corporate Governance.

2. In the case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Supervisors may nominate more candidates in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on Operation of the Board of Supervisors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Supervisors as prescribed by law.

3. In the case the number of candidates nominated by the incumbent Board of Supervisors is still insufficient, the Board of Supervisors shall declare that the number of candidates for the Board of Supervisors is inadequate no later than five (5) days before the opening of the General Meeting of Shareholders. The Board of Supervisors

shall facilitate other shareholders to make nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on Operation of the Board of Supervisors. The incumbent Board of Supervisors' organization of additional nominations by other shareholders must be declared before the General Meeting of Shareholders votes to elect members to the Board of Supervisors as prescribed by law.

Article 38. Composition of the Board of Supervisors

1. The Board of Supervisors has 3 members . The term of office of members of the Board of Supervisors shall not exceed five (05) years without term limit.

2. Members of the Board of Supervisors shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises and the Company's Charter and shall not:

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

b) Be a member of employee of the independent accredited audit organization that is auditing the Company's financial statements over the last 03 years.

3. A member of the Board of Supervisors will be dismissed in the following cases:

a) No longer fully satisfies the requirements specified in Clause 2 of this Article;

b) Hands in resignation letter which is accepted;

c) Other cases prescribed by law and this Charter.

4. A member of the Board of Supervisors will be discharged in the following cases:

a) Fails to fulfill the assigned tasks and duties;

b) Fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;

c) Commits multiple or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter;

d) Other cases specified in the resolution of the General Meeting of Shareholders.

5. Members of the Board of Supervisors shall continue to fully exercise their rights and obligations until the General Shareholders' Meeting approves the dismissal of the Board member, except for the right to attend and vote at Board meetings and the right

to receive remuneration, immediately upon the Company's receipt of notification regarding any of the following circumstances:

- A Board member has limited legal capacity or is incapacitated, has difficulty controlling his/her own behaviors.
- A Board member who is facing criminal prosecution, is in temporary detention, is serving a prison sentence, or is undergoing an administrative penalty in a correctional institution or rehabilitation center, is prohibited by the court from holding specific positions or performing certain works.
- The Board of Supervisors has decided to accept the resignation of a Board member in accordance with Article 9 of The Regulations on operation of the Board of Directors.

Article 39. Chief Supervisor

1. The Chief Supervisor shall be elected by the Board of Supervisors among its members under the majority rule. More than half of the members of the Board of Supervisors shall be residents of Vietnam. The Chief Supervisor shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.

2. Rights and obligations of the Chief Supervisor:

- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 40. Rights and obligations of the Board of Supervisors

Ngoài các quyền, nghĩa vụ theo quy định tại Điều 170 Luật Doanh nghiệp, Ban kiểm soát có các quyền, nghĩa vụ sau:

In addition to the rights and obligations in Article 170 of the Law on Enterprises, the Board of Supervisors also has the following rights and obligations:

- 1. Submit and request the General Meeting of Shareholders to approve the list of accredited audit organizations, which will audit the Company's financial statements;

choose the accredited audit organization that audits the Company's operation; discharge accredited auditors where necessary.

2. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors.

3. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers.

4. Cooperate with the Board of Directors, the General Director and shareholders.

5. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.

6. Formulate the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for ratification.

7. Submit reports to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

8. Access the Company's documents retained at its headquarters, branches and other locations related to the performance of the assigned tasks of the members of the Board of Supervisors if approved by the Board of Supervisors, and these information are not within the scope of the company's business secrets. The person who is provided with information is responsible for keeping confidential the information provided and using it for the right purposes for the assigned work; enter the working locations of the Company's managers and employees during office hours. The provision of information according to the process is detailed in the Internal Regulation on Corporate Governance.

9. Request the Board of Directors, its members, the General Director and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation. The order and procedures for requesting and providing information are specified in the Internal Regulation on Corporate Governance and the Regulations on Operation of the Board of Supervisors.

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

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Board of Supervisors must be retained in order to attribute responsibility of each member.

2. The Board of Supervisors is entitled to request members of the Board of Directors, the General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

Article 42. Salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors

The salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall comply with the regulations below:

1. Members of the Board of Supervisors shall receive salaries, remunerations, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Supervisors which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating costs of the Board of Supervisors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives shall fulfill their duties as members of subcommittees of the Board of Directors in a truthful and prudent manner to serve the interests of the Company.

Article 43. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons may only use the information obtained from their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers shall send written notices to the Board of Directors and the Board of Supervisors of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

4. Members of the Board of Directors must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

6. Transactions between the Company with one or some members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives and their related persons shall not be invalidated in the following cases:

a) For transactions whose value do not exceed 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;

b) For transactions whose separate value or cumulative value over 12 months from the day the first transaction is conducted exceed 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been disclosed to the shareholders and are approved by the GMS by votes of shareholders without relevant interests.

c) Contracts and transactions that involve borrowing, selling assets that are worth more than 10% of the company's total assets according to the latest financial statement between the company and shareholders that hold at least 51% of the total voting shares or their related persons was disclosed to shareholders and approved by the GMS by votes of shareholders without related interests.

Article 44. Responsibility for loss and compensation

1. Any members of the Board of Directors, members of the Board of Supervisors, the General Director or other executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.

2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, members of the Board of Supervisors, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.

3. Costs of compensation include judgment costs, fines, amounts payable in reality (including lawyer payment) during the settlement of these cases. The Company may purchase insurance for these people in order to avoid this liability.

Article 45. Financial delegation for investment projects.

1. Investment projects or asset sales with a value of less than 20% of the total asset value recorded in the most recent financial statements of the company shall be decided by the General Director.

2. Investment projects or asset sales with a value from 20% to under 25% of the total asset value recorded in the most recent financial statements of the company shall be decided by the Chairman of the Board of Directors.

3. Investment projects or asset sales with a value from 25% to under 35% of the total asset value recorded in the most recent financial statements of the company shall be decided by the Board of Directors collectively.

4. Investment projects or asset sales with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the company must be approved by the General Meeting of Shareholders.

XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY

Article 46. Right to investigate books and records

1. Ordinary shareholders have the rights to access the Company's documents and records:

a) Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, meeting minutes and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders holding from five percent (5%) of the total ordinary shares or more shall have the right to examine, access, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets.

2. In the case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives are entitled to access the Company's shareholder

register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.

4. The Company shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, Regulations and documents proving the ownership of assets, resolutions of the GMS and the Board of Directors, minutes of the GMS and the Board of Directors, reports of the Board of Directors and the Board of Supervisors, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.

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

XII. VIET NAM COMMUNIST PARTY, EMPLOYEES, AND THE TRADE UNION

Article 47. Viet Nam Communist Party, Employees, and the Trade Union

1. The Company respects and provides the best conditions for the activities of the Communist Party, Trade Union, Youth Union, Women's Association, etc., within the company, in accordance with the Constitution and Laws of the Socialist Republic of Vietnam and the regulations of the respective organizations.

2. The General Director shall develop and present to the Board of Directors the "Collective Labor Agreement," which specifies agreements on labor conditions and employment, including labor recruitment, employment contracts, dismissals, wage regulations, bonuses, social insurance, social welfare, rewards, and discipline... for management staff and employees, in compliance with labor laws, related laws, as well as the Company's relations with recognized Trade Union organizations, in accordance with customary standards, best management practices, and the provisions in this Charter, the Company's regulations, and the Law.

XIII. PROFIT DISTRIBUTION

Article 48. Profit distribution

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.

2. As authorized by the General Meeting of Shareholders, the Board of Directors may decide mid-term dividends advances upon considering such advance payment conforms to the Company's profitability.

3. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.

4. The Board of Directors may request the GMS to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.

5. In the case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDC.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.

7. Other issues relevant to profit distribution prescribed by law.

XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING

Article 49. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.

2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of law.

3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

Article 50. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on the thirty-first day of December. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on the thirty-first day of December of the year in which the Enterprise Registration Certificate is issued.

Article 51. Accounting

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.

2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions.

3. The accounting currency shall be VND. If the Company's transactions primarily use a foreign currency, the Company may use it as accounting currency, take legal responsibility and send a notice to its supervisory tax authority..

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 52. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.

Article 53. Annual reports

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

XVI. COMPANY AUDIT

Article 54. Auditing

1. The GMS shall appoint an independent auditing company, or approve the list of independent auditing companies and authorize the Board of Directors to decide to

select one of such companies to conduct the Company audit for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Directors.

2. Audit reports shall be enclosed with the Company's annual financial statements.

3. The representative of the independent auditing company providing audit service to the Company shall be invited to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notifications and other information relating to any meeting of the General Meeting of Shareholders where any Shareholder has the right to receive and also has the right to express his or her opinions at the General Meeting of Shareholders regarding audit-related matters.

XVII. SEAL

Article 55. Seal

1. Seal includes physical seal or seal in the form of digital signatures as prescribed by regulations of law on electronic transactions.

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

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

XVIII. DISSOLUTION OF THE COMPANY

Article 56. Dissolution of the Company

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

a) The dissolution is decided under a resolution or decision of the GMS;

b) The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;

c) Other cases prescribed by law.

2. Dissolution of the Company ahead of schedule shall be decided by the GMS and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

Article 57. Liquidation

1. After a decision on dissolution of the Company is issued, the Board of Directors shall establish a Liquidation Committee, which consists of 03 members, 02 of whom shall be appointed by the GMS and 01 by the Board of Directors from 01 independent audit company. The Liquidation Committee shall formulate its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of the Company.

2. The Liquidation Committee shall inform the business registration authority of its establishment date and commencement date. From that date, the Liquidation Committee shall perform all liquidation tasks on behalf of the Company in the court and administrative authorities.

3. Revenues from the liquidation shall be used in the following order:

a) Liquidation costs;

b) Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;

c) Tax debts;

d) Other debts of the Company;

e) The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

1. In the case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:

a) The shareholders and the Company;

b) The shareholders and the Board of Directors, the Board of Supervisors, the General Director or other executives;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the President of the Board of Directors, the President of the Board of Directors shall preside over the settlement of

disputes and request each party to provide information about their dispute within 30 working days from the occurrence of the dispute. In the case the dispute involves the Board of Directors or the President of the Board of Directors, either party is entitled to request Head of Board of Supervisors to appoint an independent expert as a mediator.

2. In the case the dispute cannot be settled through mediation within six (06) weeks or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.

3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

XX. CHARTER SUPPLEMENT AND AMENDMENT

Article 59. The Company's Charter

1. Revisions to this Charter are subject to approval by the GMS.
2. In the case regulations of law that are relevant to the Company's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company's operation.

XXI. EFFECTIVE DATE

Article 60. Effective date

1. This Charter consists of 21 Sections and 60 Articles, and was duly ratified by the General Meeting of Shareholders (GMS) of Construction Materials & Interior Decoration Joint Stock Company on April 25th, 2025, in Ho Chi Minh City, with full acceptance of the validity of this Charter.
2. This Charter shall be executed in 05 copies, all of which are of equal validity and must be kept at the Company's headquarters.
3. This Charter is the only and official Charter of the Company.
4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or at least half of the total members of the Board of Directors, or the General Director.

Full names and signatures of the legal representatives


Lê Văn Phải
TỔNG GIÁM ĐỐC