

REPORT

"On approval of the distribution plan of 2024 after-tax profit"

To: The 2025 Annual General Meeting of Shareholders

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents for the implementation of Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2020/QH14 dated November 26, 2019 and guiding documents for the implementation of Law on Securities;
- Pursuant to the Charter of VINACONEX 25 JSC approved by the General Meeting of Shareholders;
- Pursuant to the 2024 Consolidated Financial Statements audited by Ernst & Young Vietnam Co., Ltd. dated 17 March 2025,

The Board of Directors of Vinaconex 25 JSC., would like to submit to the General Meeting of Shareholders the distribution plan of 2024 after-tax profit as follows:

1. Pre-tax profit in 2024	:	10.548.507.039 VND
2. Undistributed profits	:	8.463.729.401 VND
<i>In there:</i> Previous year undistributed profits	:	989.516.518 VND
After-tax profit in 2024	:	7.474.212.883 VND
3. Dividend payment of 0% to shareholders	:	0 VND
4. Retained undistributed profits (2-3)	:	8.463.729.401 VND

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

To:

- As above;
- Archives at Admin, Secretariats.

ON BEHALF OF BOARD OF DIRECTORS



NGUYEN XUAN DONG

REPORT

***“On Approval of the plan to pay the salary and remuneration of the Board of Directors,
the Supervisory Board in 2024 and the plan for 2025”***

To: The 2025 Annual General Meeting of Shareholders (GMS)

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents for the implementation of Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2020/QH14 dated November 26, 2019 and guiding documents for the implementation of Law on Securities;
- Pursuant to the Charter of VINACONEX 25 JSC., approved by the GMS,

The Board of Directors of Vinaconex 25 JSC., respectfully submits to the GMS for consideration and approval of the following:

1. Payment of remuneration for members of the Board of Directors (BOD) and Supervisory Board (SB) in 2024:

Approving the remuneration for members of the BOD and SB in 2024 according to the total remuneration approved by the 2024 Annual GMS:

- Chairman : 15.000.000 VND/month
- BOD's Member : 10.000.000 VND/person/month
- Head of the SB : 10.000.000 VND/month
- SB's Member : 5.000.000 VND/person/month

Details in attached Appendix.

The BOD shall direct the General Director to pay remuneration to BOD's members and the SB's member in accordance with the Vinaconex 25 JSC.,'s Charter.

2. Remuneration plan for members of the BOD and SB in 2025:

The Board of Directors proposes a remuneration plan for 2025 as follows:

- Chairman : 15.000.000 VND/month
- BOD's Member : 10.000.000 VND/person/month
- Head of the SB : 10.000.000 VND/month
- SB's Member : 5.000.000 VND/person/month

Respectfully submit to the GMS for consideration and approval of the above.

Sincerely./.

To:

- As mentioned above;
- Supervisory Board (for inf.);
- Archives at Admin, Secretariats.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD ✓



NGUYEN XUAN DONG

**The Remuneration of the Board of Directors,
the Supervisory Board in 2024**

	Full Name	Position	Approved remuneration (Month)	Sum of received remuneration in 2024
1	Nguyen Xuan Dong	Chairman of the Board of Directors	15.000.000	180.000.000
2	Lai Duc Toan	Member of the Board of Directors	10.000.000	120.000.000
3	Nguyen Hai Dang	Member of the Board of Directors	10.000.000	120.000.000
4	Vu Van Manh	Head of the Supervisory Board	10.000.000	120.000.000
5	Tran Thi Kim Oanh	Member of the Supervisory Board	5.000.000	60.000.000
6	Nguyen Ba Hop	Member of the Supervisory Board	5.000.000	60.000.000
	Total			660.000.000



REPORT

“On approval of policy for transactions with parent Vinaconex Corporation and/or member companies within the Vinaconex group/corporation”

To: 2025 Annual General Meeting of Shareholders

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its guiding documents;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its guiding documents;*
- *Pursuant to the Charter of Vinaconex 25 Joint Stock Company approved by the General Meeting of Shareholders;*

Vinaconex 25 Joint Stock Company operates under the Enterprise Registration Certificate No. 4000378261, initially registered on 27 December 2004 and the 16th amendment on 05 December 2023, issued by Da Nang City Department of Planning and Investment, being held 71.12% of the Charter Capital by Vietnam Construction and Import-Export Joint Stock Corporation (“Vinaconex Corporation”). Vinaconex 25 Joint Stock Company operates primarily in construction, construction materials and real estate investment.

Vinaconex 25 JSC., together with Vinaconex Corporation and Vinaconex Corporation's subsidiaries, operate under the Economic Group/Corporation model, are a group of companies that be in a relationship through share ownership, capital contribution, or other affiliations. Under the Economic Group/Corporation model, Vinaconex Corporation plays the role of directing the business production strategy, market development, and brand development of the entire VINACONEX system; Subsidiaries and affiliated companies within the system are divided into specific specialized fields and carry out the business activities according to the Vinaconex Corporation's general strategic direction.

To continue the strengths of operation under the Economic Group/Corporation model and simultaneously ensuring seamless connection with the parent company - Vinaconex Corporation during the Company's business operations, as well as the coordination with the parent company and subsidiaries within the VINACONEX group, the Board of Directors respectfully submits the following contents to the 2025 Annual General Meeting of Shareholders as follows:

1. Approve the future contracts and transactions (in 2025) between Vinaconex 25 JSC., and Vinaconex Corporation and/or subsidiaries/affiliated companies of Vinaconex Corporation (as detailed in Appendix 1 attached) according to the provisions of Article 167 of the Law on Enterprises 2020 and Article 293 of Decree No. 155/2020/ND-CP

dated 31 December 2020 of the Government detailing the implementation of certain articles of the Law on Securities.

2. The General Meeting of Shareholders authorizes the Board of Directors to decide on the specific terms and conditions of the contracts and transactions specified in the above Section 1, including the amending, supplementing, terminating, and replacing those contracts and transactions.

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

Recipients:

- As above;
- File: Office, Secretary.

✓ ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN
CÔNG TY CỔ PHẦN
VINACONEX 25
Q. HẢI CHÂU - TP. ĐÀ NẴNG
NGUYEN XUAN DONG

APPENDIX 1 - LIST OF MEMBER UNITS OF VINACONEX CORPORATION

Item	Names of subsidiaries and affiliated companies	Registered charter capital (VND)	Notes
A	SUBSIDIARIES OF VINACONEX CORPORATION		
1	Vinaconex Construction One Member Company Limited	800.000.000.000	
2	Vinaconex Investment One Member Company Limited	1.500.000.000.000	
3	Hanoi Bohemia Crystal Glass Co., Ltd.	136.973.815.950	Subsidiary of Vinaconex Investment
4	Vinaconex Real Estate Joint Stock Company	440.000.000.000	Subsidiary of Vinaconex Investment
5	Vinaconex Capital One Co., Ltd.	600.000.000.000	
6	Construction No.1 JSC.,	120.000.000.000	
7	Vinaconex Construction No. 17 JSC.,	15.075.836.146	
8	Viwaco Joint Stock Company	320.000.000.000	
9	Vinaconex Dung Quat Joint Stock Company	47.980.430.000	
10	Nedi 2 Joint Stock Company	499.939.607.633	
11	Vinaconex ITC Joint Stock Company	2.100.000.000.000	
12	BOO Sapa Clean Water Joint Stock Company	58.650.000.000	
13	Vinaconex Saigon Joint Stock Company	61.014.930.000	
14	Ly Thai To Education One Member Company Limited	137.568.882.884	
15	Bach Thien Loc Joint Stock Company	500.000.000.000	
16	Construction No. 16 Joint Stock Company	15.000.000.000	
17	Vinaconex No. 27 Joint Stock Company	17.792.770.000	
18	Construction No. 4 Joint Stock Company	3.500.000.000	
19	Other subsidiaries of Vinaconex Joint Stock Corporation (join the Vinaconex group in the future through a new establishment or through a M&A of Vinaconex)		
B	JOINT VENTURE - AFFILIATED COMPANY OF VINACONEX CORPORATION		
20	Construction No. 12 Joint Stock Company	116.360.000.000	
21	Vinaconex Trade Development Joint Stock Company	147.780.000.000	
22	Cam Pha Cement Joint Stock Company	2.000.000.000.000	
23	Hanoi-Bac Giang BOT Investment Joint Stock Company	496.322.400.000	
24	Vietnam Urban Investment and Services Joint Stock Company	160.000.000.000	
25	Vinaconex – Tan Loc Asphalt Concrete Co., Ltd.	25.000.000.000	
26	VIMECO Joint Stock Company	261.341.320.000	
27	Vinaconex Quang Ninh Investment Joint Stock Company	54.364.285.714	
28	Vinaconex M&E Joint Stock Company	100.000.000.000	

REPORT
ON THE AUTHORIZATION OF THE GENERAL MEETING OF SHAREHOLDERS OF
VINACONEX 25 JOINT STOCK COMPANY

To: 2025 Annual General Meeting of Shareholders

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and its guiding documents;
- Law on Securities No. 54/2019/QH14 dated 26/11/2019 and its guiding documents;
- The Charter of Vinaconex 25 Joint Stock Company approved by the General Meeting of Shareholders;
- The Regulations on the Board of Directors' operation approved by the General Meeting of Shareholders;

According to the authorization of the 2024 Annual GMS at the Article 9 of Resolution No. 01/2024/NQ-DHDCD dated 30/03/2024, the Board of Directors would like to report the following contents:

1. The implementation of Project of Construction the Residential Housing in Thien An Urban in Dien Nam Trung and Dien Nam Dong Wards and Project of Construction the Residential Housing in Ngan Cau Urban: are attached.
2. In 2024, under the authorization of the 2024 Annual General Meeting of Shareholders in Article 9 of Resolution No. 01/2024/NQ-DHDCD dated 30/03/2024, The Board of Directors has approved and approved the adjustment of Thien An Project in Decision No. 21QD/2024/VC25-HĐQT dated 11/06/2024.
3. In order to ensure timely the production and business activities in 2025 in accordance with the law, The Board of Directors respectfully submits to the GMS for authorization/assignment to the BOD to decide, approve, adjust project, adjust investment policy approvals, adjust schedules for projects:
 - Project of Construction the Residential Housing in Thien An Urban in Dien Nam Trung and Dien Nam Dong Wards, Dien Ban Town, Quang Nam Province;
 - Project of Construction the Residential Housing in Ngan Cau Urban in Dien Ngoc Ward, Dien Ban Town, Quang Nam Province.

The Board of Directors shall report to the General Meeting of Shareholders on the performance of the authorized tasks at the nearest General Meeting of Shareholders.

Respectfully submitted to GMS for consideration and approval.

To:

- As above;
- Archive.

On behalf of Board of Directors
Chairman

VINACONEX 25

Nguyen Xuan Dong

REPORT

"The implementation of Thien An Project and Ngan Cau Project"

Thien An Urban Area Project and Ngan Cau Urban Area Project were approved by the Annual General Meeting of Shareholders in 2016 under the Resolution of GMS No. 01/2016/NQ-DHDCHD dated 26 March 2016; on the basis of implementing the authorization of the 2024 Annual General Meeting of Shareholders in Resolution No. 01/2024/NQ-DHDCHD dated 30 March 2024, the Board of Directors would like to report on the implementation of the Board of Directors related to the Project as follows:

A. THIEN AN URBAN AREA PROJECT (Thien An Project):**I. Project General Information:**

The Board of Directors approved and issued the Decision No. 21QD/2024/VC25-HDQT dated 11 June 2024 on approving the adjustment of Thien An Project, as follows:

1. **Name of project:** Project of Construction the Residential Housing in Thien An Urban
2. **Location:** Dien Nam Dong Ward, Dien Nam Trung Ward, Dien Ban Town, Quang Nam Province.
3. **Project Scale:**
Total project area: 191.237 m²
In which:
 - Public land : 4,107 m²
 - Commercial and service land: 3,884 m²
 - Residential land: 62,033 m²
 - + Residential land divided into lots: 51,916 m²
 - + Villa Land : 4,897 m²
 - + Resettlement residential land : 5,220 m²
 - Green Park Land: 10,984 m²
 - Land of Faith : 180 m²
 - Traffic land : 73,973 m²
 - Parking Lot Land : 413 m²
 - Replenishment Land: 35,663 m²
4. **Total project investment after adjustment: 542,418,213,000 đồng**
5. **Unit price of exploitation, revenue:** When the project is eligible for exploitation, the Board of Directors will consider and approve the unit price of exploitation in each phase or in whole as a basis for implementation.
6. **Capital for project implementation:** Equity, bank loans, other lawfully mobilized capital.

II. Project implementation status:

- a. **Site clearance:** Total area affected by site clearance: 19.12 ha (including 585 households and 02 organizations).

Approved the compensation, support and resettlement plan with an area of 14.38 hectares. Up to now, it has paid with a total area of 13.19 ha according to the approved plans and paid in advance with an area of 1.05 ha. The remaining shall be continued according to the local planning adjustment project.

b. Legal procedures for construction investment:

Planning adjustment: The project has been approved for partial adjustment of the 1/500 construction detailed planning. Accordingly, The total area is unchanged at 191,237 m²; The project investment scope is 155,574 m²; The area of embellished land is 35,663 m².

The Project has 4 times of land assignment with the area of 12.69 ha/15.56 ha. 88,880,331,298 VND of land use levy has been paid. Adjusting land assignment decisions after adjustment of investment policy approval.

The project is extended until the end of 04/2026.

Acceptance test of technical infrastructure for issuance of land use right certificates: Implementing 02-stage investment phases to carry out procedures for acceptance and issuance of land use right certificate in each stage.

- c. Construction work:** Building on the area of about 14.24ha has been cleared (including the area of compensate payment and area of receiving in advance). Focus on completing technical infrastructure to distribute crushed stone, trees, water supply, and electricity supply within the scope of the site clearance.

III. Project implementation plan:

a. Site Clearance:

- Focus on implementing site clearance work within the scope of planning adjustment.

- b. Carrying out legal procedures for project investment and project construction to ensure conditions for being granted land use right certificates.**

IV. Contents of the project adjustment to be submitted to the GMS to authorize the BOD for approval:

Adjustment of investment projects with the following contents:

- Adjust the basic design and construction drawing design in accordance with the adjustment of the partial planning;
- Adjustment of investment policy approval with the content of 02 phases.

B. NGAN CAU URBAN AREA PROJECT (Ngan Cau Project):

I. Project Information:

1. Project area:

- Total project area : 327,186 m².
- Area for Replenishment: 106,578 m².
- Area for investment : 220,608 m².

2. Total project investment (after tax): 593,960,828,000 VND

In which:

- Construction costs	:	275.527.826.244	đồng
- Cost of compensation for site clearance	:	142.133.953.900	đồng
- Project management costs	:	5.994.618.135	đồng
- Construction investment consultancy costs	:	11.260.725.861	đồng
- Other expenses	:	22.113.610.953	đồng

REPORT

On approving the structure and number of members of Board of Directors, Supervisory Board of the Company for the 2025-2030 term

- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated 17 June 2020 and the guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and the guiding documents;
- Pursuant to the Charter of Vinaconex 25 Joint Stock Company;
- Pursuant to the Internal Regulations on Corporate Governance of Vinaconex 25 Joint Stock Company,

The Company's 2020 Annual General Meeting of Shareholders elected a Board of Directors for the 2020-2025 term consisting of 03 members and the Supervisory Board for the 2020-2025 term with 03 members.

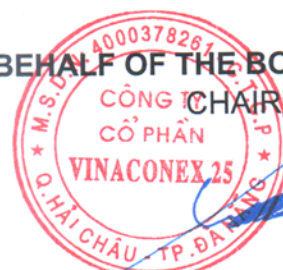
Currently, the Company's production and business activities are stable and under development, and in the coming time, the Company will continue to maintain the organization model to ensure the stability of the enterprise. With a structure and number of 03 BOD members, in which including 01 Independent Director, the BOD has well performed the leadership and satisfied the Company's business tasks. With a structure of 03 members of the Supervisory Board, the Supervisory Board has promoted its independence and performed its duties well. Continuing to maintain the number of BOD members at 03 and the number of Supervisory Board members at 03 is appropriate and meets the requirements and production and business tasks of the Company.

According to the Charter of Vinaconex 25 Joint Stock Company and current legal regulations, the BOD and Supervisory Board will end their term at the 2025 Annual General Meeting of Shareholders. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration:

1. Approve the structure and number of BOD members of Vinaconex 25 Joint Stock Company for the 2025-2030 term: 03 members including 01 expected Independent Director. (For the criteria of independent BOD members, please refer to the Regulations on the Election of BOD and Supervisory Board Members for the 2025-2030 term).
2. Approve the structure and number of members of the Supervisory Board of Vinaconex 25 Joint Stock Company for the 2025-2030 term as follows: 03 members.

Respectfully submitted to the General Meeting of Shareholders for approval.

ON BEHALF OF THE BOARD OF DIRECTORS



NGUYEN XUAN DONG

No: 23 TTr/2025/VC25-HĐQT

Da Nang, 21 March 2025

REPORT

"On approval of amendments to the Company Charter"

To: 2025 Annual General Meeting of Shareholders (GMS)

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its guiding documents;
- Pursuant to the Law amending and supplementing a numbers of articles of the Law on Public Investment, the Law on Public-Private Partnership Investment, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Enforcement of Civil Judgment No. 03/2020/QH15 dated January 11, 2022 ("Law No. 03/2020/QH15");
- Pursuant to the Charter of Vinaconex 25 JSC., approved by the 2021 Annual General Meeting of Shareholders under the Resolution No. 01/NQ/2021/NQ-ĐHĐCĐ dated 04 December 2021;
- Pursuant to the 16th Amended Business Registration Certificate issued by Da Nang Department of Planning and Investment (DPI) on 05 December 2023;
- Pursuant to the Certificate of Business Registration Content Change No. 19902/24 issued by Da Nang Department of Planning and Investment on 04 May 2024;

I. Legal Basis and Content of the Amendments to the 2021 Company Charter:

Implementing the Resolution No. 01/2023/NQ-ĐHĐCĐ dated 29 March 2023 of the Company's 2023 Annual GMS on changing the business lines and the increasing charter capital; The Resolution No. 01/2024/NQ-ĐHĐCĐ dated 30 March 2024 of the Company's 2024 Annual GMS on adding new business lines to meet the business requirements, Company has completed the legal procedures for increasing its charter capital and changing the registered business lines with competent authority as follows:

- On 10 April 2023, the Company has been granted the Certificate No. 19340/23 by Da Nang DPI on the change of business registration content related to the change of Company registered business lines, details as attached.
- On May 12, 2023, the Company has been granted the 16th Amended Business Registration Certificate by Da Nang DPI on changing the charter capital to 240 billion VND, details as attached.
- On 4 May 2024, the Company has been granted the Certificate No. 19902/24 by Da Nang DPI concerning on the change of business registration content related to the change of Company registered business lines as in attachment.

In addition, on 11 January 2022, under the Law No. 03/2020/QH15 dated January 11, 2022 and effectively from 01 March 2022, the Clause 1 and Clause 2 of Article 148 of the Law on Enterprises 2020 were amended and supplemented on conditions to pass the Resolution of the General Meeting of Shareholders.

To state the above changes, the 2021 Company Charter shall be amended in the following:

1. Amend Clause 1, Article 4 of the Charter on the Company's Business Lines to reflect the registered business lines subject to the Certificate of Business Registration Content Change No. 19902/24 dated May 04, 2024 as in attachment.

2. Amend the Clause 1, Article 6 of the Company's Charter on the Charter Capital according to the Charter Capital as stated in the 16th Amended Business Registration Certificate issued by Da Nang DPI on 05 December 2023, as follows:

"Article 6. Charter Capital, Shares, Founding Shareholders

1. The Company's Charter Capital is 240.000.000.000 VND (Two hundred and forty billion Vietnam Dong). The total Charter Capital of the Company is divided into 24.000.000 (twenty-four million) shares with a par value of 10.000 VND (ten thousand dong)/share."

3. Amending the Clause 1 and Clause 2, Article 21 of the Company's Charter on the conditions for the Resolution of the GMS to be approved as follows:

"Article 21. Conditions for the Resolution of the GMS to be approved

*1. The Resolution on the following contents shall be approved if approved by the number of shareholders representing 65% or more of the total voting number of all shareholders **attending and voting** at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:*

- a) Types of shares and the total number of shares of each type;*
- b) Change of the business lines;*
- c) Changing the organizational structure of the company's management;*
- d) The investment project or sale of assets with a value of 35% or more of the total value of assets recorded in the latest financial statements;*
- e) Reorganization and dissolution of the company.*

*2. Resolutions shall be approved if approved by the number of shareholders holding more than 50% of the total voting number 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"*

II. Content submitted to the General Meeting of Shareholders for approval full text of 2025 Company Charter

Pursuant to the above request to amend the Company's 2021 Charter, the Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval the following contents:

- 1. Approve the full text of the Charter of Vinaconex 25 JSC as stated in the Section I;
- 2. Authorize the Legal Representative to sign and promulgate the Company's 2025 Charter after being approved by the General Meeting of Shareholders.

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

Recipients:

- As above;
- File: Office, Secretary Team.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN
VINA CONEX 25
Q. HAI CHAU - TP. DA NANG

NGUYEN XUAN DONG

VINACONEX CORPORATION
VINACONEX 25 JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER

APRIL 2025

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INTRODUCTION

This Charter is adopted pursuant to the Resolution No. 01/2025/NQ-DHDCD of the General Meeting of Shareholders dated 11th April 2025.

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER










Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:
 - a) **"Charter Capital"** means the total par value of shares sold or registered for purchase upon establishment of the enterprise and stipulated in Article 6 of this Charter;
 - b) **"Voting Capital"** means the share capital, whereby the owner has the right to vote on matters within the competence of the General Meeting of Shareholders;
 - c) **"The Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
 - d) **"The Law on Securities "** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;
 - e) **"Establishment Date"** means the date on which Vinaconex 25 Joint Stock Company was first issued the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);
 - f) **"Enterprise Manager"** means the Managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, and other individuals holding management positions appointed by the Company's Board of Directors;
 - g) **"Enterprise Executive"** means the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed by the Company's Charter;
 - h) **"Non-Executive Member of the Board of Directors"** means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed by the Company's Charter;
 - i) **"Independent Directors"** means a member as prescribed in Clause 2, Article 155 of the Law on Enterprises;
 - j) **"Person in charge of Corporate Governance"** means the person with responsibilities and authorities as prescribed in Article 281 of Decree 155/2020/NĐ-CP dated December 31st, 2020 detailing the Implementation of a Number of Articles of the Law on Securities;
 - k) **"Related Person"** means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;
 - l) **"Shareholder"** means an individual or organization owning at least one share of the Company;
 - m) **"Major Shareholder"** means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
 - n) **"Term of Operation"** means the Company's operating duration as prescribed in Article 2 of this Charter;
 - o) **"Vietnam"** means the Socialist Republic of Vietnam.
 - p) **"Company"** means Vinaconex 25 Joint Stock Company.

- q) **"Vinaconex 25"** is the abbreviated name of Vinaconex 25 Joint Stock Company.
2. In this Charter, references to one or more provisions or other documents include any amendments or replacement documents.
3. The headings (chapters, articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices, and Term of Operation of the Company

1. Company Name
 -  In Vietnamese: CÔNG TY CỔ PHẦN VINACONEX 25
 -  In English: VINACONEX 25 JOINT STOCK COMPANY
 -  Abbreviated Name: VINACONEX 25
 -  Stock Code: VCC
2. The Company is a joint-stock company with legal entity status in accordance with current Vietnamese law.
3. Registered Office of the Company:
 -  Head Office Address: 89A Phan Dang Luu Street, Hoa Cuong Nam Ward, Hai Chau District, Vietnam.
 -  Telephone: (0236) 3621632
 -  Fax: (0236) 3621638
 -  Email: info@vinaconex25.com.vn
 -  Website: www.vinaconex25.com.vn
4. The Company may establish branches and representative offices in its business areas to achieve the Company's operational objectives, in accordance with the Board of Directors' decisions and within the permissible scope of the law.
5. Unless terminated prematurely as stipulated in Clause 2, Article 55, the Company's term of operation is indefinite from the date of establishment.

Article 3. Legal Representative of the Company

1. The Company has 01 (one) legal representative, who is the General Director of the Company.
2. The rights and obligations of the legal representative are as stipulated in Article 12 and Article 13 of the Law on Enterprises.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

1. The Company's business lines are:

No.	Industry Name	Industry Code
1	Construction Finishing Works	4330
2	Electrical System Installation	4321
3	Stone Shaping and Finishing (not operating at registered office)	2396
4	Manufacture of Wooden Construction Materials (not operating at registered office)	1622
5	Short-term Accommodation Services Details: Tourist Accommodation Business	5510
6	Production, Distribution of Steam, Hot Water, Air Conditioning and Ice Production Details: Clean Water Exploitation and Business	3530
7	Exploitation of Stone, Sand, Gravel, Clay (not operating at registered office)	0810
8	Landscape Care and Maintenance Services Pest control services	8130
9	Drainage and wastewater treatment	3700
10	Real estate business, land use rights owned, used, or leased Real estate investment and trading (excluding investment in cemetery infrastructure construction for land use right transfer attached to infrastructure as specified in Section A.7, Appendix I, Decree No. 31/2021/ND-CP dated 2021-03-26 of the Government detailing and guiding the implementation of several articles of the Law on Investment).	6810
11	Installation of other building systems Installation of fire alarm, fire prevention, firefighting, and elevator systems	4329
12	Wholesale of other machinery, equipment and parts Wholesale of construction machinery and equipment; Wholesale of electrical machinery, equipment, and materials (generators, electric motors, wires, and other electrical circuit equipment). Trading of fire prevention and fighting vehicles, equipment, and supplies.	4659
13	Road freight transportation	4933
14	Manufacture of clay building materials (not operating at the registered office)	2392
15	Demolition	4311
16	Site preparation (excluding blasting services specified in Section A.10, Appendix I, Decree No. 31/2021/ND-CP dated 2021-03-26 of the Government detailing and guiding the implementation of several articles of the Law on Investment).	4312
17	Manufacture of metal structural components (not operating at the registered office)	2511
18	Wholesale of other construction materials and installation equipment)	4663

No.	Industry Name	Industry Code
19	Cargo handling	5224
20	Warehousing and storage of goods	5210
21	Real estate consulting, brokerage, and auction, land use rights auction Real estate consulting and brokerage	6820
22	Mechanical processing; metal treating and coating (at the construction site)	2592
23	Machinery and equipment repair (no stamping, cutting, pressing, welding, or painting at the registered office)	3312
24	Restaurants and movable food services	5610
25	Beverage serving services (excluding bars)	5630
26	Travel agency (excluding travel services, except for international travel services serving international tourists to Vietnam as specified in Section A.25, Appendix I issued together with Decree No. 31/2021/ND-CP dated March 26 th , 2021 of the Government detailing and guiding the implementation of several articles of the Law on Investment)	7911
27	Motor vehicle rental	7710
28	Manufacture of beds, wardrobes, tables, and chairs (not operating at the registered office)	3100
29	Maintenance and repair of motor vehicles and other motorized vehicles (no stamping, cutting, pressing, welding, or painting at the registered office)	4520
30	Wholesale of other household goods Wholesale of household appliances, lamps and lighting fixtures; Wholesale of beds, wardrobes, tables, chairs and similar furniture	4649
31	Retail sale of hardware, paint, glass, and other installation equipment in specialized stores (cement, bricks, tiles, stone, sand, and gravel are sold separately at the construction site)	4752
32	Other specialized construction activities Relic restoration, pipeline construction and installation for mining	4390
33	Manufacture of concrete, cement and plaster products (not operating at the registered office)	2395
34	Electricity production (excluding operations at headquarters and excluding multi-purpose hydropower and nuclear power of special socio-economic significance as per Section 11- List of goods, services, and geographical areas subject to State monopoly in commercial activities issued together with Decree No. 94/2017/ND-CP dated 2017-08-10 of the Government)	3511
35	Residential building construction	4101
36	Non-residential building construction	4102
37	Railway construction	4211
38	Road construction	4212

No.	Industry Name	Industry Code
39	Electrical works construction (excluding multi-purpose hydropower and nuclear power of special socio-economic significance as per Section 11- List of goods, services, and geographical areas subject to State monopoly in commercial activities issued together with Decree No. 94/2017/ND-CP dated 2017-08-10 of the Government)	4221
40	Water supply and drainage works construction	4222
41	Telecommunications and communication works construction	4223
42	Other public utility construction	4229
43	Hydraulic construction (excluding multi-purpose hydropower and nuclear power of special socio-economic significance as per Section 11- List of goods, services, and geographical areas subject to State monopoly in commercial activities issued together with Decree No. 94/2017/ND-CP dated 2017-08-10 of the Government)	4291
44	Mining construction	4292
45	Processing and manufacturing construction	4293
46	Installation of water supply and drainage systems, heating and air conditioning systems	4322
47	Rental of machinery, equipment and other tangible goods without operator	7730
48	Other civil engineering construction	4299 (main)
49	Industrial cleaning and specialized structures	8129
50	Architectural and related technical activities Details: Master plan design, interior and exterior architecture for civil and industrial construction works, urban planning design; structural design for civil and industrial construction works; design of traffic infrastructure, ground leveling, drainage of construction works; design of water supply and drainage systems for construction works; surveying of construction works; electrical design for civil and industrial works; electromechanical design for civil and industrial works; construction investment consultancy; preparation and appraisal of investment projects (only operating when fully qualified as prescribed by law); bidding consultancy, construction investment project management; supervision of construction and completion of works; supervision of electrical installation and electrical equipment of works; supervision of air conditioning system installation of works. Design consultancy, supervision consultancy on fire prevention and fighting.	7110
51	Other education not elsewhere classified Details: Occupational safety and hygiene training	8559
52	Management consulting activities Details: Project management consulting (excluding legal, financial, and accounting consulting)	7020
53	Other mining not elsewhere classified	0899

No.	Industry Name	Industry Code
	Details: Exploitation of leveling soil, construction soil for road embankment	
54	Other mining support service activities Details: Mineral exploration	0990
55	Other manufacturing not elsewhere classified (except for goods that foreign investors, foreign-invested enterprises are not permitted to implement according to law)	3290
56	Other uncategorized business support service activities (excluding asset recovery services and auction activities)	8299
57	Direct support services for road transportation Details: Support activities related to passenger and freight transport by road; Operation of bus stations and parking lots; Management and operation of traffic on expressways, bridges, and road tunnels; Management of parking lots and road vehicle storage; Other support services related to road transport.	5225
58	Manufacture of other electrical and electronic wires and cables	2732
59	Manufacture of household electrical appliances	2750
60	Manufacture of other electrical equipment Details: Manufacturing and assembling electrical cabinets and panels (not operating at the headquarters)	2790
61	Other specialized wholesale not yet classified	4669
62	Scientific research and technological development in the field of science, engineering and technology	7212
63	Other professional, scientific and technical activities n.e.c.	7490
64	Education support services	8560

2. During the operation, the Company may change the business lines in accordance with the law, after obtaining the approval from the General Meeting of Shareholders. The Company has notified the business registration authority of the change in registration content, and the business registration authority has agreed to add to the enterprise registration dossier and the change has been published on the National Business Registration Portal.
3. The Company must meet all business conditions when engaging in conditional investment business lines as prescribed by law and ensure that these investment business conditions are maintained throughout the course of business operations.
4. Objectives of the Company:

The Company is established to mobilize and utilize capital effectively in developing the registered production and business lines, aiming to maximize profits, increase returns for shareholders, create stable jobs for employees, contribute to the State budget, and develop the Company.

Article 5. Scope of Business and Operations of the Company

The Company is permitted to plan and conduct all business activities in accordance with the Company's business lines published on the National Business Registration Portal and this Charter, in compliance with current legal provisions, and to implement appropriate measures

to achieve the Company's objectives.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Company's charter capital is 240,000,000,000 VND (Two hundred and forty billion Vietnamese Dong). The total charter capital of the Company is divided into 24,000,000 (twenty-four million) shares with a par value of 10,000 VND (ten thousand Dong)/share.
2. The Company may change the charter capital upon resolution of the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of adoption of this Charter include common shares. The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.
5. The name, address, number of shares, and other information about the founding shareholders as prescribed by the Law on Enterprises are specified in Appendix 01 attached. This Appendix is an integral part of this Charter.
6. The common shares must be offered preferentially to existing shareholders in proportion to their common share ownership in the Company, unless otherwise decided by the General Meeting of Shareholders. Unsubscribed shares will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and others on terms no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may purchase the own issued shares in the manners prescribed in this Charter and applicable law. Shares repurchased by the Company are treasury shares, and the Board of Directors may offer them for sale in a manner consistent with the Law on Securities, relevant guiding documents, and the provisions of this Charter.
8. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Share Certificates

1. Shareholders of the Company may be issued share certificates corresponding to the number and type of holding shares.
2. A share is a security that certifies the lawful rights and interests of share holder with respect to a portion of the issuer's share capital. Shares issued by the Company, accounting entries, or electronic data confirm ownership of one or more shares of the Company. Shares must contain all the information prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 20 (twenty) days from the date of submission of a complete share transfer application as prescribed by the Company, or within 2 months (or another period as specified in the issuance terms) from the date of full payment for the shares as prescribed in the Company's share issuance plan, the shareholder may be issued a share certificate. The shareholder shall not be charged by the Company for the cost of printing the share certificate.
4. In case a share certificate is lost, destroyed, or damaged, the shareholder may request a new share certificate. The shareholder's request must include the following information:
 - a) Information about the lost, damaged, or otherwise destroyed share certificate;

- b) Commitment to be responsible for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other Securities Certificates

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

Article 9. Share Transfer

1. All shares are freely transferable unless otherwise provided by this Charter and applicable law. Listed shares registered for trading on the Stock Exchange are transferred in accordance with the provisions of law on securities and the securities market.
2. Partially paid shares cannot be transferred and do not enjoy associated rights such as the right to receive dividends, the right to receive shares issued to increase charter capital from owner's equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Share Recall

1. In the event a shareholder fails to fully and timely pay the amount due for share purchases, the Board of Directors shall notify and has the right to request such shareholder to pay the remaining amount and bear responsibility corresponding to the total par value of the registered shares for the Company's financial obligations arising from the incomplete payment.
2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of notification), the payment location, and must clearly state that in case of failure to pay as requested, the unpaid shares will be recalled.
3. The Board of Directors has the right to recall shares that have not been fully and timely paid in the event the requests in the aforementioned notice are not fulfilled.
4. Recalled shares are considered shares eligible for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under conditions and methods deemed appropriate by the Board of Directors.
5. Shareholders holding recalled shares must relinquish their shareholder status with respect to those shares, but remain liable corresponding to the total par value of the registered shares for the Company's financial obligations arising at the time of recall as decided by the Board of Directors, from the recall date until the payment date. The Board of Directors has full authority to decide on the enforcement of payment for the entire share value at the time of recall.
6. The recall notice shall be sent to the holder of the recalled shares prior to the recall time. The recall remains effective even in cases of errors or negligence in sending the notice.

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 11. Organizational Structure, Management, and Control

The Company's management, administration, and control structure is selected according to the provisions of Point a, Clause 1, Article 137 of the Law on Enterprises, including:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;

4. General Director.

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholder Rights

1. Common shareholders have the following rights:
 - a) Attend and give opinions at General Meeting of Shareholders meetings and exercise voting rights directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each common share has one vote;
 - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) Pre-emptive right to purchase new shares offered in proportion to the common shares they own in the Company;
 - d) Freely transfer their shares to others, except in cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - e) Review, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;
 - f) Review, search, excerpt, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, receive a portion of the remaining assets corresponding to the percentage of shares held in the Company;
 - h) Request the Company to repurchase their shares in the cases specified in Article 132 of the Law on Enterprises;
 - i) Be treated equally. Each share of the same class grants the shareholder equal rights, obligations, and benefits. In the event the Company has preferred shares, the rights and obligations attached to the preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
 - j) Have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;
 - k) Have their legitimate rights and interests protected; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - l) Other rights as prescribed by law and this Charter.
2. A shareholder or group of shareholders holding at least 5% of the total common shares has the following rights:
 - a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) Review, search, and excerpt the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to approval by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;
 - c) Request the Supervisory Board to inspect the specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and

- include the following information: full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise code, or legal document number, head office address for institutional shareholders; number of shares and registration time of each shareholder, total number of shares of the entire shareholder group, and percentage of ownership in the total shares of the Company; issues to be inspected, purpose of inspection;
- d) Propose the issues for inclusion in the agenda of the General Meeting of Shareholders. The proposals must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the meeting agenda;
 - e) Other rights as prescribed by law and this Charter.
3. A shareholder or group of shareholders owning at least 10% of the total common shares has the right to nominate persons to the Board of Directors and the Supervisory Board. The nomination of persons to the Board of Directors and the Supervisory Board is carried out as follows:
- a) Common shareholders forming a group to nominate persons to the Board of Directors and the Supervisory Board must notify the attending shareholders 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 more persons as candidates for the Board of Directors and the Supervisory Board, as decided by the General Meeting of Shareholders. In the event the number of candidates nominated by the shareholder or shareholder group is less 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 Shareholder

Ordinary shareholders have the following obligations:

- 1. Pay in full and on time the number of shares committed to purchase.
- 2. Not withdraw the capital contributed by common shares from the Company in any form, except in cases where the Company or another person re-purchases the shares. In the event that a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, that shareholder and related persons in the Company shall be jointly liable for the debts and other property obligations of the Company within the scope of the value of the withdrawn shares and any damages incurred.
- 3. Comply with the Company Charter and the Company's 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 as prescribed in the Company Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; strictly prohibited from disseminating or copying, sending information provided by the Company to other organizations and 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 or organizations to attend and vote at the meeting;
 - c) Attend and vote via online conference, electronic voting, or other electronic means;
 - d) Send ballots to the meeting via mail, fax, or email;
 - e) Send ballots by other means as prescribed in the Company Charter.
7. Be personally liable when acting on behalf of the Company in any form to perform one of the following acts:
- a) Violate the law;
 - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Pay debts that are not yet due before financial risks to the Company.
8. Fulfill other obligations as prescribed by applicable law.

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 shall meet annually within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders where necessary, but not exceeding six (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 location of the General Meeting of Shareholders is determined as the place where the presiding officer attends the meeting and must be within the territory of 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 as prescribed by law and the Company Charter, especially approving the audited annual financial statements. In the event that the audit report of the Company's annual financial statements has material exceptions, adverse or disclaimer audit opinions, the Company must invite a representative of the approved audit organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved audit organization is responsible for attending the Company's annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) The Board of Directors considers the necessity for the Company's benefit.
 - b) The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number prescribed by law.
 - c) As per the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 12 of this Charter; the request to convene the General Meeting of Shareholders must be in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and gather enough signatures of the relevant shareholders.

- d) As per the request of the Supervisory Board.
- e) Other cases as prescribed by law and this Charter.
- 4. Convening an Extraordinary General Meeting of Shareholders
 - a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or the Supervisory Board is as prescribed in Point b, Clause 3 of this Article, or from the date of receiving the request as 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 Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprise.
 - c) In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
 - a) Ratify the orientation for development of the company;
 - b) Decide the types of authorized shares and quantity of each type; decide the annual dividends of each type of shares;
 - c) Elect, dismiss members of the Board of Directors and Supervisory Board;
 - d) Decide investment in or sale of assets that are worth at least 35% of the total assets written in the latest financial statement;
 - e) Decide revisions to the company's charter;
 - f) Ratify annual financial statements;
 - g) Decide repurchase of more than 10% of total sold shares of each type;
 - h) Take actions against violations committed by members of the Board of Directors and Supervisory Board that cause damage the company and its shareholders;
 - i) Decide reorganization or dissolution of the company;
 - j) Decide the budget or total salaries, bonuses and other benefits of the Board of Directors and the Supervisory Board;

- k) Approve the rules and regulations of the company, the Board of Directors and the Supervisory Board;
 - l) Approve the list of independent audit companies; choose independent audit companies carry out audit of the company; dismiss independent audits where necessary;
 - m) Other rights and obligations prescribed by Law and the company's charter.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The Company's annual business plan;
 - b) Audited annual financial statements;
 - c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
 - d) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;
 - e) Self-assessment report on the performance of the Supervisory Board and its members;
 - f) Dividend rate for each share of each type;
 - g) Number of members of the Board of Directors and the Supervisory Board;
 - h) Elect, dismiss, and remove the members of the Board of Directors and members of the Supervisory Board;
 - i) Decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j) Approve the list of approved audit firms; decide on the approved audit firm to conduct the audit of the Company's operations when deemed necessary;
 - k) Supplement and amend the Company's Charter;
 - l) Type of shares and number of new shares to be issued for each type of share and the transfer of shares of founding members within the first 03 years from the date of establishment;
 - m) Divide, split, consolidate, merge, or convert the Company;
 - n) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - o) Decide to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - p) Decide to buy back more than 10% of the total number of shares sold of each type;
 - q) The Company signs the contracts and transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total assets recorded in the most recent financial statements;
 - r) Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of the certain articles of the Law on Securities;
 - s) Approve the Company's internal regulations on corporate governance, the Board of Directors' operating regulations, and the Supervisory Board's operating regulations;
 - t) Other matters as prescribed by law and this Charter.
3. The Annual General Meeting of Shareholders shall discuss and approve the following

matters:

- a) The Company's annual business plan;
 - b) 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 Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;
 - e) Self-assessment report on the performance of the Supervisory Board and the Supervisor;
 - f) Dividend rate for each share of each type;
 - g) Other matters within its competence.
4. All resolutions and matters 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, or authorized representatives of shareholders those who are organizations, may attend the meetings directly, authorize one or more individuals or organizations to attend, or participate through the methods stipulated in Clause 3, Article 144 of the Law on Enterprises.
2. Authorization for a representative to attend the General Meeting of Shareholders must be in writing, following the Company's template, and include the following: name of authorizing shareholder, name of authorized individual or organization, number of shares authorized, content of authorization, scope of authorization, authorization period, signatures of authorizing and authorized parties, and seals (if the authorizing or authorized party is an organization with a seal).

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document upon the registration. In cases of re-authorization, the attendees must also present the original authorization document from the shareholder or the authorized representative of the shareholder organization (if not previously registered with the Company).

3. Votes cast by the authorized attendees within their authorized scope remain valid in the following circumstances:
 - a) The authorizing party has died, has limited civil capacity, or has lost civil capacity.
 - b) The authorizing party has revoked the authorization.
 - c) The authorizing party has revoked the authority of the person who granted the authorization.

If the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the reconvening of the meeting, this provision does not apply.

Article 17. Amendment of Rights

1. The changes or cancellations of special rights attached to a class of preferred shares are effective when approved by shareholders representing at least 65% of the total votes of all shareholders present at the meeting. Resolutions of the General Meeting of Shareholders that adversely affect the rights and obligations of preferred shareholders are only passed if approved by preferred shareholders of the same class representing at least 75% of the total

- preferred shares of that class present at the meeting, or if approved in writing by preferred shareholders of the same class representing at least 75% of the total preferred shares of that class.
2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned changes to rights is only valid with a minimum of two shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. If the required number of representatives is not satisfied, the meeting is reconvened within 30 days, and those holding shares of that class (regardless of the number of individuals or shares) present in person or through authorized representatives are considered to meet the quorum. At such meetings of preferred shareholders, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.
 3. The procedures for such separate meetings are conducted in accordance with the provisions of Articles 19, 20, and 21 of these Articles of Association.
 4. Unless otherwise stipulated in the share issuance terms, special rights attached to preferred shares regarding profit or asset distribution are not affected when the Company issues additional shares of the same class.

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

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must carry out the following tasks:
 - a) Prepare the list of shareholders eligible to participate and vote at the Company's General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than ten (10) days before the date of sending the notice of the General Meeting of Shareholders. The Company must publish information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date.
 - b) Prepare the program and content of the meeting;
 - c) Prepare the documents for the meeting;
 - d) Draft the resolutions of the General Meeting of Shareholders according to the proposed content of the meeting;
 - e) Determine the time and place of the meeting;
 - f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g) Other tasks serving the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by guaranteed means and simultaneously published on the Company's website and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders (from the date the notice is sent or validly transmitted, postage paid, or placed

in the mailbox). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of 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 details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board (if any);
 - c) Voting Ballots;
 - d) Draft the resolutions for each issue on the meeting agenda.
4. A shareholder or a group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose matters 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 three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, ID card number, Citizen Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for institutional shareholders; the number and type of shares held by that shareholder, and the content of the proposal to be included in the meeting agenda.
5. The person who convene the General Meeting of Shareholders has the right to refuse the proposal as specified in the Clause 4 of this Article in one of the following cases:
- a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
 - b) At the time of the proposal, the shareholder or shareholder group did not hold at least 5% of the 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 draft agenda and content of the meeting, except as prescribed in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted where the number of attending shareholders represents more than 50% of voting shares.
2. Where the first meeting cannot take place because the condition stipulated in clause 1 of this article is not satisfied, the meeting invitation for the second time shall be sent within thirty (30) days of the intended opening of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total number of voting shares.
3. Where a meeting convened for a second time cannot take place because the condition stipulated in clause 2 of this article is not satisfied, the meeting invitation for the third time shall be sent within twenty (20) days from the date of the intended opening of the second

meeting. The Third General Meeting of Shareholders shall be conducted irrespective of the total number of voting shares of the attending shareholders.

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

1. Before the opening of the meeting, the Company must carry out the shareholder registration procedures and must perform the registration until all shareholders entitled to attend the meeting have registered in the following order:
 - a) When conducting the shareholder registration, the Company issues to each shareholder or authorized representative having voting rights a ballot card, which states the registration number, name of the shareholder, name of the authorized representative, and the number of voting shares of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting in favor, against, and abstaining. At the General Meeting, the ballots in favor of the resolution are collected first, the ballots against the resolution are collected next, and finally, the total number of votes in favor or against is counted to make a decision. The vote counting results are announced by the Chairman immediately before the closing of the meeting. The General Meeting elects those responsible for counting the votes or supervising the vote counting at the suggestion of the Chairman. The number of members of the vote counting board is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.
 - b) Shareholders, authorized representatives of shareholders who are organizations, or authorized persons arriving after the meeting has commenced have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register, and the validity of the contents voted on previously remains unchanged.
2. The election of the Chairman, Secretary, and Vote Counting Board is regulated as follows:
 - a) The Chairman of the Board of Directors chairs or authorizes another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors elect one of them to chair the meeting by majority vote. If no chairman is elected, the Head of the Supervisory Board manages the General Meeting of Shareholders to elect the Chairman of the meeting among the attendees, and the person with the highest number of votes chairs the meeting.
 - b) Except the stipulation as described in item a of this clause, the person who signs the notice convening the General Meeting of Shareholders shall preside over the meeting to elect the Chairman, and the person with the highest number of votes shall be elected as Chairman.
 - c) The Chairman shall appoint one or more persons as Secretary of the meeting.
 - d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Board as proposed by the 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 define the time allocated for each item in the meeting's content.
4. The Meeting Chairman has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner following approved agenda and

- reflecting the wishes of the majority of attendees.
- a) Arrange the seats at the General Meeting of Shareholders venue.
 - b) Ensure the safety of everyone present at the meeting venues.
 - c) Facilitate the shareholder participation (or continued participation) in the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. Applicable measures may include issuing entry passes or using other selection methods.
5. The General Meeting of Shareholders shall discuss and vote on each item in the agenda. Voting shall be conducted by votes of agreement, disagreement, and abstention. The voting results shall be announced by the meeting chairman immediately before the meeting closing.
 6. Shareholders or their authorized representatives arriving after the meeting has commenced shall still be registered and have the right to vote immediately after registration; in this case, the validity of previously voted matters shall not be changed.
 7. The convener or chairman of the General Meeting of Shareholders has the following rights:
 - a) Request all attendees to undergo inspection or other lawful and reasonable security measures.
 - b) Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the meeting chairman's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.
 8. The Chairman has the right to postpone the General Meeting of Shareholders, which has a sufficient number of registered attendees, for a maximum of 03 working days from the intended opening date, and may only postpone the meeting or change the meeting venue in the following cases:
 - a) The meeting venue does not have enough convenient seating for all attendees.
 - b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote.
 - c) An attendee obstructs or disrupts order, posing a risk that the meeting cannot be conducted fairly and lawfully.
 9. If the Chairman postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the Chairman to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be valid.
 10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can participate and vote by electronic voting or other electronic means as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated 2020-12-31 of the Government detailing the implementation of certain articles of the Law on Securities.

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

1. The resolutions on the following contents are passed if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law

on Enterprises:

- a) Type of shares and the total number of shares of each type;
 - b) Change of industries, trades, and business lines;
 - c) Change of the Company organizational and management structure;
 - d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's latest financial statements;
 - e) Reorganization, dissolution of the Company.
2. The resolutions are passed when approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.
 3. The election of members of the Board of Directors and the Supervisory Board shall be carried out subject to the provisions of Clause 3, Article 148 of the Law on Enterprises.
 4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order, procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and Procedures for Obtaining Shareholders' Opinions in Writing to approve the resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' opinions in writing to approve the resolutions of the General Meeting of Shareholders are implemented as follows:

1. The Board of Directors has the right to obtain shareholders' opinions in writing to approve the resolutions of the General Meeting of Shareholders when considered necessary for the Company's benefit, except for the cases specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the voting ballots, the draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballots. The requirements and procedures for sending voting ballots and accompanying documents are implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.
3. The voting ballots must have the main following contents:
 - a) Name, address of the head office, enterprise registration code of the Company;
 - b) Purpose of obtaining opinions;
 - c) Full name, contact address, nationality, number of legal papers of the individual for shareholders who are individuals; name, enterprise registration code or number of legal papers of the organization, address of the head office for shareholders who are organizations or full name, contact address, nationality, number of legal papers of the individual for representatives of shareholders who are organizations; number of shares of each type and number of voting shares of the shareholder;
 - d) The issues requiring opinions to approve the resolutions;
 - e) The voting options including agree, disagree, and no opinion for each issue requiring

- opinions;
- f) Deadline for returning the answered voting ballots to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders can send answered voting ballots to the Company in the following ways:
- a) In case of sending by mail: the answered voting ballot must have the signature of the shareholder who is an individual, of the authorized representative or the legal representative of the shareholder who is an organization. The voting ballots sent to the Company must be enclosed in a sealed envelope and no one has the right to open them before counting the votes;
 - b) In case of sending by fax or email, the ballots sent to the Company must be kept confidential until the vote counting time.
 - c) The ballots sent to the Company after the deadline specified in the ballot or opened in the case of mail and disclosed in the case of fax or email are invalid. Ballots that shall not be returned are considered abstentions.
5. The Board of Directors counts the votes and prepares the vote counting minutes witnessed by the Supervisory Board or by a shareholder who does not hold a management position in the Company. The vote counting minutes must include the following main contents:
- a) Name, head office address, enterprise registration code;
 - b) Purpose and issues requiring a resolution;
 - c) Number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes and the method of sending ballots, along with an appendix listing the participating shareholders;
 - d) Total votes of agreement, disagreement, and abstaining for each issue;
 - e) Issues approved and the corresponding approval rate;
 - f) Full name and signature of the Chairman of the Board of Directors, vote counter, and vote counting supervisor.

Members of the Board of Directors, vote counters, and vote counting supervisors are jointly responsible for the honesty and accuracy of the vote counting minutes; jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.

- 6. The vote counting minutes and resolution sent to shareholders are replaced by posting on the Company's website within 24 hours from the end of the vote counting.
- 7. Answered ballots, vote counting minutes, approved resolutions, and related documents attached to the ballots must be kept at the Company's head office.
- 8. A resolution is approved in writing if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders with voting rights and has the same validity as a resolution approved at the General Meeting of Shareholders.

Article 23. Resolution, Minutes of the General Meeting of Shareholders

- 1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be written in Vietnamese, may also be written in a foreign language, and must include the following main contents:

- a) Name, head office address, enterprise registration code;
 - b) Time and place of the General Meeting of Shareholders;
 - c) Meeting agenda and content;
 - d) Full name of the Chairman and secretary;
 - e) Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each issue on the agenda;
 - f) Number of shareholders and total votes of shareholders attending the meeting, appendix of the shareholder registration list, representatives of shareholders attending the meeting with corresponding shares and votes;
 - g) Total votes for each voting issue, specifying the voting method, total valid votes, invalid votes, votes of agreement, disagreement, and abstentions; corresponding percentage of the total votes of shareholders attending the meeting;
 - h) Issues approved and the corresponding approval rate;
 - i) Full name and signature of the Chairman and Secretary. If the Chairman or Secretary refuses to sign the minutes, these minutes are valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents prescribed in this clause. The minutes clearly state the refusal of the Chairman or Secretary to sign.
2. The 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 individuals signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.
 3. Minutes prepared in both Vietnamese and a foreign language (if any) shall have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.
 4. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting with shareholders' signatures, the proxy documents, all documents attached to the Minutes (if any), and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's registered office.

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

Within ninety (90) days from the date of receipt of the Resolution or the Minutes of the General Meeting of Shareholders or the Minutes of the results of the written ballot of shareholders, a shareholder or a group of shareholders as specified in Clause 2, Article 12 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening meetings or obtaining written opinions of shareholders and the decision-making process of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprise and this Charter, except for the case specified in Clause 4, Article 21 of this Charter.
2. The content of the Resolution violates the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination of Members of the Board of Directors

1. In the event that candidates for the Board of Directors have been identified, the Company must disclose the 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. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Work experience;
 - d) Other management positions (including Board of Directors positions at other companies);
 - e) Interests related to the Company and the Company's related parties;
 - f) Other information (if any);
 - g) The Company must disclose the information about the companies in which the candidate is currently holding a position as a member of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (if any).
2. The shareholders or groups of shareholders holding from 10% of the total number of ordinary shares or more have the right to nominate the candidates for the Board of Directors, specifically as follows:
 - a) The shareholders or groups of shareholders holding from 10% to less than 20% of the total number of ordinary shares of the Company may nominate one (01) candidate;
 - b) Shareholders or groups of shareholders holding from 20% to less than 30% of the total number of ordinary shares of the Company may nominate up to two (02) candidates;
 - c) A shareholder or shareholder group holding from 30% to less than 40% of the Company's total common shares may nominate a maximum of three (03) candidates.
 - d) A shareholder or shareholder group holding from 40% to less than 50% of the Company's total common shares may nominate a maximum of four (04) candidates.
 - e) A shareholder or shareholder group holding from 50% to less than 60% of the Company's total common shares may nominate a maximum of five (05) candidates.
 - f) A shareholder or shareholder group holding from 60% to less than 70% of the Company's total common shares may nominate a maximum of six (06) candidates.
 - g) A shareholder or shareholder group holding from 70% to 80% of the Company's total common shares may nominate a maximum of seven (07) candidates.
 - h) A shareholder or shareholder group holding from 80% to less than 90% of the Company's total common shares may nominate a maximum of eight (08) candidates.
 - i) A shareholder or shareholder group holding 90% or more of the Company's total common shares may nominate a maximum of nine (09) candidates, or all candidates if the Board of Directors structure has more than nine (09) members.

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

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

1. The number of Board of Directors members is at least 03 and at most 11. The specific number of Board members for each term will be decided by the General Meeting of the shareholders depending on the circumstances.
2. The term of a Board of Directors member shall not exceed five (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 Company's Board of Directors for a maximum of 02 consecutive terms. In the event that all members of the Board of Directors complete their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace and take over their work.
3. The Board of Directors' member structure
 - a) The Company's Board of Directors must ensure that at least 1/3 of the total number of Board members are non-executive members.
 - b) The total number of independent director must comply with the following regulations:
 - i) At least 01 independent director if the Company has from 03 to 05 Board members;
 - ii) At least 02 independent directors if the Company has from 06 to 08 Board members;
 - iii) At least 03 independent directors if the Company has from 09 to 11 Board members.
4. A BOD member is no longer a member of the Board of Directors if dismissed, removed, or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
5. The appointment of BOD members must be disclosed in accordance with the provisions of the Law on Securities and the securities market.
6. A member of the Board of Directors may not be a shareholder of the Company.

Article 27. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management board of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations 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's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a) Decide the Company's strategy, medium-term development plan, and annual business plan;
 - b) Propose the types of shares and the total number of shares offered for sale for each type;

- c) Decide to sell unsold shares within the total number of shares offered for sale for each type; decide to raise additional capital in other forms;
 - d) Decide the selling price of the Company's shares and bonds;
 - e) Decide to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprise;
 - f) Decide the investment plans and investment projects within the authority and limits prescribed by law;
 - g) Decide the solutions for market development, marketing, and technology;
 - h) Approve the contracts for procurement, 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 latest financial statements, 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, Clause 1 and Clause 3, Article 167 of the Law on Enterprise;
 - i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director and other key managers as stipulated in the Company's Charter; decide salaries, remuneration, bonuses, and other benefits for these managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and decide their remuneration and other benefits;
 - j) Supervise and direct the General Director and other managers in the daily business operations of the Company;
 - k) Decide the organizational structure and internal management regulations of the Company, decide the establishment of subsidiaries, branches, representative offices, and capital contribution and share purchase in other enterprises;
 - l) Approve the program and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain opinions for the General Meeting of Shareholders to pass resolutions;
 - m) Submit the audited annual financial statements to the General Meeting of Shareholders;
 - n) Propose the dividend rate to be paid; decide the time limit and procedures for paying dividends or handling losses incurred during business operations;
 - o) Propose the reorganization or dissolution of the Company; request bankruptcy of the Company;
 - p) Decide to issue the Board of Directors' Working Regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide to issue the Company's information disclosure regulations;
 - q) Business matters or transactions that the Board of Directors deems necessary to have approval within the scope of its authority and responsibility;
 - r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.
3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December

31st, 2020 of the Government detailing the implementation of certain articles of the Law on Securities.

Article 28. Remuneration, Salary, and Other Benefits of the 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 performance.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration level for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors included in the Company's business expenses subject to the law stipulation on corporate income tax, is shown as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding management positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside 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 payment, salary, commission, percentage of profit, 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, meal, accommodation, 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 sub-committees of the Board of Directors.
6. Members of the Board of Directors may be insured by the Company for liability after approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to the violations of 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, and removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) Develop the Board of Directors' programs and operational plans;
 - b) Prepare the programs, content, and documents for meetings; convene, preside over, and chair 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;
 - e) Preside over the General Meeting of Shareholders;

- f) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
- 4. In the event the Chairman of the Board of Directors resigns or is dismissed or removed, 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 the event 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 perform the rights and obligations of the Chairman of the Board of Directors. In the of failure of authorized person or if the Chairman of the Board of Directors dies; goes missing; is detained or in prison sentence; undergoing the administrative handling measures at a compulsory detoxification facility, a compulsory education facility, has absconded from his/her place of residence, has limited or lost civil act capacity, has difficulty in perception or controlling behavior; prohibited by the Court from holding a position, practicing a profession, or doing certain jobs, the remaining members shall elect one person among the members to hold the position of Chairman of the Board of Directors on the principle of majority approval of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meeting of the Board of Directors

- 1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors' term within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote by majority principle to select one (01) person among them to convene the Board of Directors meeting.
- 2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
- 3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b) At the request of the General Director or at least 05 other managers;
 - c) At the request of at least 02 members of the Board of Directors;
- 4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decided within the competence of the Board of Directors.
- 5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving 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 damages incurred by the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.
- 6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation at least three (03) working days before the meeting date. The meeting invitation must clearly specify the time and place 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 member's ballot.

The notice of the Board of Directors meeting may be sent by letter, telephone, fax, electronic facilities or other methods as stated by the Company's Charter and ensuring that it reaches the contact address of each member of the Board of Directors registered at the Company.

In urgent cases, the meeting of the Board of Directors may be held immediately upon the approval and attendance of all (100%) members of the Board of Directors.

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 Supervisory Board have the right to attend the meetings of the Board of Directors, have the right to discuss but do not have the right to vote.

8. The 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 as prescribed in this Clause does not have enough members attending as prescribed, a second meeting shall be convened within seven (07) days from the date of the first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend the meeting and vote as prescribed in Clause 12 of this Article;
 - c) Attend and vote via online conference, electronic voting, or other electronic means.
 - d) Send the ballots to the meeting via mail, fax, or email.
 - e) Send the ballots by other facilities.
10. In the case of sending the ballots to the meeting by mail, the ballots must be in sealed envelopes and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. Ballots may only be opened in the presence of all attendees.
11. A Board of Directors meeting can be held as an online conference between members of the Board of Directors when all or some members are in different locations, provided that each participating member can:
 - h) Listen to each other participating Board member giving opinions in the meeting.
 - i) Simultaneously speak to all other attendees and discussion among members can be conducted directly by phone or by other means of communication or in combination thereof. Board members participating in such a meeting are considered "present" at that meeting. The location of the meeting held under this provision is the location with the most Board members, or the location where the Chairman of the meeting is present.

Decisions passed by telephone meeting, held and conducted legally, are effective immediately upon the conclusion of the meeting but must be confirmed by the signatures of all Board members attending the meeting in the minutes.

12. Members must attend all Board of Directors meetings. Members may authorize another person to attend and vote if approved by a majority of the Board of Directors.
13. The resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present at the meeting; in the event of balance voting, the final decision rests

with the Chairman of the Board of Directors.

14. The resolutions in the form of written opinions are passed based on the approval of the majority of Board members with voting rights. This resolution is as effective and valid as a resolution passed at a meeting.
15. The Minutes of the Board of Directors meetings are prepared subject to the provisions of Article 158 of the Law on Enterprises.

Article 31. Sub-Committees of the Board of Directors

1. The Board of Directors may establish Sub-Committees under its authority to be in charge of development policy, human resources, compensation, internal audit, and risk management. The number of members of the Sub-Committee is decided by the Board of Directors with a minimum of three (03) people, including members of the Board of Directors and external members. Independent Board members/non-executive Board members should constitute the majority of the Sub-Committee, and one of these members is appointed as Head of the Sub-Committee by decision of the Board of Directors. The activities of the Sub-Committee must comply with the regulations of the Board of Directors. Resolutions of the Sub-Committee are only valid when approved by a majority of the members attending and voting at the Sub-Committee meeting.
2. The implementation of decisions of the Board of Directors, or of Sub-Committees under the Board of Directors, must comply with current legal regulations and the provisions of the Company's Charter and internal regulations on corporate governance.

Article 32. Person in Charge of Corporate Governance

1. The Company's Board of Directors must appoint at least 01 person in charge of corporate governance to support the corporate governance work. The person in charge of corporate governance may concurrently work as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The Company's management member must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The Company's management member has the following rights and obligations:
 - a) Advise the Board of Directors on organizing the General Meeting of Shareholders according to the regulations and related matters between the Company and shareholders;
 - b) Prepare the meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
 - c) Advise on meeting procedures;
 - d) Attend meetings;
 - e) Advise on the procedures for establishing resolutions of the Board of Directors in accordance with legal regulations;
 - f) Provide the financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
 - g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
 - h) Act as a liaison with relevant stakeholders;

- i) Maintain the confidentiality of information in accordance with the legal regulations and the Company's Charter;
- j) Other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER VIII. GENERAL DIRECTOR AND OTHER MANGEMENT MEMBERS

Article 33. Management organization

1. The Company's management system must ensure that the management structure is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business operations.
2. 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 a resolution of the Board of Directors.

Article 34. Company Management Member

1. The company management mermber include the General Director, Deputy General Directors, Chief Accountant, and other executives as decided by the Board of Directors.
2. At 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 standards appropriate to the Company's organizational structure and management regulations as prescribed by the Board of Directors. Company executives must be diligent in supporting the Company to achieve its operational and organizational goals.
3. Remuneration, salary, benefits, and other terms of the employment contract for the General Director are decided by the Board of Directors, and contracts with other executives are decided by the Board of Directors after consulting the General Director.
4. The salaries of the Company's executives are included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors appoints one (01) member of the Board of Directors or hires another person as General Director of the Company; signs a contract specifying remuneration, salary, and other benefits.
2. The General Director is the person who manages the daily business operations of the Company in accordance with the provisions of law, the Company's Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors. In the event of operating contrary to the provisions of this clause, causing damage to the Company, the General Director shall be liable before the law and must compensate the Company for damages.
3. The General Director's term shall not exceed five (05) years and is renewable for an unlimited number of terms. The appointment may be terminated based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's

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 within the competence of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, organizing and managing the Company's daily business operations in accordance with best management practices;
 - b) Organize the implementation of the BOD's resolutions and decisions;
 - c) Implement the Company's business plan and investment plan;
 - d) Propose the organizational structure and internal management regulations of the Company;
 - e) Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors;
 - f) Decide on salaries and other benefits for employees in the Company, including managers appointed by the General Director;
 - g) Recruit employees;
 - h) Propose a plan for dividend payment or handling business losses;
 - i) Propose the number and personnel of enterprise administrators that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and propose remuneration, salaries, and other benefits for enterprise administrators for the Board of Directors to decide;
 - j) On December 31 each year, submit to the Board of Directors for approval a detailed business plan for the next fiscal year based on meeting the requirements of the appropriate budget as well as the five (05) year financial plan;
 - k) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the budget) to serve the Company's long-term, annual, and quarterly management activities according to the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
 - l) Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and the labor contract signed with the Company.
5. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.
6. The Company's Board of Directors may dismiss the General Director when a majority of the Board members with voting rights attending the meeting agree and appoint a new General Director as a replacement.

CHAPTER IX. SUPERVISORY BOARD

Article 36. Nomination and Recommendation of Supervisory Board Members (Supervisors)

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

2. In the event that the number of Supervisory Board candidates through nomination and recommendation is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the provisions of the Company's Charter, the Internal Regulations on Corporate Governance, and the Supervisory Board's Operating Regulations. The incumbent Supervisory Board's introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board as prescribed by law.

Article 37. Composition of the Supervisory Board

1. The Supervisory Board of the Company shall consist of three (03) members. The term of office of a Supervisory Board Member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. Supervisory Board Members must meet the standards and conditions prescribed in Article 169 of the Law on Enterprise and must not fall into the following cases:
 - a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of an independent audit firm that has audited the Company's financial statements for the preceding three (03) consecutive years.
3. A Supervisory Board Member shall be dismissed in the following cases:
 - a) Not satisfy the standards and conditions to be a Supervisory Board Member as prescribed in Clause 2 of this Article;
 - b) Submitting a resignation letter and having it approved;
 - c) Other cases as prescribed by law and this Charter.
4. A Supervisory Board Member shall be removed in the following cases:
 - a) Failing to complete assigned tasks and duties;
 - b) Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c) Repeatedly or seriously violating the obligations of a Supervisory Board Member as prescribed by the Law on Enterprise and the Company's Charter;
 - d) Other cases as decided by the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be based on the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold at least a bachelor's degree in 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 Supervisory Board:
 - a) Convening Supervisory Board meetings;
 - b) Requesting the Board of Directors, the General Director, and other executives to provide relevant information to report to the Supervisory Board;

- c) Preparing and signing the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and Obligations of the Supervisory Board

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

1. Proposing and recommending to the General Meeting of Shareholders the approval of the list of audit firms permitted to audit the Company's Financial Statements; deciding on the audit firm permitted to inspect the Company's operations, and dismissing the approved auditor when deemed necessary.
2. Being responsible to shareholders for its supervisory activities.
3. Supervising the Company's financial conditions and compliance with the law in the operations of members of the Board of Directors, the General Director, and other managers.
4. Ensuring the coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In case of discovering any violation of law or the Company's Charter by members 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 cease the violation and provide solutions to remedy the consequences.
6. Prepare the Supervisory Board's operating regulations and submit to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders according to Article 290 of Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. Has the right to access the Company's records and documents kept at the registered office, branches, and other locations; has the right to visit the workplace of the Company's managers and employees during working hours.
9. Has 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, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meeting of the Supervisory Board

1. The Supervisory Board must meet at least two (02) times a year, and a meeting is held when at least two-thirds (2/3) of the Supervisory Board members are present. Minutes of the Supervisory Board meeting are prepared in detail and clarity. The minute-taker and the Supervisory Board members attending the meeting must sign the minutes. The minutes of the Supervisory Board meetings must be kept to determine the responsibility of each Supervisory Board member.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and answer matters that need clarification.

Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members

1. The Supervisory Board members are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. The Supervisory Board members are reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses do 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. The salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, other relevant legal provisions, and must be itemized separately in the Company's annual financial statements.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR, AND OTHER MANAGEMENT MEMBERS

Article 42. Duty of Care

Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other executive officers are responsible to perform the duties, including duties as members of subcommittees of the Board of Directors, honestly and carefully in the best interests of the Company.

Article 43. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose relevant interests as prescribed by the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of these members may only use information obtained by virtue of their position 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 obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, subsidiaries, and other companies in which the Company holds more than 50% of the charter capital with the same entity or with related persons of that entity as prescribed by 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 Law on Securities on information disclosure.
4. Board members may not vote on transactions that benefit themselves or their related persons as stipulated by the Law on Enterprise and the Company Charter.
5. Board members, Supervisory Board members, the General Director, other managers, and their related persons may not use or disclose internal information to others to conduct related

transactions.

6. Transactions between the Company and one or more Board members, Supervisory Board members, the General Director, other executives, and individuals or organizations related to these subjects are not invalid in the following cases:
 - a) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction, as well as the relationships and interests of the Board members, Supervisory Board members, General Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the members without related interests.
 - b) For transactions with a value greater than 35% or transactions leading to a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction, as well as the relationships and interests of the Board members, Supervisory Board members, General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders with the votes of shareholders without related interests.

Article 44. Liability for Damages and Compensation

1. Board members, Supervisory Board members, the General Director, and other executives who violate their obligations, responsibilities of honesty and prudence, and do not fulfill their duties with diligence and professional competence shall be liable for damages caused by their violations.
2. The Company shall compensate those who are, were, or may become a party to complaints, lawsuits, or prosecutions (including civil, administrative cases, and cases not initiated by the Company) if that person is or was a Board member, Supervisory Board member, General Director, other executive, employee, or authorized representative of the Company, or if that person acted or is acting at the request of the Company as a Board member, business executive, employee, or authorized representative of the Company, provided that such person acted honestly, prudently, diligently, for the benefit of or not in conflict with the interests of the Company, based on compliance with the law, and there is no evidence confirming that such person violated their responsibilities.
3. Compensation costs include incurred expenses (including legal fees), judgment costs, fines, and amounts actually paid or deemed reasonable in settling these matters within the permissible legal framework. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

CHAPTER XI. RIGHT TO INSPECT COMPANY REPORTS AND RECORDS

Article 45. Right to Inspect Reports and Records

1. Common shareholders have the right to inspect reports and records, specifically as follows:
 - a) Common shareholders have the right to review, inspect, and extract information on the names and contact addresses in the list of shareholders with voting rights; request corrections to their inaccurate information; review, inspect, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.

- b) A shareholder or a group of shareholders owning 05% or more of the total common shares has the right to examine, look up, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to the approval of 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 a group of shareholders requests to look up books and records, they must enclose a power of attorney from the shareholder or group of shareholders they represent, 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, shareholder list, and other books and 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 its amendments, 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 Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
- 5. The Company's Charter must be published on the Company's website

CHAPTER XII. EMPLOYEES AND TRADE UNIONS

Article 46. Employees and Trade Unions

- 1. The General Director must develop plans for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and company executives.
- 2. The General Director must develop plans for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with best standards, practices, and management policies, the practices and policies specified in this Charter, the Company's regulations, and current law.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 47. Profit Distribution

- 1. The General Meeting of Shareholders decides the dividend payout ratio and the form of annual dividend payment from the Company's retained earnings.
- 2. The Company does not pay interest on dividend payments or payments related to a class of shares.
- 3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividends in shares, and the Board of Directors is the body that implements this decision.

4. In the event that dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on the bank account details provided by the shareholder. In the event that the Company has transferred the money according to the bank details provided by the shareholder and the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Dividend payments for listed/registered shares traded on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific record date. Based on that date, those registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, notices, or other documents.
6. Other issues related to profit distribution shall comply with legal regulations.

CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING POLICY

Article 48. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. With prior approval from competent authorities, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company maintains accounts.

Article 49. Fiscal Year

The Company's fiscal year begins on the first day of January and ends on the 31st day of December each year. The first fiscal year commenced on the date of the initial issuance of the Business Registration Certificate (December 27th, 2004) and ended on December 31st, 2004.

Article 50. Accounting Policies

1. The Company's accounting policy is the enterprise accounting policy or another specific accounting policies issued by a competent authority and approved by the Ministry of Finance.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company's accounting currency is Vietnamese Dong. If the Company's economic transactions primarily occur in a foreign currency, it may choose that foreign currency as its accounting currency, taking responsibility for that choice before the law and notifying the direct tax authority.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 51. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, and the annual financial statements must be audited in accordance with legal regulations. The Company shall publish the audited annual financial statements according to regulations on information disclosure in the securities market and submit them to competent state agencies.
2. The annual financial statements must include all reports, appendices, and explanations as prescribed by law on enterprise accounting. The annual financial statements must truthfully and objectively reflect the Company's operational status.
3. The Company shall prepare and publish the reviewed semi-annual financial statements and quarterly financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to competent state agencies.

Article 52. Annual Report

The Company shall prepare and publish an Annual Report in accordance with the regulations of the law on securities and the securities market.

CHAPTER VI. COMPANY AUDIT

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements may 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 matters related to the audit of the Company's financial statements.

CHAPTER XVII. COMPANY SEAL

Article 54. Company Seal

1. The seal includes a physical seal made at a seal engraving establishment or a digital signature as prescribed by law on electronic transactions.
2. The Board of Directors decides the type, quantity, form, and content of the seals of the Company, its branches, and representative offices.
3. The Board of Directors and the General Director use and manage the seal in accordance with applicable law.

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;

- b) Revocation of the Certificate of Business Registration, unless otherwise provided by the Law on Tax Administration;
 - c) Other cases as prescribed by law.
2. The dissolution of the Company, as decided by the General Meeting of Shareholders, shall be implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as regulated.

Article 56. Liquidation

1. At least 06 months after the decision to dissolve the Company, 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 audit firm. The Liquidation Committee prepares 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 are prioritized by the Company for payment before other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of its establishment and the date of commencement of operations. From that time, the Liquidation Committee represents the Company in all matters relating to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Salary debts, severance allowances, social insurance, and other benefits of employees according to the signed collective labor agreement and labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remainder after paying all debts from items (a) to (d) above is distributed to the shareholders. Preferred shares are paid first.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

1. In the event of any dispute or complaint related to the Company's operations, the rights and obligations of shareholders as prescribed by the Law on Enterprise, the Company's Charter, other legal regulations, or agreements between:
 - a) Shareholders and the Company;
 - b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executive officers;

The involved parties shall endeavor to resolve the dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to submit information related to the dispute within 15 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the

- Chairman of the Board of Directors, any party may request the Supervisory Board to appoint an independent expert to mediate the dispute resolution process.
2. If no mediation decision is reached within 06 weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, a party may submit the dispute to Arbitration or Court.
 3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Court costs shall be made in accordance with the Court's ruling.

CHAPTER XX. SUPPLEMENT AND AMENDMENT OF THE CHARTER

Article 59. Company Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that any legal regulations related to the Company's operations are not mentioned in this Charter or in the event of new legal regulations that differ from the provisions of this Charter, such legal regulations shall automatically apply and govern the Company's operations.

CHAPTER XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter, consisting of 21 Chapters and 60 Articles, was unanimously approved by the General Meeting of Shareholders of Vinaconex 25 Joint Stock Company on 11 April 2025 in Da Nang, and the full text of this Charter is hereby approved.
2. The Charter is made in ten (10) copies, having equal value, and must be kept at the Company's headquarters.
3. This Charter is the sole and official Charter 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 one-half (1/2) of the total members of the Board of Directors.

Full name and signature of the legal representative of the Company./.

APPENDIX 01: LIST OF FOUNDING SHAREHOLDERS

No	Shareholder Name founding	Address	ID card number for individuals; Business registration number for businesses; Establishment Decision number for organizations	Share Type	Number of Shares	Share Value (VND)	Ratio
1	VIETNAM IMPORT- EXPORT AND CONSTRUCTION JOINT STOCK CORPORATION	34 Lang Ha, Lang Ha Ward, Dong Da District, Hanoi City, Vietnam	0100105616	Common Stock	17,068,600	170.068.600.000	71,12
2	VUONG CONG SAN	112/14 Quang Trung, Thach Thang Ward, Hai Chau District, Da Nang City, Vietnam	201673006	Common Stock	58	58.000	
3	NGUYEN NGOC ANH	Group 23, My An Ward, Ngu Hanh Son District, Da Nang City, Vietnam	200848985	Common Stock	0	0	0