



SUBMISSION
On the approval of the Financial Report and Plan
profit sharing 2024

Dear: Annual General Meeting of Shareholders 2025

The Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of the financial statements and profit distribution plan for 2024 :

I. Production and business results

Target	Amount (VND)
1. Net revenue	1,036,420,364,313
2. Total profit before tax	101,676,771,778
+ Profit before tax from production and business activities	83,260,725,954
+ Pre-tax profit from LD capital investment activities	18,416,045,824
3. Total profit after tax	80.882.453.039
+ Profit after tax from production and business activities	66.149.616.380
+ Profit after tax from LD capital investment activities	14,732,836,659
4. Funds, details:	49,897,990,039
a. Development investment fund (equivalent to 30% of net profit)	24,264,735,912
b. Bonus and welfare fund deduction	24,613,254,127
Details of bonus and welfare fund deductions:	
+ Bonus fund deduction (equivalent to 70% of bonus and welfare fund deduction)	17,229,277,889
+ Deduction from welfare fund (equivalent to 30% of the amount deducted from the Reward and Welfare Fund)	7,383,976,238



c. Deduction from the Company Manager's bonus fund	1,020,000,000
5. Profit remaining after fund deductions	30,984,463,000
6. Pre-tax profit margin/revenue	9.81%
<i>In there:</i>	
Profit margin from production and business activities / revenue	8.03%
7. Basic earnings per share (before fund deduction)	1,305 VND/share
Basic earnings per share from operating activities	1,067 VND/share

II. Profit and dividend distribution plan

Target	Amount (VND)
1. Total profit after tax	80.882.453.039
2. Funds (details as above)	49,897,990,039
3. Profit to be distributed as dividends to Shareholders <i>(equivalent to 5% - Resolution of the General Meeting of Shareholders approved is $\geq 2.0\%$; Dividend ratio to be distributed in 2024 is 5%). In which:</i>	30,984,463,000
a. Dividends distributed to the Corporation (shareholders hold 55,823,850 shares) (55,823,850 shares x 500 VND/share = 27,911,925,000 VND)	27,911,925,000
b. Dividends distributed to Bach Dang Shipbuilding Company Limited (holding 4,672,278 shares) (4,672,278 shares x 500 VND/share = 2,336,139,000 VND)	2,336,139,000
c. Dividends distributed to individual employees (holding 1,472,798 shares) (1,472,798 shares x 500 VND/share = 736,399,000 VND)	736,399,000

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III. Explain the reasons for the proposed fund allocation

1. Development investment fund deduction

With a development investment fund of VND 24,264,735,912, the Company is in need of capital to reinvest in projects in 2025 and the following years, specifically the project to build a new shipyard No. 2 with an expected total investment of over VND 100 billion and other projects.

2. Bonus fund deduction

The reward fund is 17,229,277,889 VND. The company will use this fund to reward employees on holidays such as May 28; September 2, etc. to encourage and motivate employees in production and business. The remaining amount will be spent on bonuses during the year and at the end of the year.

3. Welfare fund deduction

Welfare fund deduction is 7,383,976,238 VND, The company will use part of the fund to pay for employee trips and vacations depending on the actual situation, the rest will be spent on social welfare expenses.

4. Deduction from the Company Manager's bonus fund

The Company's manager's reward fund is 1,020,000,000 VND, the source of money for the purpose of rewarding the Company's leaders and managers.

IV. Dividends to be paid to shareholders in 2024

The dividend amount to be distributed to shareholders in 2024 is 30,984,463,000 VND, of which:

1. Shareholder is Shipbuilding Industry Corporation: VND 27,911,925,000
2. Shareholder is Bach Dang Shipbuilding Company Limited: VND 2,336,139,000
3. Shareholders are individuals: 736,399,000 VND.

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF BOARD OF DIRECTORS 
CHAIRMAN


Le Van Hai

Number: 01 / TTr-HĐQT

Hai Phong, 31 / 03 / 2025



SUBMISSION

On approving the audit unit for financial statements in 2025

Dear: Annual General Meeting of Shareholders 2025

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019;

Pursuant to the Charter of Song Cam Shipbuilding Joint Stock Company;

The Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of the 2025 auditing unit.

The auditor of the Semi-annual Financial Statements and the 2024 Financial Statements is MOORE AISC Auditing and Informatics Services Company Limited (MOORE AISC) located at 6th floor, No. 36, Hoa Binh 4 Lane, Minh Khai Street, Minh Khai Ward, Hai Ba Trung District, Hanoi City, Vietnam ;

MOORE AISC Auditing and Informatics Services Company Limited (MOORE AISC) has been approved by the State Securities Commission to audit public interest entities in the securities sector in 2025;

In case MOORE AISC Auditing and Informatics Services Company Limited (MOORE AISC) does not meet the Company's requirements, we respectfully submit to the 2025 Annual General Meeting of Shareholders to authorize the Company's Board of Directors to proactively select another auditing unit that meets all the prescribed criteria and has been approved by the State Securities Commission to audit in 2025 to ensure maximum benefits for the Company.

The Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval./ .

ON BEHALF OF BOARD OF DIRECTORS 
CHAIRMAN



Le Van Hai

Number: 03/TT-HĐQT

Hai Phong, 31 / 03 / 2025

SUBMISSION
On approving remuneration levels
of the Board of Directors and Supervisory Board members in 2025

Dear: Annual General Meeting of Shareholders 2025

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Charter of Song Cam Shipbuilding Joint Stock Company ;

The Board of Directors of Song Cam Shipbuilding Joint Stock Company respectfully submits to the 2025 Annual General Meeting of Shareholders to approve the remuneration of the Board of Directors and the Board of Supervisors in 2025 as follows:

1. Basis for determining the remuneration of the Board of Directors and the Board of Supervisors:

- Number of members of the Board of Directors and Board of Supervisors:
- + Number of Board members: 3 people
- + Number of members of the Board of Supervisors: 3 people
- Company's production and business activities orientation in 2025

2. The Board of Directors' proposal on the application of remuneration levels for the Board of Directors and the Board of Supervisors in 2025 is as follows:

2.1. Members of the Board of Directors and the Board of Supervisors directly participating in the management and operation of the Company are entitled to salaries, allowances, bonuses and other benefits according to the Company's salary regulations;

2.2. For members of the Board of Directors and the Board of Supervisors who hold part-time positions and are not employees of the Company, the proposed remuneration in 2025 is as follows:

- Board of Directors member: VND 3,000,000/month (VND 36 million/year, excluding personal income tax).

- Board of Supervisors member: VND 2,000,000/month (VND 24 million/year, excluding personal income tax).

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN

Recipient:

- As above;
- Board of Directors, Supervisory Board;
- Save TCHC.

Le Van Hai

Number: 04/TTTr-HĐQT

Hai Phong, 31 / 03 / 2025



SUBMISSION
On approval of investment plan for 2025

Dear: Annual General Meeting of Shareholders 2025

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
Pursuant to the Charter of Song Cam Shipbuilding Joint Stock Company;
Based on the Company's production needs;

Based on the forecast of the shipbuilding market demand in the near future and aiming to increase the new building capacity to over 60 construction ships of all types per year as proposed by the Damen Shipbuilding Group - Netherlands. The Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of investment in the following projects:

1. Investment project in 2025:

** Investment in purchasing equipment "Automatic welding robot equipment system"*

- Scale: The automatic welding robot equipment system can operate with products with dimensions of length $\leq 22\text{m}$, width 5.5m and height $\leq 0.55\text{m}$. The welding head has 06 axes operating on axes from axis 1 to axis 6.

- Total investment: 11.5 billion VND.

- Expected disbursement in 2025: 11.5 billion VND.

- Source of capital: Development investment fund.

- Investment time: 2025.

2. Transition projects for 2024:

2.1. Investment in construction of the stadium project and completion of train number 2:

- Project name: Train station and completion No. 2.

- Scale: Area $3,964\text{m}^2$ (length: 82.6m , width: 48m , height 27m).

- Total investment: 116.0 billion VND;

- Source of capital: Owner's equity.



- Investment time: 2024 and 2025.
- Disbursement plan for 2025: 115.69 billion VND.

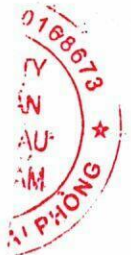
2.2. Investment in purchasing equipment "200T total forklift":

- Project name: Investment in purchasing equipment "01 200T total forklift" to serve the Company's production.
- Scale: Total forklift with lifting capacity of 200T, floor size 14.8m x 5.1m.
- Total investment: 13.4 billion VND.
- Source of capital: Development investment fund
- Investment period: From May 2024 to March 2025.
- Disbursement plan for 2025: 9.44 billion VND.

The Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval./ .

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN


Le Van Hai



Number: 05/TTr-HĐQT

Hai Phong, 31 / 03 / 2025

SUBMISSION

Regarding the cancellation of the status of a public company due to failure to meet the conditions as prescribed by the Securities Law

Dear: Annual General Meeting of Shareholders 2025

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Law No. 56/2019/QH14 dated November 29, 2024;

Pursuant to the Charter of Song Cam Shipbuilding Joint Stock Company;

Pursuant to Point a, Clause 1, Article 32 of Law No. 54/2019/QH14 dated November 26, 2019, stipulating on public companies: *"1. A public company is a joint stock company in one of the following two cases: a) A company with contributed charter capital of VND 30 billion or more and at least 10% of voting shares held by at least 100 investors who are not major shareholders"*.

Pursuant to Point d, Clause 1, Article 11 of Law No. 56/2019/QH14 dated November 29, 2024, it is stipulated that: *"d) A public company whose shares were listed or registered for trading before January 1, 2021 still meets the conditions prescribed in the Securities Law No. 70/2006/QH11, which was amended and supplemented by a number of articles under Law No. 62/2010/QH12, but by January 1, 2026 does not meet the conditions prescribed in Point a, Clause 11, Article 1 of this Law. shall be revoked of public company status according to the provisions of Clause 15, Article 1 of this Law, except in the case where the General Meeting of Shareholders decides to revoke public company status before January 1, 2026"*.

Pursuant to Official Dispatch No. 423/UBCK-GSĐC dated March 21, 2025 of the State Securities Commission on the implementation of Law No. 56/2024/QH15 dated November 29, 2024 for public companies that are equitized State-owned enterprises that have been listed and registered for trading before January 1, 2021;

Based on the list of shareholders of the Company provided by the Vietnam Securities Depository and Clearing Corporation as of March 31, 2025, the number of shareholders who are not major shareholders of the Company is holding 2.38%

of the voting shares, therefore, not meeting the conditions as prescribed in Point a, Clause 1, Article 32 of Law No. 54/2019/QH14 dated November 26, 2019.

Based on the actual situation of the Company and the provisions of current law, the Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of the content of revoking the status of a public company due to failure to meet the conditions prescribed by the Law on Securities.

The Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval./ .

ON BEHALF OF BOARD OF DIRECTORS 
CHAIRMAN



Le Van Hai



Number: 06/TT-HĐQT

Hai Phong, 31 / 03 / 2025

SUBMISSION
On amending the Company's Charter and Regulations

Respectfully submit to: Annual General Meeting of Shareholders 2025

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of provisions on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Based on the actual operation of the Company and the provisions of current laws, the Board of Directors has reviewed the Charter, Internal Regulations on Corporate Governance, Regulations on the operation of the Board of Directors and Regulations on the operation of the Board of Supervisors. Based on the review, the Board of Directors found that a number of provisions of the Charter and the above Regulations need to be amended and supplemented to comply with the provisions of current laws and the requirements in the management and operation of the Company.

The draft Charter, draft Internal Regulations on Corporate Governance, draft Regulations on the Board of Directors' operations and draft Regulations on the Board of Supervisors' operations have been notified to shareholders and publicly posted on the Company's official website from date...../...../2025. (<https://songcam.vn/danh-muc/dai-hoi-co-dong>).

The Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval./ .

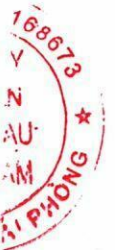
Attached documents:

- Full text of the draft Charter and Appendix to amend the Company Charter.
- Full text of the draft Internal Regulations on Public Administration and appendix amending the Internal Regulations on Public Administration.
- Full text of the draft Regulations on the operation of the Board of Directors and the appendix amending the Regulations on the operation of the Company's Board of Directors .
- Full text of the draft Regulations on the operation of the Board of Control and appendix amending the Regulations on the operation of the Company's Board of Supervisors.

ON BEHALF OF BOARD OF DIRECTORS 
CHAIRMAN



Le Van Hai





SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

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CHARTER

SONG CAM SHIPBUILDING

JOINT STOCK COMPANY

(This Charter is approved by Resolution of the General Meeting of Shareholders No./NQ-ĐHĐCĐ dated2025)

Hai Phong , dated

2025

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INTRODUCTION

This Charter is approved by Resolution of the General Meeting of Shareholders No. /NQ-DHDCĐ dated month year 2025

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms are construed as follows:

- a) *Charter capital* is the total par value of shares sold or registered to be purchased upon establishment of the joint stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) *Enterprise Law* is Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Securities Law* is Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- d) *Vietnam* is the Socialist Republic of Vietnam;
- e) *The date of establishment* is the date on which the Company is first granted the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);
- g) *The business operator* is the General Director, Deputy General Director, Chief Accountant;
- h) *Business manager* is the person who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, and General Director;
- i) *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities ;
- k) *A shareholder* is an individual or organization that owns at least one share of a joint stock company;
- l) *A founding shareholder* is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;
- m) *Major shareholder* is a shareholder specified in Clause 18, Article 4 of the Law on Securities ;
- n) *Term of operation* is the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
- o) *The stock exchange* is the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more other provisions or documents include amendments, supplements or replacement documents.

3. The titles (Sections, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company

1. Company Name

- Company name written in Vietnamese: **CÔNG TY CỔ PHẦN ĐÓNG TÀU SÔNG CẨM**

- Company name written in foreign language: **SONGCAM SHIPBUILDING JOINT STOCK COMPANY**

- Abbreviated Company Name: **SONG CAM SHIP. JSC.,**

2. The Company is a joint stock company with legal status in accordance with current laws of Vietnam.

3. Company's registered office: Ngo Hung residential group, An Hong ward, Hong Bang district, Hai Phong city, Vietnam.

- Head office address: Ngo Hung residential group, An Hong ward, Hong Bang district, Hai Phong city, Vietnam.

- Phone: 0225 3525974;

- Fax: 0225 3525512

- Email: songcamship@songcam.vn

- Website: www.songcam.vn

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

5. Unless terminated before the deadline specified in Clause 2, Article 59, the Company's term of operation is indefinite from the date of establishment.

Article 3. Legal representative of the Company

The Company has one (01) legal representative who is the General Director of the Company. The rights and obligations of the legal representative are implemented in accordance with the provisions of the Enterprise Law, this Charter and the Company's internal regulations.

The legal representative of a company is an individual who represents the enterprise in exercising the rights and obligations arising from the enterprise's transactions, represents the enterprise as a person requesting settlement of civil matters, plaintiff,

defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.

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

Article 4. Company's operational objectives

1. The Company's business lines: Shipbuilding and floating structures (building new ships, equipment and floating vehicles); Building sports and recreational boats and canoes; Manufacturing metal structures; Repairing and maintaining means of transport (except automobiles, motorbikes, motorbikes and other motor vehicles); Installing industrial machinery and equipment; Trading in real estate, land use rights owned, used or leased by the owner, user or lessee; Transporting goods by road; Transporting passengers by road in urban and suburban areas; Other transporting passengers by road; Transporting goods by coast and ocean; Transporting goods by inland waterways; Manufacturing locomotives, trams and carriages.

- Other professions not prohibited by law.

2. The Company's operational objectives: The Company mobilizes and uses capital effectively in developing production and business with the aim of maximizing profits; creating stable jobs for employees; increasing profits for shareholders; contributing to the state budget and developing the company to become stronger and stronger.

Article 5. Scope of business and operations of the Company

The Company is permitted to conduct business activities in the fields specified in this Charter, has registered, notified changes to registration contents to the business registration authority and has announced on the National Business Registration Information Portal .

The Company may conduct business activities in other industries when approved by the Company's General Meeting of Shareholders and permitted by law.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is 619,689,260,000 VND (*In words: Six hundred and nineteen billion, six hundred and eighty-nine million, two hundred and sixty thousand VND*).

- The total charter capital of the Company is divided into: 61,968,926 shares with par value of one share: VND 10,000 /share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are stipulated in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. Song Cam Shipbuilding Joint Stock Company was converted from a State-owned enterprise to a Joint Stock Company, so the Company's founding shareholders are State shareholders.

Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Stock certificates

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. Shares are securities that confirm the legal rights and interests of the owner to a part of the equity capital of the issuing organization. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises .

3. Within 10 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 60 days 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 by the issuance terms), the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay the Company the cost of printing the share certificate.

4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

- a) Information about shares that have been lost, damaged or otherwise destroyed;
- b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law . Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.

2. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued to

increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law.

Article 10. Revocation of shares (in case of business registration)

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and be responsible corresponding to the total par value of the shares registered to purchase for the Company's financial obligations arising from failure to pay in full.

2. The above payment notice must clearly state the new payment period (at least 07 days from the date of sending the notice), the payment location and the notice must clearly state that in case of non-payment as required, the unpaid shares will be revoked.

3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid in case the requirements in the above notice are not implemented.

4. The revoked shares are considered shares that are eligible for sale as prescribed in Clause 3, Article 112 of the Enterprise Law . The Board of Directors may directly or authorize the sale or redistribution under the conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding revoked shares must give up their shareholder status with respect to those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of revocation according to the decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide on compulsory payment of the entire value of shares at the time of revocation.

6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation shall remain effective even in the event of error or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational structure, administration and control

The Company's organizational, management, administration and control structure includes:

1. General meeting of shareholders.

The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Joint Stock Company.

The General Meeting of Shareholders has rights and obligations as prescribed by the Law on Enterprises and the company charter.

2. Board of Directors

The Board of Directors is the company's management body, with full authority to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

The Board of Directors has the rights and obligations as prescribed by the Law on Enterprises, the company charter and the company's internal regulations.

3. Board of Control

The Board of Supervisors has rights and obligations as prescribed by the Law on Enterprises, the charter and internal regulations of the company.

4. General Director.

The Board of Directors shall appoint a member of the Board of Directors or hire another person as General Director.

General Director have rights and obligations according to the provisions of the Enterprise Law, the charter and internal regulations of the company.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' rights

1. Common shareholders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or by remote voting , electronic voting or other forms as prescribed by the Company Charter, Internal Regulations on Corporate Governance, or the law. Each common share has one vote;
- b) Receive dividends at the level decided by the General Meeting of Shareholders;
- c) Priority in purchasing new shares corresponding to the ratio of common shares owned by each shareholder in the Company;
- d) Freely transfer his/her shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- d) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
- e) Review, look up, extract or copy the Company Charter, minutes of the Shareholders' Meeting and Resolutions of the Shareholders' Meeting;
- g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises ;
- i) Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- k) Have full access to periodic and irregular information published by the Company in accordance with the provisions of law;
- l) To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 5% or more of total common shares have the following rights:

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

b) Review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;

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

3. Shareholders or groups of shareholders owning 5 % or more of the total number of common shares have the right to nominate people to the Board of Directors and the Board of Supervisors. Unless otherwise provided in the Company Charter, the nomination of people to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate people for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. Pay in full and on time for the number of shares committed to purchase.

2. The capital contributed in the form of common shares shall not be withdrawn from the Company in any form, except in the case where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in contravention of the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.

3. Comply with the Company's Charter and Internal Management Regulations.

4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:

- a) Attend and vote directly at the meeting;
- b) Authorize other individuals and organizations to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send voting ballots to the meeting via mail, fax, or email;
- d) Send voting ballots by other means as prescribed by the company.

7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:

- a) Violation of the law;
- b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c) Pay off debts that are not due before financial risks to the Company.

8. Fulfill other obligations as prescribed by current laws.

Article 14. General meeting of shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially approving the audited annual financial statements. In case the Audit Report of the

Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing organization is responsible for attending the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises ; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- d. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary meeting of shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board is as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

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

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises;

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises .

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

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Approving the Company's development orientation;
- b) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;

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

d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report .

d) Decision to amend and supplement the Company Charter;

e) Approval of annual financial reports;

g) Decision to buy back more than 10% of total sold shares of each type;

h) Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;

i) Decision to reorganize and dissolve the Company;

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

l) Approve the internal governance regulations; Regulations on the operation of the Board of Directors and the Board of Supervisors;

m) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary ;

n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following issues:

a) The Company's annual business plan;

b) Audited annual financial statements;

c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;

d) Report of the Board of Supervisors on the Company's business results, performance of the Board of Directors and General Director;

d) Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;

e) Dividend level for each share of each type;

g) Number of members of the Board of Directors and Board of Supervisors;

h) Elect, dismiss, remove members of the Board of Directors and members of the Board of Supervisors;

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

k) Approve the list of approved auditing companies; decide on approved auditing companies to conduct audits of the company's operations when deemed necessary;

l) Supplement and amend the Company Charter;

m) Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;

- n) Division, separation, consolidation, merger or conversion of the Company;
- o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- p) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statement .
- q) Decision to buy back more than 10% of total sold shares of each type;
- r) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial report;
- s) Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- t) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Board of Supervisors;
- u) Other issues as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

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

2. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. The person authorized to attend the General Meeting of Shareholders may not re-authorize a third person to attend the General Meeting.

3. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:

- a) The authorized person is dead, has limited civil act capacity or has lost civil act capacity;
- b) The principal has revoked the authorization;
- c) The principal has revoked the authority of the person performing the authorization.

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

Article 17. Change of rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

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

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

Article 18. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the conference program and content;

- c) Prepare documents for the congress;
- d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- d) Determine the time and place of the congress;
- e) Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks serving the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website, the State Securities Commission, and the Hanoi Stock Exchange. The person convening the General Meeting of Shareholders shall send the notice of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Supervisors;
- c) Voting ballot;
- d) Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:

- a) The petition is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be

officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding it as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the attending shareholders.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. At the General Meeting, the cards in favor of the resolution shall be collected first, the cards against the resolution shall be collected later, and finally the total number of votes in favor or against shall be counted to make a decision. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting shall elect persons responsible for counting or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on previously will not change.

2. The election of the chairman, secretary and counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the

remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the meeting chairperson from among the attendees and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting chairman and the person with the highest number of votes shall chair the meeting;

c) The chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the meeting agenda.

4. The chairman of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

a) Seating arrangement at the venue of the General Meeting of Shareholders;

b) Ensure safety for everyone present at meeting locations;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstaining. The vote counting results are announced by the chairman immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.

7. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to submit to inspection or other reasonable, legal security measures;

b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

- a) The meeting location does not have enough convenient seating for all attendees;
- b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
- c) There are people attending the meeting who obstruct or disrupt order, and risk making the meeting not be conducted fairly and legally.

9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. The resolution on the following content shall be passed if it is approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting: agree, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises :

- a) Type of shares and total number of shares of each type;
- b) Change of industry, profession and business field;
- c) Change the Company's management structure;
- d) Investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report ;
- d) Reorganize and dissolve the Company;

2. Resolutions are passed when approved by shareholders holding more than 50% of the total number of votes 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, Article 148 of the Law on Enterprises .

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 22. Authority and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions of shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:

- 1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for

the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion ballot. The requirements and method of sending the opinion ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion form must have the following main contents:

a) Name, head office address, business registration number;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d) Issues requiring consultation to pass a decision;

d) Voting options include approval, disapproval and no opinion on each issue for which opinions are sought;

e) Deadline for returning completed opinion forms to the Company;

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

4. Shareholders may send completed ballots to the Company by mail, fax or email according to the following provisions:

a) In case of sending a letter, the answered opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;

c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms that are not returned are considered as non-voting forms.

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:

a) Name, head office address, business registration number;

b) Purpose and issues to be consulted to pass the resolution;

c) Number of shareholders with total number of votes who participated in the vote, distinguishing between valid and invalid votes and method of sending votes, with an appendix of the list of shareholders participating in the vote;

d) Total number of votes in favor, against and abstentions on each issue;

d) The issue passed and the corresponding percentage of votes passed;

e) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

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 minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

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

7. The returned ballots, vote counting minutes, passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.

8. A resolution is passed by way of obtaining written opinions from shareholders if it is approved by shareholders holding more than 50% of the total votes of all shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of Shareholders' Meeting

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and have the following main contents:

a) Name, head office address, business registration number;

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

c) Meeting agenda and content;

d) Full name of the chairman and secretary;

d) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

e) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of shareholders registered, shareholder representatives attending the meeting with corresponding number of shares and votes;

g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;

h) Issues passed and corresponding percentage of votes passed;

i) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all

other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall apply.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

Article 24. Request to cancel Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

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

2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors of other companies);

- d) Benefits related to the Company and its related parties;
- e) Other information (if any) as prescribed in the Company Charter;

g) Public companies must be responsible for disclosing information about companies in which candidates are holding positions as members of the Board of Directors, other management positions and interests related to the company of candidates for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 5 % or more of total common shares have the right to pool the voting rights of each person together to nominate candidates for the Board of Directors. according to the provisions of the Enterprise Law and the Company Charter .

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises , the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

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

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is 03 people.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work .

3. The composition of the Board of Directors is as follows:

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of Board members are non-executive members. The Company shall limit the number of Board members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall no longer be eligible to be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises .

5. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.

6. Members of the Board of Directors do not necessarily have to be shareholders of the Company .

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Propose the type of shares and the total number of shares of each type that can be offered for sale;
- c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises ;
- e) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on solutions for market development, marketing and technology;
- h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial report, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises ;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of such persons;
- k) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
- m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;

- o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- p) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;
- q) Decision to promulgate the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders, and Regulations on the Company's Information Disclosure;
- s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses they have incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.
6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among the members of the Board of Directors.

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

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Develop programs and plans for the Board of Directors' activities;
- b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- d) Chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Meeting of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.

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

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

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

c) Requested by at least 02 members of the Board of Directors;

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

a) Attend and vote directly at the meeting;

b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;

c) Attend and vote via online conference, electronic voting or other electronic form;

d) Send voting ballots to the meeting via mail, fax, or email;

d) Send voting ballots by other means as prescribed by the company.

10. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when a majority of members attend and vote for it at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on corporate governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company 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 an approved auditing organization that is auditing the Company's financial statements.

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

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

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

c) Advice on meeting procedures;

d) Attend meetings;

d) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;

e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Supervisory Board members;

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

- h) Be the point of contact with stakeholders;
- i) Keep information confidential in accordance with the provisions of law and the Company Charter;
- k) Other rights and obligations as prescribed by law and the Company Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Organization of management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolution or decision of the Board of Directors.

Article 34. Company Executives

1. The Company's executives include the General Director, Deputy General Director, and Chief Accountant .
2. Upon the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and qualifications appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its operational and organizational goals.
3. The General Director is paid salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.
4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as General Director.
2. The General Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company Charter.
4. The General Director has the following rights and obligations:
 - a) Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the Company's business plan and investment plan;

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

d) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;

e) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g) Labor recruitment;

h) Proposing plans to pay dividends or handle business losses;

i) Other rights and obligations as prescribed by law, the Company Charter and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when the majority of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace him.

IX. SUPERVISORY BOARD

Article 36. Candidacy and nomination of members of the Board of Supervisors (Supervisors)

1. The nomination and candidacy of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the provisions of the Company Charter, Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of law.

Article 37. Composition of the Board of Supervisors

1. The number of members of the Company's Board of Supervisors is 03 people. The term of office of a member of the Board of Supervisors shall not exceed 05 years and he/she may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and not fall into the following cases:

a) Work in the accounting and finance department of the Company;

b) Being a member or employee of an independent auditing company that audits the company's financial statements for the previous 3 consecutive years.

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

a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) Have a resignation letter and it is accepted;

4. A member of the Board of Supervisors shall be dismissed in the following cases:

- a) Failure to complete assigned tasks and work;
- b) Failure to exercise one's rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly and seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise .

2. Rights and obligations of the Head of the Board of Supervisors:

- a) Convene the Board of Supervisors meeting;
- b) Request the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;
- c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Board of Supervisors

The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Company's Financial Statements; decide on the approved audit organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.

2. Be responsible to shareholders for its monitoring activities.

3. Monitor the Company's financial situation and compliance with the law in the activities of Board of Directors members, General Director, and other managers.

4. Ensure coordination of activities with the Board of Directors, General Director and shareholders.

5. In case of detecting any violation of the law or the Company Charter by a member of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences.

6. Develop the Board of Supervisors' operating regulations and submit them to the General Meeting of Shareholders for approval.

7. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.

8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company.

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

Article 40. Meeting of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the members attending the meeting. Minutes of the Board of Supervisors meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors and the General Director and representatives of the approved auditing organization shall attend and answer any questions that need clarification.

Article 41. Salary, remuneration, bonus and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Supervisory Board shall be paid for their meals, accommodation, travel, and independent consulting services at reasonable rates. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses according to the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.

X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER MANAGERS

Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 42. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal 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 information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, other companies in which the public company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises and the Company Charter.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives and individuals and organizations related to these subjects are not invalid in the following cases:
 - a) For transactions with a value of less than or equal to 20 % of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;
 - b) For transactions with a value greater than 20 % or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 20 % or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

Article 43. Liability for damage and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.

2. The Company shall indemnify those who have been, are or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, member of the Board of Supervisors, General Director, other executive, employee or representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments (including attorney fees) incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

XI. RIGHT TO SEARCH COMPANY BOOKS AND RECORDS

Article 44. Right to look up books and records

1. Common shareholders have the right to look up books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The company charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNIONS

Article 45. Employees and trade unions

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.

2. The General Director must plan for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividends or payments relating to a class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.

4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares registered for trading at the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

6. Other issues related to profit distribution are carried out in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 47. Bank accounts

1. The Company opens accounts at Vietnamese banks or at foreign bank branches permitted to operate in Vietnam.

2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 48. Fiscal year

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 of each year. Certificate of Business Registration

Article 49. Accounting regime

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime issued and approved by a competent authority.

2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.

3. The Company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that choice before the law and notify the direct tax authority.

XV. FINANCIAL REPORTS, ANNUAL REPORTS AND RESPONSIBILITIES FOR INFORMATION DISCLOSURE

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

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.

2. The annual financial report must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.

3. The Company must prepare and publish audited semi-annual financial reports and quarterly financial reports in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

Article 51. Annual report

The Company must prepare and publish the Annual Report in accordance with the provisions of the law on securities and the stock market.

XVI. COMPANY AUDIT

Article 52. Auditing

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

XVII. BUSINESS SEAL

Article 53. Enterprise seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if any).

3. The Board of Directors and General Director use and manage the seal in accordance with current laws.

XVIII. DISSOLUTION OF COMPANY

Article 54. Dissolution of the company

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

- a) According to the resolution and decision of the General Meeting of Shareholders;
- b) The Certificate of Business Registration is revoked, except in cases where the Law on Tax Administration provides otherwise;
- c) Other cases as prescribed by law.

2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 55. Liquidation

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be paid by the Company prior to other debts of the Company.

2. The Liquidation Board is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

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

- a) Liquidation costs;
- b) Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
- c) Tax debt;

d) Other debts of the Company;

d) The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall have priority in payment.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 56. Resolution of internal disputes

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:

a) Shareholders with the Company;

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

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and shall request each party to present information relating to the dispute within 07 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Directors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within 06 weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may refer the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 57. Company charter

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

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective date

1. This charter consists of 21 sections and 58 articles . unanimously approved by the General Meeting of Shareholders of Song Cam Shipbuilding Joint Stock Company on month year 2025 at Song Cam Shipbuilding Joint Stock Company and jointly approved the full validity of this Charter.

2. This Charter is made in 10 copies, of equal value, and kept at the Company's head office.

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

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors.

**SONG CAM SHIPBUILDING JSC.,
LEGAL REPRESENTATIVE**