



DHC SUOI DOI CORPORATION

**REPORT
OF THE BOARD OF DIRECTORS**

**AT THE 2025 ANNUAL
GENERAL MEETING OF SHAREHOLDERS 25**

Da Nang, April 24th, 2025



Da Nang, April 24th, 2025

REPORT
THE BOARD OF DIRECTORS' 2025 ACTIVITY REPORT
DHC SUOI DOI CORPORATION

To: The General Meeting of Shareholders of DHC Suoi Doi Corporation

The Board of Directors of DHC Suoi Doi Corporation submits to the 2025 Annual General Meeting of Shareholders the report on business performance and the activities of the Board of Directors in 2024, along with the business operation orientation for 2025, as follows:

I. Activities of the Board of Directors in 2024

1. Structure of the Board of Directors in 2024

In 2024, the Board of Directors of **DHC Suoi Doi Corporation** comprised five members as follows:

- | | |
|------------------------------|--|
| 1. Ms Tran Thi Huong | Chairwoman of the Board of Directors |
| 2. Mr Le Minh Duc | Member of the Board of Directors |
| 3. Mr Pham Khac Duong | Member of the Board of Directors |
| 4. Ms Pham Le Thi Lan Phuong | Independent Member of the Board of Directors |
| 5. Mr Ho Phong | Independent Member of the Board of Directors |

Mr Lai Anh Dung ceased to be an independent member of the Board of Directors as of the end of the 2019-2023 term on June 25th, 2024. Ms Pham Le Thi Lan Phuong was appointed as an independent member of the Board of Directors according to the election results for the new 2024-2029 term. The Board of Directors of DHC Suoi Doi Corporation operates based on the Company's Charter, the Regulations of the Board of Directors, and the coordination between the Board of Directors and the Director.

Throughout 2024, the Board of Directors has made efforts to enhance corporate governance capacity in compliance with legal regulations and the company's charter. Specifically:

- Ensuring the number of Board meetings and the attendance of members meet legal and operational effectiveness requirements, defining the roles of each Board member, distinguishing between independent and executive members to safeguard shareholders'

interests under the law.

- The Board of Directors has fully and regularly supervised the company's executive activities, particularly in implementing resolutions of the General Meeting of Shareholders and the Board of Directors, ensuring strict compliance with the Securities Law, Enterprise Law, and the company's Charter.

2. Performance of the Board of Directors

In 2024, the Board of Directors held direct meetings and collected written opinions. All meetings were conducted in accordance with the procedures stipulated in the Company's Charter and the Enterprise Law.

Minutes of the Board meetings were properly recorded in compliance with legal regulations; relevant documents were sent to the attending members in full for review and consideration in advance, as per the company's Charter.

❖ Activities of the Board of Directors in 2024

| No. | Members | Position | Number of meetings attended by Board of Directors | Attendance rate |
|-----|---------------------------|--------------------------------|---|-----------------|
| 1 | Ms Tran Thi Huong | Chairwoman of the BODs | 30/30 | 100% |
| 2 | Mr Le Minh Duc | Member of the BODs | 30/30 | 100% |
| 3 | Mr Pham Khac Duong | Member of the BODs | 30/30 | 100% |
| 4 | Mr Lai Anh Dung | Independent Member of the BODs | 13/13 | 100% |
| 5 | Ms Pham Le Thi Lan Phuong | Independent Member of the BODs | 17/17 | 100% |
| 6 | Mr Ho Phong | Independent Member of the BODs | 30/30 | 100% |

❖ Implementation results of the Resolutions of the General Meeting of Shareholders

The Board of Directors has provided direction and continuous guidance to the Board of Management and supporting departments to ensure that business operations comply with legal regulations and the company's internal policies.

In 2024, the Board of Directors held both regular and extraordinary meetings to issue necessary decisions for business operations. The following key decisions were approved:

| No. | Resolution No. | Date | Content | Approval rate |
|-----|----------------|------|---------|---------------|
|-----|----------------|------|---------|---------------|

| | | | | |
|----|------------------------|-----------------------------|--|------|
| 01 | 08/2024/NQ-HDQT-DHCSD | Jan 15 th , 2024 | Ref. Revision of Documents for the Extraordinary General Meeting of Shareholders in 2024 | 100% |
| 02 | 37/2024/NQ-HDQT-DHCSD | Jan 31 st , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Tran Dang Duc | 100% |
| 03 | 51/2024/NQ-HDQT-DHCSD | Feb 5 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Tran Dang Duc | 100% |
| 04 | 95/2024/NQ-HDQT-DHCSD | Mar 9 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Vu Van Huong | 100% |
| 05 | 134/2024/NQ-HDQT-DHCSD | Apr 8 th , 2024 | Ref. Deferral of the 2024 Annual General Meeting of Shareholders of DHC Suoi Corporation | 100% |
| 06 | 143/2024/NQ-HDQT-DHCSD | Apr 11 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Vu Van Huong | 100% |
| 07 | 171/2024/NQ-HDQT-DHCSD | Apr 17 th , 2024 | Ref. The implementation of the charter capital increasing plan through private placement in 2024 | 100% |
| 08 | 173/2024/NQ-HDQT-DHCSD | Apr 17 th , 2024 | Ref. Approving on the application for private placement in 2024 | 100% |
| 09 | 201/2024/NQ-HDQT-DHCSD | May 7 th , 2024 | Ref. Organizing plan for the 2024 Annual General Meeting of Shareholders | 100% |
| 10 | 208/2024/NQ-HDQT-DHCSD | May 9 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Vu Van Huong | 100% |

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| 11 | 301/2024/NQ-HDQT-DHCSD | May 13 th , 2024 | Ref. Adjustment of the Expansion Nui Than Tai Hot Spring Park Project | 100% |
| 12 | 303/2024/NQ-HDQT-DHCSD | May 14 th , 2024 | Ref. Collaboration on Infrastructure repairs, Interior and Exterior landscape renovation for the 2024 phase and Landscape construction with DHC Song Han Corporarion | 100% |
| 13 | 313/2024/NQ-HDQT-DHCSD | May 16 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Vu Van Huong | 100% |
| 14 | 371/2024/NQ-HDQT-DHCSD | Jun 25 th , 2024 | Ref. Election of the Chairman of the Board of Directors of DHC Suoi Corporation | 100% |
| 15 | 381/2024/NQ-HDQT | Jul 1 st , 2024 | Ref. Loan agreement between DHC Suoi Doi Corporation and DHC Ceramics Corporarion | 100% |
| 16 | 385/2024/NQ-HDQT | Jul 1 st , 2024 | Ref. Appointment of the Head of the Nui Than Tai Hot Spring Park business location | 100% |
| 17 | 396/2024/NQ-HDQT-DHCSD | Jul 12 th , 2024 | Ref. The issuance of the Information disclosure regulation of DHC Suoi Doi Corporation | 100% |
| 18 | 407/2024/NQ-HDQT/DHCSD | Jul 18 th , 2024 | Ref. Appointment of Deputy Director in charge of Projects and Infrastructure | 100% |
| 19 | 452/2024/NQ-HDQT-DHCSD | Aug 1 st , 2024 | Ref. Car purchase agreement between DHC Suoi Doi Corporation and DHC Investment Corporarion | 100% |

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|----|------------------------|-----------------------------|---|------|
| 20 | 461/2024/NQ-HDQT/DHCSD | Aug 7 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Vu Van Huong | 100% |
| 21 | 464/2024/NQ-HDQT/DHCSD | Aug 10 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Vu Van Huong | 100% |
| 22 | 501/2024/NQ-HDQT-DHCSD | Sep 11 th , 2024 | Ref. Adjustments to the plan for use of revenue obtained from the private placement, which approved in EGM's Resolution No. 15/2024 dated Jan 17 th , 2024 | 100% |
| 23 | 508/2024/NQ-HDQT/DHCSD | Sep 13 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Hoang Giang | 100% |
| 24 | 510/2024/NQ-HDQT/DHCSD | Sep 13 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Ms Le Thi Thanh Nga | 100% |
| 25 | 514/2024/NQ-HDQT/DHCSD | Sep 13 th , 2024 | Ref. Charter capital increasing plan of DHC Suoi Doi Corporation | 100% |
| 26 | 516/2024/NQ-HDQT/DHCSD | Sep 13 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Vu Van Huong | 100% |
| 27 | 529/2024/NQ-HDQT/DHCSD | Sep 18 th , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Ms. Le Thi Thanh Xuan | 100% |
| 28 | 565/2024/NQ-HDQT/DHCSD | Oct 22 nd , 2024 | Ref. Loan Agreement Between DHC Suoi Doi Corporation and Mr. Vu Van Huong | 100% |

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| 29 | 583/2024/NQ-HDQT/DHCSD | Nov 8 th , 2024 | Ref. Loan agreements, guarantees, opening letters of credit, discounting, and ensuring credit facilities with VietinBank – Da Nang North Branch. | 100% |
| 30 | 585/2024/NQ-HDQT/DHCSD | Nov 25 th , 2024 | Ref. Loan agreement between DHC Suoi Doi Corporation and related party - DHC Ceramic Corporation. | 100% |

❖ Report on the Implementation of the Private offering plan in 2024

Notably, in 2024, the Company successfully implemented its private offering plan, raising a total of VND 210,000,000,000 from the offering. The Company was granted the second amended Securities Registration Certificate No. 09/2022/GCNCP-VSDC-2 by the Vietnam Securities Depository and Clearing Corporation on October 4th, 2024, approving the registration of an additional 10,500,000 shares. The Hanoi Stock Exchange announced the first trading day for the newly registered shares of DHC Suoi Doi Corporation.

The Company completed the procedures for increasing its charter capital from VND 361,000,000,000 to VND 471,000,000,000 following the 2024 private offering of shares.

Amendments were made to the Company's Charter concerning charter capital, shares, and stock in accordance with the completion of the 2024 private placement offering.

The Company has also completed the necessary business registration procedures with the Department of Planning and Investment of Da Nang City.

Moving into 2025, the Company will issue shares to increase share capital from its owner's equity.

❖ Corporate Governance and Activities of the Board of Directors

The meetings of the Board of Directors were held in compliance with the Company's Charter. The Board adhered to the Company's principles and effectively carried out its duties in accordance with the resolutions of the Annual General Meeting of Shareholders. It closely monitored the Company's operations through regular Board meetings.

The Chairman of the Board effectively exercised the rights and responsibilities of the position in accordance with the Law on Enterprises, the Company's Charter, and the Board's regulations. This included organizing meetings, issuing resolutions/decisions on behalf of the Board, directing the Board of Management in implementing the Board's resolutions, and formulating internal management regulations. Executive members fulfilled their assigned tasks, contributing to the achievement of the Company's 2024 business plans.

Independent Board members highly valued the active participation of the Board in providing timely feedback and guidance to the management team. With a long-term strategic vision, the Board encouraged the Board of Management to conduct market research, expand business categories for the tourism site, and oversee Board members' activities.

❖ **Supervisory activities of the Board of Directors over the Board of Management and other managers**

- The Board supported the Board of Management in managing business operations, particularly in ensuring stable income and employee welfare policies.
- In compliance with the Company's Charter, risk management and internal control policies, Corporate Governance Regulations, and current laws, the Board's supervisory activities included:
 - + Monitoring the implementation of resolutions/decisions issued by the General Meeting of Shareholders and the Board.
 - + Overseeing and directing the disclosure of information to ensure transparency and timely compliance with regulations.
 - + Supervising the Board of Management's management and operations to enhance business efficiency and achieve set targets.
- The Board collaborated with the Board of Management in organizing and strategizing expansion plans for the Company's investment projects.
- It focused on human resource development, fostering a cooperative environment, encouraging unity among employees, and building a friendly, safe, and rewarding workplace.

❖ **Remuneration and Operating Expenses of the Board of Directors**

The Board of Directors of DHC Suoi Doi Corporation consists of five members. Based on the remuneration budget approved by the 2024 Annual General Meeting of Shareholders, the remuneration payments for Board members are detailed in the Company's 2024 financial statements as follows:

| No. | Full name | Position | Remuneration (VND) | Note |
|-----|-------------------|------------------------|--------------------|---|
| 1 | Ms Tran Thi Huong | Chairwoman of the BODs | 505,740,770 | |
| 2 | Mr Le Minh Duc | Member of the BODs | | BODs members do not receive remuneration. |

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| 3 | Mr Pham Khac Duong | Member of the BODs cum Director | | BODs members do not receive remuneration. |
| 4 | Ms Pham Le Thi Lan Phuong | Independent Member of the BODs | 40,000,000 | |
| 5 | Mr Ho Phong | Independent Member of the BODs | 40,000,000 | |

❖ Approving on the transactions with related parties

During the year, the Board of Directors approved the signing of contracts with related parties to ensure the effective operation of DHC Suoi Doi Corporation while complying with legal regulations. These contracts include transactions related to service provision, goods trading, investment cooperation, and financial support agreements between the company and related parties.

The signing of these contracts was carried out based on the principles of transparency, maximizing benefits for the Company and shareholders, and aligning with the Company's development strategy. The Board of Directors carefully reviewed each contract, assessed risks, and evaluated its effectiveness before approval. Throughout the implementation process, the Board strictly adhered to regulations on transactions with related parties as stipulated by the Enterprise Law, the Securities Law, and the Company's Charter, ensuring transparency in corporate governance activities.

The details of the transaction values between the Company and related parties are fully disclosed in the audited 2024 financial statements, which have been publicly announced and uploaded on the Company's website.

II. Operational direction for 2025

Board of Directors' objectives for the year

- Vietnam's economy is expected to face both opportunities and challenges in 2025. In response, the Board of Directors has directed a focus on ensuring absolute business safety, implementing solutions to enhance corporate governance quality, and maintaining stability and sustainable development.
- Continue to strengthen the Company's position in the domestic and international tourism market, improve service quality for tourists, and capitalize on new opportunities to research, develop, and diversify products that maximize visitor benefits.
- Develop the best corporate governance system, manage financial, accounting, and auditing risks, and enhance enterprise risk management by improving the capabilities of leadership positions under the Board of Directors.
- Focus on human resource development, build a specialized workforce in various fields,

enhance reward policies, retain talent, and establish a high-quality management and labor force.

- Maintain corporate culture and Board culture, foster sustainable development, and review and supervise the implementation of the Company's plans and strategies.
- Develop an investment adjustment plan for the expansion project of the Than Tai Mountain Hot Spring Park and submit it for approval by relevant authorities.

Based on the actual situation, the estimated construction commencement plan for the following budgeted items is as follows:

Total value: **612 billion VND.**

| No. | Project | Quantity | Value (VND) | Notes |
|-----|---|----------|------------------------|--|
| | Investment | | | |
| 1 | Reception Hall (Festival) | 01 | 35,000,000,000 | Expected to start in Q4 2025 and be operational by Q4 2026 |
| 2 | Orchid Forest & Kayak River | 01 | 15,000,000,000 | Under implementation, expected completion by Q3 2025 |
| 3 | Mineral Water Factory | 01 | 250,000,000,000 | Expected to start in late 2026 and complete by the end of 2027 |
| 4 | Villa Area | 42 | 82,000,000,000 | Expected to start in early 2026, operational between 2027-2028 |
| 5 | Hotel Area | | 230,000,000,000 | Expected to start in Q4 2025, completion by the end of 2027 |
| 6 | Research & Promotion of New Projects in Da Nang and Quang Nam | | | Currently under survey and project planning |
| | Total | | 612,000,000,000 | |

The above report outlines the corporate governance activities for 2024 and the business direction for 2025 of the Board of Directors of DHC Suoi Doi Corporation. The Board is committed to performing its duties with honesty and diligence to meet shareholders' expectations and maximize benefits for the Company.

On behalf of the Board of Directors, I sincerely thank our valued shareholders for their

trust, support, and dedication to the Company over the years. I wish all shareholders good health and a successful General Meeting.

Sincerely, thank you!

Recipients:

- *Shareholders;*
- *Board of Directors, Supervisory Board), Board of Management, Corporate Secretary;*
- *Filed at Administrative Office; Board of Directors*

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD**



TRAN THI HUONG




DHC SUOI DOI CORPORATION

REPORT
OF THE BOARD OF MANAGEMENT

AT THE 2025 ANNUAL
GENERAL MEETING OF SHAREHOLDERS

Da Nang, date 24 month 04 year 2025



REPORT
SUMMARY REPORT ON BUSINESS OPERATIONS IN 2024
AND THE 2025 BUSINESS PLAN
DHC SUOI DOI CORPORATION

To: The General Meeting of Shareholders of DHC Suoi Doi Corporation

First and foremost, on behalf of the Board of Directors and the Board of Management of DHC Suoi Doi Corporation, I would like to extend my sincere thanks to all distinguished attendances for attending the 2025 Annual General Meeting of Shareholders of DHC Suoi Doi Corporation. I would like to take this opportunity to present the report on the company's performance in 2024 and its strategic direction for 2025 as follows.

1. General situation:

Advantages and challenges affecting the business and production activities of DHC Suoi Doi Corporation in 2024:

- Challenges:

- + In 2024, the global situation continued to evolve unpredictably; economic growth slowed, inflation continued to rise; conflicts in various regions showed no signs of de-escalation, and climate change became more evident, severely impacting the global economy, including Vietnam.
- + In the tourism sector: Due to the impact of economic recession, rising airfare prices led to a significant decline in domestic tourists. Additionally, tourists tended to limit their spending, particularly in major international markets such as China, which remained sluggish. Intense competition among tourist destinations resulted in the loss of traditional tourists from markets like South Korea, who shifted to other destinations, leading to lower-than-expected international arrivals.

- Advantages:

- + The domestic economy has stabilized, and the government has introduced timely stimulus packages and measures to ease common difficulties for businesses. The Da Nang city government and the Department of Tourism have actively supported the development of

tourism in Da Nang by continuously implementing promotional campaigns, launching tourism stimulus programs for both domestic and international markets, organizing the International Tourism Fair in Da Nang, and forming tourism stimulus alliances between localities. With the growing popularity of the concept of combining travel with health care, which aligns well with the strengths of our tourist site—featuring breathtaking landscapes, hot mineral baths, mud baths, spa services, entertainment, and relaxation—the tourism market has shown promising signs. Thanks to government support, the number of tourists visiting Da Nang has gradually recovered, with key international markets such as South Korea and Taiwan rebounding and growing. Furthermore, markets such as India, the Philippines, and Japan have also seen good growth, contributing to a more vibrant tourism scene in Da Nang.

- + The domestic tourism market in general and the tourism market in Da Nang, in particular, have gradually recovered. Businesses have maximized their available human resources, leveraged media promotions, and implemented timely stimulus policies to support domestic tourism growth.
- + The Nui Than Tai Hot Spring Park has gained increasing recognition and is rated as an attractive tourist destination in terms of both service and quality. The site was honored with a certificate of merit from the Chairman of Da Nang City, attracting a significant number of domestic and international visitors.

2. Achievements in 2024:

Despite various challenges, with determination to rise above and affirm our position, as well as a commitment to providing visitors with the best experience at our tourist site and in Da Nang as a whole, the Board of Directors, the Board of Management, and all employees have worked tirelessly with intelligence and resilience to overcome obstacles, strengthening the company's foundation and positioning it for the future.

In 2024, the Board of Management continued to enhance human resources, infrastructure, and new investments, such as the "Love Forest" area, the expansion of the dinosaur park with new attractions, the bird garden, and the Kayak river exploration experience along the "Love River," in addition to upgrading and improving the landscape of the tourist site.

Thanks to these efforts, despite ongoing challenges, we have achieved significant milestones:

- Total investment for the year exceeded VND 102 billion.
- Awarded a certificate of merit by the Chairman of Da Nang People's Committee for contributions to disaster relief efforts following Typhoon No. 3 in northern provinces.
- Recognized with the "Golden Heart" Award by the Vietnam Fatherland Front Committee of Da Nang for contributions to disaster relief efforts following Typhoon No. 3.
- Certificate of merit from the Director of Da Nang Department of Tourism for positive contributions to Da Nang's tourism development in 2024.

- Officially recognized as one of the two key tourist destinations in Da Nang.
- Successfully obtained approval from the State Securities Commission for a private stock offering to strategic shareholders, raising VND 210 billion.
- Engaged in community activities, including sponsorship of tickets for the Women's Union and the Da Nang Tourism Promotion Center, with contributions worth several billion dong.
- Focused on employee welfare, both materially and spiritually, by organizing cultural and sports events to provide recreational opportunities for employees outside of work.

3. Business Performance in 2024:

With the above efforts, along with close guidance from the Board of Directors, the business results were as follows:

| Indicators | Actual 2024 | Target 2024 | % Achieved/ Target |
|------------------|-----------------|-----------------|-----------------------|
| Net revenue | 167,972,869,994 | 190,000,000,000 | 88.5 |
| Profit after tax | 10,442,587,555 | 12,150,000,000 | 85.9 |

4. Business Plan for 2025:

Based on the challenges and opportunities, the Board of Directors has set the following key business targets for 2025:

| No. | Indicators | 2025 Plan | % Increase Compared to 2024 |
|-----|--------------------------|-----------------|--------------------------------|
| 1 | Net revenue | 185,000,000,000 | 10.13 |
| 2 | Profit after tax | 12,000,000,000 | 14.91 |
| 3 | Dividend rate (Expected) | None | |

5. Implementation Strategies

The company's Board of Management closely monitors market trends to promptly devise the most optimal solutions in managing and operating business activities to achieve the objectives set by the General Meeting of Shareholders.

With preparation for potential challenges and internal advantages, the Board of Management and all employees of DHC Suoi Doi Corporation will strive to accomplish the 2025 plan and make every effort to successfully achieve the business and production targets assigned by the General Meeting of Shareholders and the Board of Directors. To achieve this goal, in 2025, the company will continue to implement:

- a. In 2025, the company will proceed with major investment projects. It is expected to complete the necessary documentation and commence construction on projects with a total estimated value of 612 billion VND. The estimated major investment items include:
- Reception Hall: VND 35 billion
 - Love Forest, Bird Garden, Expanded Dinosaur Park: VND 15 billion
 - Mineral Water Plant: VND 250 billion
 - Villa Area: VND 82 billion
 - Hotel Area: VND 230 billion
 - Research and develop new projects in Da Nang and Quang Nam.
- b. Capital increase plan through Private offering of Shares to strategic shareholders following the success of the additional share offering to strategic shareholders in 2024, which raised a total of VND 210 billion, the company will continue to conduct private share placements to strategic shareholders in 2025. This is aimed at supplementing working capital to support business operations, repaying loans, and issuing shares to increase charter capital from owners' equity
- c. Continuing to improve and enhance human resource quality towards professionalism and creating high-quality products. The company remains committed to delivering the best products to tourists, ensuring exciting experiences and absolute satisfaction.
- Strengthening promotional activities and introducing the resort to tourists through various channels such as television, newspapers, Facebook, YouTube, TikTok, etc.
 - Collaborating with the Department of Tourism to participate in promotional programs and tourism stimulus campaigns targeting both domestic and international markets.
 - Working closely with the Tourism Promotion Center, tourism associations, and tourism stimulus alliances to create attractive tourism packages that attract visitors to Da Nang in general and Nui Than Tai Hot Springs Park in particular.
 - Continuing to improve and upgrade infrastructure, introducing new products to better serve tourists.
 - Implementing promotional packages and discount programs during holidays and low seasons.

The above is the 2024 Summary Report from the Board of Management of DHC Suoi Doi Corporation. We firmly believe that, under the leadership of the Board of Directors and with our unity and determination, DHC Suoi Doi Corporation will successfully achieve its 2025 targets.

Once again, we sincerely thank the esteemed leaders, distinguished guests, and all employees for attending the 2025 Annual General Meeting of DHC Suoi Doi Corporation. On behalf of the Board

of Directors and the Board of Management, we wish you and your families good health and happiness. We hope that DHC Suoi Doi Corporation will continue to grow, reaching new heights and becoming a strong brand in the tourism industry!

Sincerely, thank you!

Recipients:

- *Shareholders;*
- *Board of Directors, Supervisory Board), Board of Management, Corporate Secretary;*
- *Filed at Administrative Office; Board of Directors*

ON BEHALF OF THE BOARD OF MANAGEMENT



PHAM KHAC DUONG



No.: 01 /2025/DSD-BC-BKS

Da Nang, April 24 , 2025

**APPROVING ON THE SUPERVISORY BOARD'S 2024 ACTIVITY
REPORT AND 2025 ACTIVITY PLAN**

To: The General Meeting of Shareholders of DHC Suoi Doi Corporation

- *Based on the functions and duties of the Supervisory Board as stipulated in the Charter of DHC Suoi Doi Corporation,*
- *Based on the Operating Regulations of the Supervisory Board and the applicable legal provisions,*
- *The Supervisory Board of DHC Suoi Doi Corporation reports on the results of its supervision activities in 2024 and outlines its direction for 2025 with the following contents:*

1. Members and Activities of the Supervisory Board in 2024

1.1. Supervisory Board members:

The Supervisory Board consists of three members

- | | |
|-----------------------------|-----------------------|
| Mr Nguyen Van Thanh | - Head of the Board |
| Ms Tran Thu Trang | - Member of the Board |
| Ms Nguyen Tran Quynh Phuong | - Member of the Board |

1.2. Activities of the Supervisory Board Members in 2024:

In 2024, the Supervisory Board held two meetings, with a 100% attendance rate. The meeting details are as follows:

| No. | Meeting minutes No. | Date | Content |
|-----|---------------------------|------------|---|
| | 01/2024/BBH- BKS/DHCSD | 24/06/2024 | - Evaluation of compliance with the resolutions of the 2024 Annual General Meeting of Shareholders, adherence to the Company's Charter, State Laws, and regulations, policies, and decisions of the Board of Directors (BOD) and Board of Management in business operations for the |



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|--|-----------------------|------------|--|
| | | | <p>first six months of 2024.</p> <ul style="list-style-type: none"> - Assessment of the implementation of the first half-year 2024 business plan by the BOD and Board of Management. - Appraisal of the 2023 financial statements and Q1/2024 financial statements. - Evaluation of periodic and extraordinary information disclosures in the first six months of 2024. - Approval of the Supervisory Board's work plan for the second half of the year. |
| | 02/2024/BBH-BKS-DHCSD | 25/12/2024 | <ul style="list-style-type: none"> - Evaluation of compliance with the resolutions of the 2024 Annual General Meeting of Shareholders, adherence to the Company's Charter, State Laws, and regulations, policies, and decisions of the BOD and Board of Management in business operations for the last six months of 2024. - Assessment of the implementation of the second half-year 2024 business plan by the BOD and Board of Management. - Evaluation of periodic and extraordinary information disclosures in the last six months of 2024. - Appraisal of the 2024 semi-annual financial statements and Q3/2024 financial statements. - Coordination in preparing for the 2025 Annual General Meeting of Shareholders and planning for the Supervisory Board's activities in 2025. |

1.3. Supervisory Board remuneration in 2024

Total remuneration for 2024: VND 228,583,204, in which: Mr. Nguyen Van Thanh – Head of the Board: VND 46,666,666, Members (Ms. Nguyen Tran Quynh Phuong, Ms. Tran Thu Trang): VND 181,916,538.

2. Supervisory Board's oversight of the Board of Directors and the Board of Management's operations

In 2024, the Supervisory Board did not detect any irregularities in the activities of the members of the Board of Directors or the Board of Management.

- In 2024, the Board of Directors and the Board of Management of the Company fully exercised their powers and performed their functions and duties in accordance with the Company's Charter and successfully implemented all the resolutions approved by the Annual General Meeting of Shareholders.

- The Board of Directors and the Board of Management strictly complied with regulations on periodic and extraordinary information disclosure, as well as corporate governance reporting requirements.

- No disputes related to business activities arose in 2024, and there were no conflicts of interest with related parties.

3. Assessment of coordination between the Supervisory Board, the Board of Directors, and the Board of Management

- In 2024, the Supervisory Board closely coordinated with the Board of Directors and the Board of Management in performing the assigned functions and duties. The Board of Directors and the Board of Management provided relevant information and documents and facilitated the Supervisory Board's operations

4. Results of monitoring the Company's operations and financial statements

- By the end of 2024, the Supervisory Board did not detect any irregularities in the Company's operations. The financial control system and reporting mechanisms operated effectively, identifying issues in a timely manner and offering appropriate recommendations and solutions. The Supervisory Board concurs with the evaluations regarding the Company's operations and financial status as presented in the auditors' reports.

- The Company's financial activities in 2024 were conducted with complete transparency and in full compliance with legal regulations and the Company's Charter.

- The Company's financial statements, whether audited or unaudited, accurately and comprehensively reflected the Company's financial position in a transparent and objective manner, ensuring correctness and reasonableness.

- The disclosure and publication of financial statements were carried out regularly and in compliance with information disclosure regulations.

5. Report on transactions with related parties

Throughout the year, the Supervisory Board fulfilled its oversight role regarding the Board of Directors' activities, including the review and approval of contracts with related parties, ensuring transparency, legal compliance, and the protection of the interests of DHC Suoi Dong Corporation and its shareholders. Through inspections and evaluations, the Supervisory Board determined that the Board of Directors had carefully reviewed, discussed, and approved related-party transactions prudently and in compliance with the Law on Enterprises, the Securities Law, and the Company's Charter. These transactions were conducted in a transparent and public manner, ensuring fair value and avoiding negative impacts on the Company's financial standing and business operations.



Additionally, the Supervisory Board recognized that the Board of Directors carefully considered the necessity and effectiveness of contracts before their execution. The transactions with related parties contributed to supporting the Company's business activities, enhancing cooperation efficiency, and optimizing resources.

6. Supervisory Board's activity plan for 2025

- In 2025, the Supervisory Board will carry out its duties in accordance with the direction approved by the General Meeting of Shareholders, within the scope of its obligations and powers as stipulated in the Company's Charter, and will be accountable to the General Meeting of Shareholders and the law. The Supervisory Board of DHC Suoi Doi Corporation has set out the following oversight activities for 2025:

- Monitor compliance with the resolutions of the 2025 Annual General Meeting of Shareholders, adherence to the Company's Charter, State laws, internal regulations, and decisions of the Board of Directors and the Board of Management in managing and operating the Company's business activities in 2025.

- Supervise the implementation of the 2025 business plan by the Board of Directors and the Board of Management in terms of revenue, costs, profit, and fulfillment of obligations to the State.

- Oversee the asset procurement plan for 2025, basic construction investment, new investments, renovations, and upgrades.

- Perform other tasks as requested by shareholders or groups of shareholders.

This report provides an overview of the Supervisory Board's oversight of the operations of DHC Suoi Doi Corporation in 2024 and its planned activities for 2025.

On behalf of the Supervisory Board, we extend our gratitude to our shareholders for entrusting us with the responsibility of supervising the Company. We also thank the Board of Directors and the Board of Management for their support and cooperation, which has enabled us to fulfill our assigned functions and duties effectively.

Sincerely, thank you!

Recipients:

- *Shareholders;*
- *Board of Directors, Supervisory Board), Board of Management, Corporate Secretary;*
- *Filed at Administrative Office; Board of Directors*

ON BEHALF OF SUPERVISORY BOARD



NGUYEN VAN THANH

**DHC SUOI DOI
CORPORATION**

No : 139 /TT-DHDCD

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Da Nang, April 24th, 2025

SUBMISSION

“Ref: Approving on the 2024 Audited Financial Statements”

To: The General Meeting of Shareholders of DHC Suoi Doi Corporation

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;*
- *The Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021;*
- *Based on the Charter of Organization and Operation of DHC Suoi Doi Corporation;*

The Board of Directors of DHC Suoi Doi Corporation hereby proposes and submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of the following matter:

To submit to the General Meeting of Shareholders for approval the 2024 audited financial statements of DHC Suoi Doi Corporation, which have been independently audited by AAC Auditing and Accounting Co., Ltd., signed on March 17th, 2025.

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

Recipients:

- *Shareholders;*
- *Board of Directors, Supervisory Board, Executive Board, Corporate Secretary;*
- *Filed at Administrative Office; Board of Directors*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRWOMAN



TRAN THI HUONG

**DHC SUOI DOI
CORPORATION**

No.: 140/TT-DHDCD

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Da Nang, April 24th, 2025

SUBMISSION

**“V/v Approving on the 2024 profit distribution plan and the
proposed dividend payment for 2025”**

To: The General Meeting of Shareholders of DHC Suoi Doi Corporation

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;*
- *The Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021;*
- *Based on the Charter of Organization and Operation of DHC Suoi Doi Corporation;*
- *The 2024 financial statements of DHC Suoi Doi Corporation, which has been independently audited by AAC Auditing and Accounting Co., Ltd.*
- *The Company's business and production performance.*

The Board of Directors of DHC Suoi Doi Corporation respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of the following:

I. PROFIT DISTRIBUTION PLAN FOR 2024

2024 profit distribution proposal

The business performance of DHC Suoi Doi Corporation in 2024, according to the audited financial statements by AAC Auditing and Accounting Co., Ltd., is as follows:

| No. | Indicators | Amount (VND) |
|-----|---|------------------|
| 1 | Total revenue | 169,088,603,030 |
| 2 | Total expenses | 157,214,561,704 |
| 3 | Profit before tax | 11,874,041,326 |
| 4 | Deferred corporate income tax | 1,431,453,771 |
| 5 | Profit after tax | 10,442,587,555 |
| 6 | Accumulated undistributed profit by end of 2024 | - 46,158,771,296 |

Based on the above results, the Board of Directors proposes not to distribute profits for 2024.

II. PROJECTED DIVIDEND FOR 2025

Based on the 2024 business plan and the accumulated undistributed profit by the end of 2024, the Board of Directors proposes not to distribute dividends to shareholders in 2025.

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

Recipients:

- Shareholders;
- Board of Directors, Supervisory Board, Executive Board, Corporate Secretary;
- Filed at Administrative Office; Board of Directors

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRWOMAN



TRẦN THỊ HUONG

Da Nang, April 24th, 2025

SUBMISSION

**“Ref: Approving on the Remuneration for the Board of Directors and Supervisory Board
for 2024 and the proposed remuneration for 2025”**

To: The General Meeting of Shareholders of DHC Suoi Doi Corporation

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;*
- *The Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021;*
- *Based on the Charter of Organization and Operation of DHC Suoi Doi Corporation;*

**The Board of Directors of DHC Suoi Doi Corporation respectfully submits to the
2025 Annual General Meeting of Shareholders for consideration and approval of the
following:**

To ensure the effective operation of the Board of Directors and the Supervisory Board in fulfilling their assigned duties, based on the 2024 business plan of DHC Suoi Doi Corporation and the regulations of the State, the Company reports the total remuneration of the Board of Directors and the Supervisory Board for 2024 as follows:

I. Actual remuneration for 2024 and proposed remuneration plan for 2025

In 2024, the Company paid remuneration to the Board of Directors and the Supervisory Board amounting to **VND 1,014,323,966**. The Board of Directors submits for approval the remuneration plan for 2025 as follows:

| No. | Position/Content | Quantity | Total Remuneration (VND/year) |
|-----------|--|-----------|-------------------------------------|
| I | Operating budget & remuneration for the BODs | 05 | 950,000,000 |
| 1 | Salary & remuneration for the Chairman and members of the BODs | | 650,000,000 |
| 2 | Other expenses for Board operations | | 300,000,000 |
| II | Operating budget & remuneration for the Supervisory Board | 03 | 250,000,000 |

| | | | |
|---|---|--|----------------------|
| 1 | Salary & remuneration for the Head and members of the Supervisory Board | | 250,000,000 |
| | Total | | 1,200,000,000 |

Other benefits for members of the Board of Directors and the Executive Board shall be implemented in accordance with the law, the Company's Charter, and internal regulations..

II. Operating Budget

Members of the Board of Directors and the Supervisory Board shall be reimbursed for reasonable expenses incurred in the course of performing their duties, in compliance with the State and Company regulations.

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

Recipients:

- *Shareholders;*
- *Board of Directors, Supervisory Board, Executive Board, Corporate Secretary;*
- *Filed at Administrative Office; Board of Directors*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRWOMAN

TRAN THI HUONG

**DHC SUOI DOI
CORPORATION**

No.: 142 /TT-DHDCD

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Da Nang, April 24th, 2025

SUBMISSION

**“Ref: Approving on the selection of an independent auditing firm for the
2025 Financial statements audit”**

To: The General Meeting of Shareholders of DHC Suoi Doi Corporation

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;*
- *The Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021;*
- *Based on the Charter of Organization and Operation of DHC Suoi Doi Corporation;*

**The Board of Directors of DHC Suoi Doi Corporation respectfully submits to the
2025 Annual General Meeting of Shareholders for consideration and approval of the
following:**

The Board of Directors proposes that the General Meeting of Shareholders consider and select **AAC Auditing and Accounting Co., Ltd.**, a legally operating company in Vietnam that has been approved by the State Securities Commission to audit public companies, as the independent auditing firm to conduct the audit of the Company's 2025 financial statements and review the semi-annual financial statements.

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

Recipients:

- *Shareholders;*
- *Board of Directors, Supervisory Board,
Executive Board, Corporate Secretary;*
- *Filed at Administrative Office; Board
of Directors*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRWOMAN



TRAN THI HUONG

No: 143 /TT -ĐHĐCĐ

Da Nang, April 24th, 2024

SUBMISSION

**Ref: Changing the Corporation's head office location, amending the charter, and
updating the Business registration certificate**

To: The General Meeting of Shareholders of DHC Suoi Doi Corporation

Pursuant to:

- Enterprise Law No. 59/2020/QH14, effective from January 1, 2021;
- Securities Law No. 54/2019/QH14, passed on January 1, 2021;
- The current Charter on the organization and operation of DHC Suoi Doi Corporation ("Company");
- The Company's current actual situation.

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval of the change of the Company's registered head office location as follows:

1. Approval of the change of the Company's registered head office location with the following details:

- Current registered head office address: 93 Nguyễn Thị Minh Khai, Hải Châu 1 Ward, Hải Châu District, Da Nang City.
- New registered head office address: 158 Bùi Tá Hán, Khuê Mỹ Ward, Ngũ Hành Sơn District, Da Nang City, Vietnam.
- Implementation timeframe: Within the year 2025.

2. Approving on the Amendment to Clause 3, Article 2 of the Company's Charter, change of Business Registration information, and update of legal documents related to the company's headquarters address at the new location.

Detailed amendments to the Company's Charter



| Amended clause | Current Charter | Amended Charter |
|---|---|--|
| Article 2. Name, form, head office, branches, representative offices, business locations, and operating term of the Company | Clause 3. Registered head office of the Company: 93 Nguyen Thi Minh Khai, Hai Chau 1 Ward, Hai Chau District, Da Nang City. | Clause 3. Registered head office of the Company: 158 Bui Ta Han, Khue My Ward, Ngu Hanh Son District, Da Nang City, Vietnam. |

3. Authorization to the Chairman of the Board of Directors to decide on the necessary tasks as per legal regulations to change the head office address, including but not limited to the following:

- ✓ Deciding on leasing or purchasing an office at the new head office address mentioned in Section 1 of this proposal, depending on actual circumstances.
- ✓ Negotiating and signing contracts related to leasing/purchasing an office at the new address.
- ✓ Carrying out necessary procedures to change the registered head office location per legal regulations, including obtaining approval from relevant authorities, changing business registration, and other required procedures.
- ✓ Performing all other necessary tasks and procedures to complete the change of the registered head office location in compliance with legal regulations.
- ✓ Amending the relevant clauses in Article 2 of the Company's Charter after approval by the General Meeting of Shareholders.
- ✓ Undertaking other necessary tasks as required by law.
- ✓ Depending on specific circumstances, the Chairman of the Board of Directors may authorize the Director to carry out one or more of the tasks mentioned above, in accordance with internal regulations and applicable laws.
- ✓ Pursuant to the plan and policy of the City People's Committee regarding the reorganization and merger of administrative units at the district and ward levels, which may lead to changes in the administrative names of the areas where the Company's head office is located,

In order to ensure the legal compliance and operational continuity of the Company, the General Meeting of Shareholders authorizes the Board of Directors to proactively consider, decide, and carry out all necessary administrative procedures related to the change of the Company's head office address (including but not limited to: updating business registration, notifying the tax authority, competent state agencies, relevant

Such change of address is solely for the purpose of updating the administrative name and does not involve any change in the actual location of the Company's head office. The Board of Directors is responsible for implementation and shall report to the General Meeting of Shareholders at the nearest meeting.

The Board of Directors respectfully submits this to the General Meeting of Shareholders for approval.

Sincerely./.

Recipients:

- Shareholders;
- Board of Directors, Supervisory Board, Executive Board, Corporate Secretary;
- Filed at Administrative Office; Board of Directors

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRWOMAN



TRẦN THỊ HUƠNG



DHC SUOI DOI CORPORATION

No. 144 /TT-DHDCD

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

Da Nang, April 24th, 2025

PROPOSAL

“Re: Plan for Issuing Shares to Increase Charter Capital from Owner's Equity in 2025”

To the attention of: The General Meeting of Shareholders of DHC Suoi Doi Corporation

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, passed by the National Assembly of the Socialist Republic of Vietnam, amended by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and its implementing guidance documents;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019, passed by the National Assembly of the Socialist Republic of Vietnam, amended by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its implementing guidance documents;
- Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;
- Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding certain aspects of securities offering, issuance, public tender offers, share repurchase, public company registration, and public company delisting;
- The Charter on the Organization and Operation of DHC Suoi Doi Corporation was approved under Resolution No. 514/2024/NQ-HĐQT of the Board of Directors dated September 13, 2024, based on Resolution No. 15/2024/NQ-ĐHĐCĐ of the 2024 Extraordinary General Meeting of Shareholders;
- The audited financial statements of DHC Suoi Doi Corporation for the year 2024.

The Board of Directors respectfully submits to the General Meeting of Shareholders of DHC Suoi Doi Corporation for consideration and approval of the Plan for Issuing Shares to Increase Charter Capital from Owner's Equity in 2025, with the following detailed content:

I. Plan for Issuing Shares to Increase Charter Capital from Owner's Equity in 2025



| | |
|--|--|
| 1. Issuing organization | DHC Suoi Doi Corporation. |
| 2. Type of shares | Common shares. |
| 3. Number of shares to be issued | 11,300,000 shares (Eleven million, three hundred thousand shares) |
| 4. Total issuance value | 113,000,000,000 VND (One hundred thirteen billion Vietnamese dong) |
| 5. Par Value | 10,000 VND/share. |
| 6. Purpose of issuance | To increase the company's charter capital by issuing shares to raise share capital from owner's equity. |
| 7. Source of Issuance Capital | The issuance capital will be sourced from Capital surplus as of December 31 st , 2024, according to the audited financial statements of DHC Suoi Doi Corporation: 113,000,000,000 VND |
| 8. Issuance Recipients | Existing shareholders listed on the record date for entitlement to shares issued from owner's equity, as announced by VSDC. |
| 9. Ratio | 100 : 23.9915 (Shareholders owning 100 shares will receive 23.9915 new shares). |
| 10. Plan for Handling Fractional Shares (if any) | <p>The number of shares each shareholder receives from the issuance of shares to increase charter capital from owner's equity will be rounded down to the nearest whole number. Any fractional shares (decimal portions), if any, will be canceled and not issued.</p> <p>Example: Shareholder Nguyen Van A owns 182 shares. The additional shares received will be calculated as follows: $(182 : 100) \times 23.9915 = 43.66453$ shares Shareholder Nguyen Van A will receive 43 new shares, and the fractional 0.66453 shares will be canceled.</p> |
| 11. Expected Implementation Timeline | Q2–Q3/2025, after approval by the General Meeting of Shareholders and upon written confirmation from the State Securities Commission regarding the receipt of the complete issuance report documents from DHC Suoi Doi Corporation. |

II. Adjustment for number of securities registered information and additional shares trading registration

All shares issued to increase charter capital from owner's equity in 2025 will be adjusted for number of securities registered information at the Vietnam Securities Depository and Clearing

Corporation and registered for additional shares trading at the Stock Exchange immediately after the issuance is completed, in accordance with applicable legal regulations.

III. Amendment to the Charter

The relevant provisions on charter capital, shares, and stocks is going to be amended in **Clause 1, Article 6** of the company's Charter on organization and operation, updated to reflect the new charter capital after the completion of the share issuance.

IV. Authorization from the General Meeting of Shareholders to the Board of Directors:

- Implement the detailed issuance plan, select the appropriate issuance timing, and carry out the necessary registration procedures in compliance with legal regulations.
- Adjust and update to the contents of the aforementioned plan to ensure that the number of shares intended for issuance does not exceed the total number of shares that have been approved by the General Shareholders' Meeting.
- Amend the relevant provisions on charter capital, shares, and stocks in Clause 1, Article 6 of the company's Charter on organization and operation, updated to reflect the new charter capital after the completion of the share issuance.
- Complete the necessary legal procedures upon completion of the issuance, including registering amendments to the business registration details with the Business Registration Authority.
- Complete the adjustment for number of securities registered information procedures with the Vietnam Securities Depository and Clearing Corporation and additional shares trading registration on the Stock Exchange in accordance with current legal regulations.
- Carry out any other related tasks as necessary.

Respectfully submitted to the General Meeting for consideration and approval.

Sincerely,

Recipients:

- Shareholders of DHC Suoi Doi Corporation;
- BOD, BOS, BOM, DSD's Secretary-Archived: Office, BOD

ON BEHALF OF
BOARD OF DIRECTORS
CHAIRMAN



TRAN THI HUONG



Da Nang, April 24th, 2025

**REGULATIONS ON ORGANIZATING AND VOTING
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF DHC SUOI DOI CORPORATION**

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and effective from January 1, 2021;*
- *The Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and effective from January 1, 2021;*
- *The Charter on organization and operation of DHC Suoi Doi Corporation, approved by the General Meeting of Shareholders on April 24, 2025.*

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Subjects and Scope of Application

- 1.1. Subjects:** The Organizing Committee and all shareholders, authorized representatives of shareholders attending the 2025 Annual General Meeting of Shareholders of DHC Suoi Doi Corporation must comply with the provisions of this Regulation, the Company Charter, and applicable laws.
- 1.2. Scope:** The regulations for organizing and voting of the Annual General Meeting of Shareholders are issued for use in organizing the 2025 Annual General Meeting of Shareholders of DHC Suoi Doi Corporation (the "Corporation").

Article 2. This Regulation specifically stipulates the conditions for shareholders to attend the Meeting, the procedures for conducting the Meeting, the rights and obligations of shareholders and Committees at the Meeting, and the voting procedures at the Meeting.

Article 3. Interpretation of Terms

- 3.1. "Corporation" or "DSD"** refers to DHC Suoi Doi Corporation.
- 3.2. "Meeting"** refers to the 2025 Annual General Meeting of Shareholders of DHC Suoi Doi Corporation.

3.3. "Attendance" refers to shareholders and legally authorized representatives of shareholders attending the 2025 Annual General Meeting of Shareholders of DHC Suoi Doi Corporation.

CHAPTER II

CONDITIONS FOR SHAREHOLDER ATTENDANCE AT THE MEETING

Article 4. Conditions for Shareholders to Attend the Meeting

Shareholders listed in the shareholder register entitled to attend the General Meeting of Shareholders as of March 26, 2025, as determined by the notification of rights implementation sent by DHC Suoi Doi Corporation to the Vietnam Securities Depository Center, and legally authorized representatives of shareholders listed in the aforementioned register, have the right to attend and vote on matters at the Meeting.

Article 5. Authorization to Attend the General Meeting of Shareholders

5.1. The authorization to attend the General Meeting of Shareholders must be made in writing and comply with the provisions of the Law on Enterprises and Article 16 of the Company's Charter, specifically:

- a. Shareholders or authorized representatives of institutional shareholders may authorize one (01) or multiple individuals or other organizations to attend the General Meeting of Shareholders through one of the methods specified in Clause 3, Article 144 of the Law on Enterprises.
- b. Authorization is only valid for a single Meeting, and the authorized person may not delegate authority to a third party.
- c. The authorization document must comply with civil law regulations and must clearly state the name of the authorizing shareholder, the name of the individual or organization being authorized, the number of shares authorized, the scope of authorization, the duration of authorization, and the signatures of both the authorizing and authorized parties.
- d. The authorized person attending the General Meeting of Shareholders must present their identification card or passport for verification and submit the original authorization document when registering for the Meeting.
- e. If an institutional shareholder appoints multiple representatives, the number of shares assigned to each representative must be specified. If not specified, the shares will be evenly distributed among all authorized representatives.
- f. The voting card of the authorized attendee remains valid in the following cases, except when:

- The authorizing person has passed away, lost civil capacity, or been restricted in legal capacity.
- The authorizing person has revoked the authorization.
- The authorizing person has revoked the authority of the representative.

This provision does not apply if the Company receives notification of any of the above events before the commencement of the General Meeting of Shareholders or before the reconvened meeting.

CHAPTER III

PROCEDURES FOR CONDUCTING THE MEETING

Article 6. Conditions for Conducting the Meeting

The Meeting shall be conducted when delegates representing more than 50% of the total voting shares are present.

Article 7. Meeting Agenda

7.1. The Meeting is expected to take place within half a day.

7.2. The Meeting will discuss and vote on the items in the agenda, which will be announced as per the legal and Company Charter requirements. The agenda must be approved by the General Meeting of Shareholders at the beginning of the session.

Article 8. Resolutions and Minutes of the General Meeting of Shareholders

8.1. The secretary of the General Meeting of Shareholders is responsible for recording the entire proceedings, drafting minutes, and submitting them for approval at the Meeting. The minutes may be recorded, transcribed, or stored in other electronic formats. The minutes must be in Vietnamese and may be prepared in a foreign language, including the following key contents:

- a. Company name, headquarters address, and enterprise identification number;
- b. Time and location of the General Meeting of Shareholders;
- c. Agenda and meeting content;
- d. Names of the chairperson and secretary;
- e. Summary of the meeting proceedings and opinions expressed on each issue discussed;
- f. Number of shareholders and total voting shares of attendees, with an attached list of registered shareholders and their respective shareholdings and votes;
- g. Total votes for each contents, specifying voting methods, valid and invalid votes, Agree votes, Disagree votes, No opinion votes, along with corresponding

percentages of the total voting rights of shareholders attending and voting at the meeting;

- h. Matters approved and corresponding voting ratios;
- i. Names and signatures of the chairperson and secretary.

If the chairperson or secretary refuses to sign the meeting minutes, the minutes remain valid if signed by all other attending Board members and include all required content. The minutes must state the refusal to sign.

8.2. The minutes and resolutions of the General Meeting must be completed and approved before the conclusion of the Meeting. They must be disclosed and archived in accordance with regulations.

8.3. The chairperson and secretary, or any other person signing the minutes, are jointly responsible for the accuracy and truthfulness of the minutes.

8.4. Minutes prepared in both Vietnamese and a foreign language hold equal legal validity. In case of discrepancies, the Vietnamese version prevails.

8.5. Resolutions, minutes, and related documents, including shareholder registration lists and authorization documents, must be disclosed per securities market information regulations and kept at the Company's headquarters.

8.6. The minutes and resolutions of the Annual General Meeting of Shareholders and related documents must be disclosed within 24 hours after the conclusion of the Meeting on the Company's website, the State Securities Commission, and the Hanoi Stock Exchange.

CHAPTER IV

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND COMMITTEES AT THE MEETING

Article 9. Rights and Obligations of Attendances Attending the Meeting

Attendances have the rights and obligations stipulated in the Company's Charter, Internal Governance Regulations, and the following provisions:

9.1. Registration for the Meeting

- Before the Meeting starts, the Company will register attendees. Shareholders can register using the methods stated in the invitation, including direct registration, fax, mail, or email before the deadline.
- Attendances (shareholders or authorized representatives) must present the following documents upon arrival:
 - + For individual shareholders or those authorizing another individual:

- Authorization document with the signatures of both parties (if applicable);
- Identification card/passport of the attendee (shareholder or authorized representative);
- + For institutional shareholders:
 - Invitation letter;
 - Business registration certificate (certified copy);
 - Decision appointing the representative or authorization document (if the attendee is not the legal representative);
 - Identification card/passport of the attendee.
- Latecomers can still register and vote on subsequent matters, but previous votes remain unaffected.

9.2. Issuance of Voting Cards and Ballots

After completing registration for attendance, shareholders or their authorized representatives will receive one (1) Voting Card and one (1) Ballot corresponding to the number of shares owned/represented for voting, along with other materials for use at the meeting.

9.3. Right to Vote

Attendances have the right to attend, speak at the General Meeting, and exercise their voting rights either directly, through an authorized representative, or by other means as stipulated by law and the Company's Charter.

9.4. Comply with the provisions of the Regulation, the direction of the Chairperson, and respect the working results of the General Meeting.

9.5. Right to Propose contents to the Meeting Agenda

- a. Shareholders or groups of shareholders holding at least 5% of the total ordinary shares have the right to propose issues for inclusion in the meeting agenda. The proposal must be in writing and submitted to the Company no later than three (03) working days before the meeting's commencement. The proposal must clearly state the shareholder's name, the number and types of shares owned or equivalent information, the proposed agenda item, and must bear the signatures of the relevant shareholders. It can be prepared in multiple identical copies, up to the number of shareholders in the group, with each shareholder required to sign (and affix a seal if the shareholder is a legal entity) at least one copy. Additionally, the following conditions and procedures must be met:

- A valid identification document (Citizen ID card, Passport, or other legally recognized identification) of the shareholder(s);
- The written proposal must be signed directly at the Company by the relevant shareholder(s);
- If a shareholder or group of shareholders authorizes a representative to submit the proposal to the Company, the authorized person must bring:
 - + A legally established authorization letter or an appointment letter (for institutional shareholders), along with a certified copy of the business license of the institutional shareholder;
 - + A valid identification document of the authorized person.
- b. The convener of the General Meeting has the right to reject proposals in the following cases:
 - The proposal does not comply with Clause 4, Article 18 of the Company's Charter
 - At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as required in Clause 2, Article 12 of the Company's Charter.
 - The proposed issue is outside the authority of the General Meeting of Shareholders
 - Other cases as prescribed by law and the Company's Charter.
- c. The convener of the General Meeting must accept and include valid proposals in the preliminary meeting agenda unless they fall under Clause 5, Article 18 of the Company's Charter. If accepted by the General Meeting, the proposal will be officially added to the agenda.

Article 10. Rights and duties of the Chairperson

The Chairperson of the Board of Directors acts as the Chairperson of the General Meeting or may authorize another Board member to preside over the meeting. If the Chairperson is absent or temporarily unable to perform their duties, the remaining Board members shall elect one (1) among them as the Chairperson by majority vote. If no Chairperson is elected, the Chairperson of the Audit Committee or the highest-ranking Board member present shall organize the election of a Chairperson from among the attendees, and the candidate with the highest votes shall preside over the meeting.

10.1. Authority to Conduct the General Meeting

- Take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and in line with the majority's wishes.

- Decide on the order, procedures, and any arising matters outside the meeting agenda. The Chairperson may postpone the meeting with the consensus or request of the shareholders present in sufficient numbers
- Require all attendees to undergo security checks or comply with other lawful security measures.
- Request law enforcement to maintain order at the meeting; expel any attendees who disrupt the meeting, interfere with its normal proceedings, or fail to comply with security protocols.

10.2. Authority to Postpone the Meeting

The Chairperson may postpone the meeting (for a maximum of three (03) days from the originally scheduled date) in the following cases:

- The meeting venue does not have adequate seating for all attendees.
- The communication facilities at the venue are inadequate for shareholders to participate, discuss, and vote.
- Attendees disrupt the meeting or pose a risk of preventing it from proceeding fairly and lawfully.

Article 11. Shareholder Eligibility Verification Committee

The Shareholder Eligibility Verification Committee consists of one (1) Head and several members appointed by the Chairperson. Their duties include receiving shareholder registrations, issuing Voting Cards and Ballots, and distributing meeting materials.

The Committee must report the shareholder registration results before the General Meeting.

Article 12. Secretariat

The Chairperson appoints one (1) or more persons as secretaries of the meeting.

The Secretariat's duties include:

- Recording the full and accurate content of the General Meeting's agenda, discussions, and shareholder comments
- Preparing the Meeting Minutes and Resolutions.
- Reading and submitting the Meeting Minutes and Resolutions for approval before the meeting adjourns.

Article 13. Vote Counting Committee

The General Meeting elects the Vote Counting Committee and its Head based on the Chairperson's proposal.

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Duties of the Vote Counting Committee:

- Guide shareholders on the voting process.
- Collect and count ballots after voting.
- Prepare a Vote Counting Report and present the results to the General Meeting.

CHAPTER V

DISCUSSION AND VOTING AT THE GENERAL MEETING

Article 14. Procedures and Methods of Voting at the General Meeting

14.1. Voting Cards:

- Valid Voting Card: A voting card issued by the Company, clearly stating the number of votes, with the Company's seal. The voting card must not be erased, altered, or corrected.
- The number of votes is calculated based on the total number of shares owned/represented.
- The General Meeting of Shareholders shall vote using the Voting Card for the following matters: Election of the Vote Counting Committee; Approval of the Meeting Regulations and Meeting Agenda; Approval of reports concluding the term of the Board of Directors (BOD) and the Supervisory Board (SB); Approval of election results; Approval of the Meeting Minutes and Resolutions.
- The voting process is conducted by counting the votes in the following order: first, votes in favor, then votes against, and finally votes of shareholders who abstain. The sequence may vary based on the Chairperson's direction.
- Voting results are calculated as a percentage of the total shares of valid Voting Cards against the total shares of all shareholders and their authorized representatives present and voting on each matter.

14.2. Voting Ballots:

- Valid Ballot: A ballot issued by the Company, clearly stating the number of votes, with the Company's seal and the signature of the attending Attendance. The ballot must not be erased, altered, or corrected.
- The number of votes is calculated based on the shares owned/represented.
- The General Meeting shall vote by Ballot on matters included in the Meeting Agenda, except for those already voted on using the Voting Card as stipulated in Clause 1 of this Article.
- Voting Method: Shareholders or their authorized representatives shall vote by selecting one of the voting options: Approve, Disapprove, or Abstain, and marking

(X) or (✓) for each voting item. The ballot must be signed and clearly state the voter's full name before being submitted to the Vote Counting Committee.

- Voting Results: The voting results are calculated as the percentage of total shares represented by valid Ballots submitted to the Vote Counting Committee against the total shares of all shareholders and their authorized representatives attending the Meeting.
- The results of each voting item must be recorded in the Meeting Minutes.

Article 15. Discussion at the General Meeting

During discussions on matters in the General Meeting agenda, attending Attendances must comply with the following regulations:

15.1. Principles: Discussions at the General Meeting shall be coordinated by the Chairperson or a representative designated by the Organizing Committee, ensuring compliance with the Company's Charter. Discussions shall be conducted within the allotted time and shall be limited to topics included in the approved agenda. Discussions must not violate the law, concern personal matters, or exceed the company's authority.

15.2. Submitting discussion questions: Attending Attendances may submit discussion questions to the Organizing Committee during the discussion period. The Secretary of the Meeting is responsible for recording the Attendance's name, ID number, and the content of the question before forwarding it to the Chairperson.

15.3. The Secretary of the Meeting shall review and compile discussion questions from Attendances before submitting them to the Chairperson

15.4. Responses to Attendances' Questions:

- a. Based on the compiled questions submitted by the Secretary, the Chairperson or an appointed member shall respond to the Attendances' inquiries.
- b. Comments and questions will be collected and addressed sequentially. Contributions shall only be made during the discussion session of the General Meeting. If multiple Attendances raise similar questions, the Chairperson may provide a collective response.
- c. If time constraints prevent responses to all questions during the Meeting, the Company will review and provide answers to shareholders through an appropriate method.

Article 16. Approval of Decisions at the General Meeting

16.1. The following resolutions shall be approved if it is approved by at least 65% of the total voting rights of all shareholders attending and voting at the meeting: Types of shares and the total number of each type; Change of business sectors and industries; Change in the

Company's management structure; Investment projects or asset sales valued at 35% or more of the Company's total asset value as recorded in the latest financial statements; Reorganization, division, separation, merger, consolidation, conversion, or dissolution of the Company.

16.2. Resolutions on other matters shall be approved if it is approved by at least 50% total voting rights of shareholders attending and voting at the meeting, except as stipulated in Clause 1 of this Article

16.3. Resolutions of the General Meeting of Shareholders shall be deemed valid and effective even if the procedures for convening the meeting and passing resolutions violate the Enterprise Law or the Company's Charter, provided that they are approved by 100% of the total voting shares entitled to vote.

Article 17. Request to Annul General Meeting Resolutions

Within 90 days from the date of receipt of a resolution, meeting minutes, or vote counting results from the General Meeting, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Enterprise Law shall have the right to request a Court or Arbitration to review and annul the resolution or part of the resolution in the following cases:

17.1. The procedures for convening the meeting and making decisions at the General Meeting seriously violate the Enterprise Law or the Company's Charter, except as stipulated in Clause 3, Article 21 of the Company's Charter.

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

CHAPTER VI

OTHER PROVISIONS

Article 18. Cases where the General Meeting is not held

18.1. If the first meeting does not meet the quorum requirements as stipulated in Article 4 of this Regulation within 60 minutes from the scheduled start time, the meeting convener shall cancel the meeting. A second meeting invitation shall be sent to shareholders within 30 days from the date of the first scheduled meeting. The second General Meeting shall be held if shareholders representing at least 33% of the total voting shares are present.

18.2. If the second meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article within 90 minutes from the scheduled start time, a third meeting invitation shall be sent to shareholders within 20 days from the date of the second scheduled meeting. In this case, the third General Meeting shall proceed regardless of the total number of voting shares represented by attending shareholders.

CHAPTER VII

ENFORCEMENT PROVISIONS

Article 19. Effectiveness of the Regulation

19.1. This Regulation consists of 7 Chapters and 19 Articles and shall take effect immediately upon approval by the General Meeting of Shareholders.

19.2. Shareholders and Committees at the General Meeting are responsible for complying with the provisions of this Regulation.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRWOMAN**


TRẦN THỊ HUONG

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

CHARTER

DHC SUOI DOI CORPORATION

Da Nang, April 2025

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INTRODUCTION

This Charter is approved pursuant to the Resolution of the General Meeting of Shareholders 46/2025/NQ-DHDCD dated April 24th, 2025.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be understood as follows:

- a) *Charter capital* means the total par value of shares that have been sold or registered for purchase upon the establishment of a joint-stock company and as stipulated in Article 6 of this Charter;
- b) *Voting capital* means the share capital in which the holder has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
- c) *Enterprise Law* refers to Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Securities Law* refers to Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) *Vietnam* refers to the Socialist Republic of Vietnam;
- f) *Establishment date* means the date on which the Company is first granted an Enterprise Registration Certificate (Business Registration Certificate and equivalent documents);
- g) *Business executive* refers to the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company's Charter;
- h) *Business manager* refers to the company management personnel, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, and other managerial positions as stipulated in the Company's Charter;
- i) *Related persons* refer to individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;
- k) *Shareholder* means an individual or organization that owns at least one share of a joint-stock company;
- l) *Founding shareholder* means a shareholder who owns at least one ordinary share and whose name appears on the list of founding shareholders of the joint-stock company;
- m) *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Securities Law;

n) *Operating duration* means the operation period of the Company as stipulated in Article 2 of this Charter and any extension (if applicable) approved by the General Meeting of Shareholders;

o) *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

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

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

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

Article 2. Name, Form, Headquarters, Branches, Representative Offices, Business Locations, and Operating Term of the Company

1. Tên Công ty

- Company Name: **DHC SUOI DOI CORPORATION**

- Name in English: **DHC SUOI DOI CORPORATION**

- Abbreviated Name: **DHC SUOI DOI CORP**

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

3. Registered Headquarters of the Company:

- Address: 158 Bui Ta Han Street, Khue My Ward, Ngu Hanh Son District, Da Nang City, Vietnam

- Tel: 0236.3561.575

- Email: info@dhcgroup.vn

- Website: <https://dhcsuoidoi.vn/>

4. The Company may establish branches and representative offices in business areas to achieve its operational objectives in accordance with decisions of the Board of Directors and within the limits of the law.

5. Unless terminated earlier under Clause 2, Article 54, or extended under Article 55 of this Charter, the Company's operating term is indefinite.

Article 3. Legal Representative of the Company

The Company has one legal representative: the Chairman of the Board of Directors.

Powers and duties of the legal representative:

- a) Exercise rights and perform duties honestly, prudently, and in the best way to ensure the maximum lawful interests of the Company;
- b) Be loyal to the interests of the Company; do not abuse position or authority to use the Company's information, business opportunities, and assets for personal gain or to serve the interests of other organizations or individuals;
- c) Promptly, fully, and accurately notify the Company of enterprises where they own shares, contribute capital, or where their related persons own controlling shares or capital contribution;
- d) Other responsibilities as prescribed by law and the Company's Charter.

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

Article 4. Objectives of the Company

1. Business lines of the Company:

| No. | Industry Name | Industry Code |
|-----|--|---------------|
| 1 | Fruit Tree Cultivation | 0121 |
| 2 | Forestry Service Activities | 0240 |
| 3 | Other Mining Activities Not Elsewhere Classified (Details: Exploration and Exploitation of Hot Mineral Water) | 0899 |
| 4 | Manufacture of Non-Alcoholic Beverages, Mineral Water (Production Site Outside Da Nang City) | 1104 |
| 5 | Short-term Accommodation Services (Details: Tourism Accommodation Business) | 5510 |
| 6 | Retail Sale of Books, Newspapers, Magazines, and Stationery in Specialized Stores (Details: Retail Sale of Books, Newspapers, and Periodicals) | 4761 |
| 7 | Restaurants and Mobile Food Service Activities (Details: Restaurant) | 5610 |
| 8 | Beverage Service Activities (Excluding Bars) | 5630 |

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| 9 | Water Collection, Treatment, and Supply (Details: Collection, Treatment, and Supply of Mineral Water) | 3600 |
| 10 | Site Preparation | 4312 |
| 11 | Completion of Construction Works | 4330 |
| 12 | Wholesale of Food (Details: Wholesale of Edible Bird's Nest and Products from Edible Bird's Nest) | 4632 |
| 13 | Retail Sale of Other New Goods in Specialized Stores (Details: Retail Sale of Edible Bird's Nest and Products from Edible Bird's Nest) | 4773 |
| 14 | Other Land Passenger Transport (Details: Passenger Transport Business on Fixed Routes) | 4932 |
| 15 | Organization of Introductions and Trade Promotion | 8230 |
| 16 | Activities of Sports Facilities | 9311 |
| 17 | Activities of Sports Clubs | 9312 |
| 18 | Other Amusement and Recreation Activities Not Elsewhere Classified (Excluding Bars and Dance Clubs) | 9329 (Main) |
| 19 | Sauna, Massage, and Other Similar Health-Enhancing Services (Excluding Sports Activities) | 9610 |
| 20 | Real Estate Business, Ownership, and Leasing of Land Use Rights | 6810 |
| 21 | Rental of Sports and Recreational Equipment | 7721 |
| 22 | Travel Agency Activities | 7911 |
| 23 | Tour Operator Activities | 7912 |
| 24 | Cultivation of Vegetables, Beans, and Flowers | 0118 |
| 25 | Cultivation of Spices, Medicinal, and Aromatic Plants | 0128 |
| 26 | Forestry Plantation, Care, and Nursery | 0210 |
| 27 | Activities of Botanical Gardens, Zoos, and Nature Reserves (Only Operates After Meeting All Legal Requirements) | 9103 |
| 28 | Other Mining Support Service Activities (Details: Drilling for Exploration and Exploitation of Mineral Water and Hot Mineral Water) | 0990 |
| 29 | Reservation Services and Other Related Tourism Promotion Services | 7990 |

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| 30 | Construction of Other Civil Engineering Projects (Details: Construction of Transport, Irrigation, Hydropower, Technical Infrastructure, Water Supply, and Wastewater Treatment Works) | 4299 |
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2. The Company's objective:

To become a reputable enterprise in the investment, construction, and management of Nui Than Tai Hot Springs Park and other supporting services; to build a recognized brand in the Central region and nationwide; and to ensure profitability that guarantees the return on investment for founding shareholders and attracts potential investors.

Article 5. Scope of Business and Operations of the Company

The Company is allowed to conduct business activities in the registered industries as stated in this Charter, registered and announced on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Company's charter capital is VND 471,000,000,000 (Four hundred seventy-one billion VND), divided into 47,100,000 shares, with a par value of VND 10,000 per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.
3. The shares of the Company include ordinary shares and preferred shares (if any) as of the date this Charter is approved. The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.
4. The Company may issue other types of preferred shares upon approval of the General Meeting of Shareholders and in accordance with the law.
5. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership unless otherwise decided by the General Meeting of Shareholders. Shares not registered for purchase by shareholders will be allocated by the Board of Directors. The Board may distribute these shares to shareholders or other individuals under conditions no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase its issued shares as prescribed in this Charter and current law.

7. The Company may issue other types of securities in accordance with legal regulations.

Article 7. Share Certificates

1. Shareholders of the Company are granted share certificates corresponding to the number and type of shares they own.
2. A share certificate is a security that confirms the lawful rights and interests of the owner over a portion of the charter capital of the issuing organization. The certificate must contain all contents as prescribed in Clause 1, Article 121 of the Enterprise Law.
3. Within 30 days from the date of submitting a complete application for the transfer of share ownership as prescribed by the Company or within 02 months from the date of full payment for the purchase of shares according to the Company's share issuance plan (or another period as stipulated in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay any printing costs for the share certificate.
4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a new share certificate upon request. The shareholder's request must include the following details:
 - a) Information about the share certificate that has been lost, damaged, or otherwise destroyed;
 - b) A commitment to take responsibility for any disputes arising from the issuance of the new share certificate.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise specified by this Charter or law. Listed shares and shares registered for trading on the stock exchange shall be transferred in accordance with securities and stock market regulations.
2. Unpaid shares cannot be transferred or enjoy related rights such as receiving dividends, new share issues, or other benefits under the law.

Article 10. Share Repurchase (Applicable When Registering Business Establishment)

1. If a shareholder fails to fully and timely pay the required amount for purchasing shares, the Board of Directors shall notify and has the right to request the shareholder to pay the outstanding amount. The shareholder remains responsible for the total par value of the registered shares concerning the Company's financial obligations arising from non-payment.
2. The payment notice must specify the new payment deadline (at least seven days from the date of notification), the payment location, and the consequences of non-payment, stating that the unpaid shares will be repossessed.
3. The Board of Directors has the right to repossess shares that are not fully and timely paid if the requirements in the notice are not met.
4. Repossessed shares shall be considered authorized shares available for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly sell or redistribute them under terms and methods deemed appropriate.
5. A shareholder whose shares are repossessed must relinquish their shareholder status for those shares but remains liable for the total par value of the registered shares regarding the Company's financial obligations at the time of repossession. This liability remains until full payment is made as determined by the Board of Directors. The Board has full discretion to enforce full payment for the shares at the time of repossession.
6. A repossession notice shall be sent to the affected shareholder before repossession. The repossession remains valid even in cases of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND SUPERVISION

Article 11. Organizational Structure, Management, and Supervision

The Company's organizational structure includes:

1. General Meeting of Shareholders.
2. Board of Directors and Supervisory Board.
3. Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders have the following rights:

a) Attend, speak at, and vote in General Meetings of Shareholders directly or through an authorized representative or other means as prescribed by the Company's Charter and the law. Each ordinary share carries one voting right.

b) Receive dividends as determined by the General Meeting of Shareholders.

c) Have preemptive rights to purchase newly issued shares in proportion to their ownership percentage in the Company.

d) Freely transfer shares, except as restricted under Clause 3, Article 120, and Clause 1, Article 127 of the Enterprise Law or other legal regulations.

e) Inspect, review, and extract information regarding shareholder names and contact details in the voting shareholders' list; request corrections of inaccurate information.

f) Inspect, review, extract, or copy the Company's Charter, minutes of General Meetings, and resolutions of the General Meeting of Shareholders.

g) Upon dissolution or bankruptcy of the Company, receive remaining assets proportionally to their shareholding ratio.

h) Request the Company to repurchase their shares in cases specified in Article 132 of the Enterprise Law.

i) Be treated equally—each share of the same type grants equal rights, obligations, and benefits to its holder. If the Company issues preferred shares, the rights and obligations attached must be approved by the General Meeting of Shareholders and disclosed to shareholders.

k) Access complete periodic and extraordinary disclosures as required by law.

l) Have their legal rights and interests protected; request the suspension or annulment of resolutions/decisions of the General Meeting of Shareholders and Board of Directors under the Enterprise Law.

m) Exercise other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders holding at least 5% of total ordinary shares have the following rights:

- a) Request the Board of Directors to convene a General Meeting of Shareholders under Clause 3, Article 115, and Article 140 of the Enterprise Law.
- b) Inspect, review, and extract resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, and other documents, except those related to business secrets.
- c) Request the Supervisory Board to examine specific issues related to Company management and operations when deemed necessary. The request must be in writing, including personal details of the shareholders involved, the number of shares held, the total shareholding percentage, the matters to be reviewed, and the purpose of the examination.
- d) Propose agenda items for the General Meeting of Shareholders. Proposals must be in writing and submitted at least three working days before the meeting.
- e) Exercise other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding at least 10% of total ordinary shares have the right to nominate members for the Board of Directors and Supervisory Board. If not otherwise specified in the Company's Charter, nominations shall be conducted as follows:

- a) Shareholders forming a group to nominate members must notify other shareholders before the General Meeting.
- b) Based on the number of Board and Supervisory Board members, eligible shareholders or groups may nominate one or more candidates as determined by the General Meeting. If the number of nominees is insufficient, the Board of Directors, Supervisory Board, and other shareholders may nominate additional candidates.

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

- 1. Fully and timely pay for subscribed shares.
- 2. Not withdraw contributed capital in any form unless the shares are repurchased by the Company or transferred to another party. Any shareholder who unlawfully withdraws capital shall be jointly liable for the Company's debts and obligations corresponding to the withdrawn capital and any resulting damages.
- 3. Comply with the Company's Charter and internal management regulations.

4. Adhere to resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain confidentiality of information provided by the Company and use it solely to protect their legal rights and interests. Disclosure or sharing of such information with third parties is prohibited.
6. Attend General Meetings and vote through one of the following methods:
 - a) Attending and voting in person.
 - b) Authorizing another individual or organization to attend and vote.
 - c) Participating and voting via online conferences or electronic voting.
 - d) Sending voting ballots via mail, fax, or email.
 - e) Using other voting methods as stipulated in the Company's Charter.
7. Bear personal liability if they act on behalf of the Company for:
 - a) Violating the law.
 - b) Engaging in business or transactions for personal gain or the benefit of another entity.
 - c) Prepaying debts before due dates, leading to financial risks for the Company.
8. Fulfill other obligations as required by applicable law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all voting shareholders, is the highest decision-making body of the Company. It convenes annually within four months after the end of the fiscal year. If necessary, the Board of Directors may extend the meeting deadline, but not beyond six months. Extraordinary meetings may also be convened. The meeting location is where the chairperson is present, and it must be in Vietnam.
2. The Board of Directors organizes the Annual General Meeting and determines an appropriate venue. It approves matters as required by law and the Charter, particularly the audited annual financial statements. If the financial report contains significant exceptions or adverse audit opinions, the Company must invite an auditor to attend the meeting and address shareholders.
4. Convening an Extraordinary General Meeting of Shareholders
 - a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date when the remaining number of members of the Board of Directors,

independent members of the Board of Directors, or members of the Supervisory Board is as specified in Point b, Clause 3 of this Article, or from the date of receiving the request specified in Points c and d, Clause 3 of this Article.

b) If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders within the next 30 days, in accordance with Clause 3, Article 140 of the Enterprise Law.

c) If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholders or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the company's representative to convene the General Meeting of Shareholders in accordance with the Enterprise Law.

In this case, the shareholders 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 costs incurred by shareholders for attending the meeting, such as accommodation and travel expenses.

d) The procedure for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Enterprise Law..

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

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

- a) Approve the Company's development direction;
- b) Decide the types of shares and the total number of shares of each type that may be offered; determine the annual dividend rate for each type of share;
- c) Elect, dismiss, and remove members of the Board of Directors and the Supervisory Board;
- d) Decide on investments or asset sales valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
- d) Decide on amendments and supplements to the Company's Charter;
- e) Approve the annual financial statements;

- g) Decide on the repurchase of more than 10% of the total issued shares of each type;
- h) Review and handle violations by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
- i) Decide on the reorganization or dissolution of the Company;
- k) Determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) Approve the Internal Governance Regulations and operational regulations of the Board of Directors and the Supervisory Board;
- m) Approve the list of approved audit firms and decide on the audit firm to audit the Company's operations, as well as dismiss approved auditors when necessary;
- n) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The Board of Directors' report on governance and the performance of the Board of Directors and each of its members;
- d) The Supervisory Board's report on the Company's business performance, as well as the performance of the Board of Directors and the General Director;
- đ) The Supervisory Board's self-assessment report on its performance and that of its members;
- e) Dividend rates for each type of share;
- g) The number of members in the Board of Directors and the Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- i) Determination of the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approval of the list of approved audit firms and the selection of an audit firm to review the Company's operations when deemed necessary;
- l) Amendments and supplements to the Company's Charter;
- m) The types and number of new shares issued and the transfer of shares held by founding shareholders within the first three years from the date of establishment;

- n) Division, separation, merger, consolidation, or conversion of the Company;
 - o) Reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;
 - p) Investment or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements;
 - q) The repurchase of more than 10% of the total issued shares of each type;
 - r) Transactions with related parties as stipulated in Clause 1, Article 167 of the Enterprise Law, with a transaction value equal to or exceeding 35% of the Company's total assets recorded in the latest financial statements;
 - s) Approval of transactions as stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government detailing the implementation of certain provisions of the Securities Law;
 - t) Approval of the internal governance regulations, Board of Directors' operational regulations, and Supervisory Board's operational regulations;
 - u) Other matters as prescribed by law and this Charter.
3. 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 and authorized representatives of institutional shareholders may attend meetings in person or authorize one or more individuals or organizations to attend the meeting, or participate through one of the methods specified in Clause 3, Article 144 of the Enterprise Law.

2. Authorization to attend the General Meeting of Shareholders must be made in writing. The authorization document must comply with civil law provisions and clearly state the name of the shareholder granting authorization, the name of the authorized individual or organization, the number of shares authorized, the scope and duration of authorization, and the signatures of both parties.

The authorized representative attending the meeting must submit the authorization document when registering for the meeting. If further sub-authorization occurs, the attendee must also present the original authorization document from the shareholder or institutional representative (if not previously registered with the Company).

3. The voting ballot of an authorized attendee within the authorized scope remains valid except in the following cases:

- a) The authorizing shareholder has died, been restricted in legal capacity, or lost legal capacity;
- b) The authorizing shareholder has revoked the authorization;
- c) The authorizing shareholder has revoked the power of the authorized person.

This provision does not apply if the Company receives notice of any of the above events before the meeting starts or before a reconvened meeting is held.

Article 17. Changes to Rights

1. Changes or cancellations of special rights attached to a type of preferred shares are valid when approved by at least 65% of the voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that negatively affects the rights and obligations of preferred shareholders is only valid if approved by at least 75% of the voting rights of the affected preferred shareholders attending the meeting or if preferred shareholders holding at least 75% of such shares approve it through a written ballot.

2. A meeting of preferred shareholders to approve changes to their rights is valid if attended by at least two shareholders (or their authorized representatives) holding at least one-third of the total nominal value of that class of shares. If the required number of attendees is not met, the meeting shall be reconvened within 30 days, and those present (regardless of number) shall be deemed sufficient.

3. The procedures for such separate shareholder meetings shall follow Articles 19, 20, and 21 of this Charter.

4. Unless otherwise stated in share issuance terms, special rights related to profit distribution or Company assets remain unchanged when additional shares of the same type are issued.

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

1. The Board of Directors convenes the Annual General Meeting of Shareholders and Extraordinary General Meetings. The Board of Directors shall convene an Extraordinary

General Meeting of Shareholders under the cases specified in Clause 3, Article 14 of this Charter.

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

- a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the notice of the General Meeting of Shareholders is sent. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting at least 20 days before the final registration date;
- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolutions of the General Meeting of Shareholders based on the expected agenda of the meeting, and provide a list and detailed information about candidates in case of electing members of the Board of Directors or Supervisory Board;
- e) Determine the time and venue of the meeting;
- f) Notify and send invitations to all shareholders entitled to attend the General Meeting of Shareholders;
- g) Carry out other tasks serving the General Meeting;
- h) Provide login credentials (username and password) for shareholders and authorized representatives (if any) to access the online General Meeting system, attend, and exercise their voting rights in case the Company organizes an online General Meeting of Shareholders and electronic voting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders using a method that ensures delivery to the shareholders' contact addresses. It shall also be published on the Company's website, the State Securities Commission's website, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting must send the notice of the General Meeting to all shareholders on the list of eligible attendees at least 21 days before the opening of the meeting (calculated from the date the notice is validly sent or delivered). The meeting agenda and related documents subject to voting at the General Meeting shall be sent to shareholders and/or published on the Company's website. If documents are not attached

to the meeting notice, the notice must include a link to access all meeting materials, including:

- a) The meeting agenda and related documents;
- b) The list and detailed information of candidates for election as members of the Board of Directors and Supervisory Board (if applicable);
- c) Voting ballots;
- d) Draft resolutions for each item on the agenda.

4. Shareholders or groups of shareholders as specified in Clause 2, Article 12 of this Charter have the right to propose issues for inclusion in the General Meeting agenda. The proposal must be in writing and sent to the Company at least three (3) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares held by each type, and the proposed issues for discussion.

5. The person convening the General Meeting of Shareholders has the right to reject proposals specified in Clause 4 of this Article if:

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

6. The person convening the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the expected meeting agenda and content, except for cases specified in Clause 5 of this Article. The proposal shall be officially added to the meeting agenda if approved by the General Meeting of Shareholders.

Article 19. Conditions for Holding the General Meeting of Shareholders

1. The General Meeting of Shareholders may be convened when shareholders attending the meeting represent more than 50% of the total voting shares.

2. If the first meeting does not meet the conditions specified in Clause 1 of this Article, a second meeting invitation must be sent within 30 days from the scheduled date of the first

meeting. The second General Meeting of Shareholders may proceed when shareholders attending the meeting represent at least 33% of the total voting shares.

3. If the second meeting does not meet the conditions specified in Clause 2 of this Article, a third meeting invitation must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders may proceed regardless of the total voting shares of the attending shareholders.

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

1. Before the meeting begins, the company must register shareholders and continue registration until all eligible shareholders present have completed the registration process, following these steps:

a) Upon shareholder registration, the company issues a voting card to each shareholder or their authorized representative, indicating the registration number, shareholder's name, authorized representative's name, and the number of voting shares. The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted with three options: approval, disapproval, or abstention. At the meeting, the approval votes are collected first, followed by the disapproval votes, and finally, the total votes for approval or disapproval are counted to determine the outcome. The voting results are announced by the chairperson before the meeting adjourns. The General Meeting elects vote counters or vote supervisors as proposed by the chairperson. The number of vote counting members is determined by the General Meeting based on the chairperson's proposal.

b) Shareholders or authorized representatives attending after the meeting has started may register and participate in voting immediately upon registration. The chairperson is not required to pause the meeting for late registrants, and previous voting results remain unchanged.

c) If the company organizes the General Meeting online and uses electronic voting, shareholders and their authorized representatives (if any) must access the online system to attend, vote, and participate in elections.

2. Election of the chairperson, secretary, and vote counting committee is conducted as follows:

a) The Chairperson of the Board of Directors serves as the meeting chairperson or authorizes another board member to chair the meeting. If the Chairperson is absent or

temporarily unable to perform their duties, the remaining board members elect one among them to chair the meeting by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall conduct the meeting to allow the General Meeting of Shareholders to elect a chairperson from among the attendees, with the candidate receiving the highest votes becoming the chairperson.

b) Except in cases specified in point a of this clause, the person who convened the General Meeting of Shareholders shall conduct the meeting for the election of a chairperson, with the candidate receiving the highest votes becoming the chairperson.

c) The chairperson appoints one or more persons as meeting secretaries.

d) The General Meeting elects one or more members for the vote counting committee as proposed by the chairperson.

3. The meeting agenda and content must be approved by the General Meeting at the opening session. The agenda must clearly specify and detail the time allocation for each agenda item.

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

a) Arranging seating at the General Meeting venue.

b) Ensuring the safety of all attendees.

c) Facilitating shareholders' participation in the meeting. The person convening the General Meeting has full authority to adjust the measures mentioned above and implement any necessary measures, such as issuing entry passes or using alternative control methods.

5. The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted with three options: approval, disapproval, or abstention. The voting results are announced by the chairperson before the meeting adjourns.

6. Shareholders or their authorized representatives who register after the meeting has started may still participate and vote immediately upon registration. In this case, previously adopted resolutions remain valid.

7. The meeting convener or chairperson has the following rights:

a) Require all attendees to undergo security checks or other lawful and reasonable security measures.

b) Request authorities to maintain order, remove individuals who disrupt the meeting, obstruct its progress, or fail to comply with security checks.

8. The chairperson has the right to postpone the General Meeting for up to 03 working days from the scheduled start date and may only postpone or change the meeting venue under the following circumstances:

a) The venue lacks sufficient seating for all attendees.

b) The communication systems at the venue do not allow shareholders to participate, discuss, and vote.

c) Disruptions occur that may prevent a fair and lawful meeting.

9. If the chairperson postpones or suspends the General Meeting in violation of Clause 8 of this Article, the attendees may elect a new chairperson to preside over the meeting until its conclusion. All resolutions passed during the meeting remain legally effective.

10. If the company uses modern technology for virtual meetings, it must ensure that shareholders can attend and vote electronically in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020.

Article 21. Conditions for the Adoption of General Meeting Resolutions

1. Resolutions on the following matters are adopted if approved by shareholders representing at least 65% of the total voting shares of those attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

a) Types and total number of shares for each type.

b) Changes to the company's business lines and sectors.

c) Changes in the company's management structure.

d) Investment projects or asset sales valued at 35% or more of the company's total asset value as recorded in the latest financial statements, unless otherwise specified in the company's charter.

e) Reorganization or dissolution of the company.

2. Resolutions are adopted when approved by shareholders representing more than 50% of the total voting shares of those attending and voting, except for matters specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Resolutions adopted by 100% of shareholders with voting rights are legally valid and effective, even if the meeting convening procedures and resolution adoption processes violate the Enterprise Law or the company's charter.

Article 22. Authority and Procedure for Collecting Shareholders' Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders

The authority and procedure for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the Company's interests, except as stipulated in Clause 2, Article 147 of the Enterprise Law.

2. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion collection forms. The requirements and method of sending the opinion collection forms and accompanying documents shall be carried out in accordance with Clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following key contents:

- a) Name, address of the head office, and enterprise code;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and legal document number for individual shareholders; for institutional shareholders, the name, enterprise code, or legal document number, and address of the head office; for representatives of institutional shareholders, the full name, contact address, nationality, and legal document number; number of shares of each type and the corresponding voting rights of the shareholder;
- d) Issues requiring opinions for decision-making;
- d) Voting options, including approval, disapproval, and no opinion for each issue;
- e) Deadline for returning the completed opinion collection form to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed opinion collection form to the Company by mail, fax, or email as follows:

- a) If sent by mail, the completed opinion collection form must be signed by the individual shareholder or by the authorized representative or legal representative of the institutional

shareholder. The form must be enclosed in a sealed envelope and must not be opened before vote counting;

b) If sent by fax or email, the completed opinion collection form must remain confidential until the vote counting process begins;

c) Opinion collection forms received by the Company after the specified deadline or that have been opened (in the case of mail) or disclosed (in the case of fax or email) are invalid. Forms that are not sent back are considered non-participatory votes.

5. The Board of Directors shall count the votes and prepare a vote-counting record under the supervision of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote-counting record must contain the following key contents:

a) Name, address of the head office, and enterprise code;

b) Purpose and issues for which opinions were collected to pass resolutions;

c) Number of shareholders and total voting rights participating in the voting, distinguishing between valid and invalid votes, and the method of voting submission, along with an appendix listing shareholders who participated in the voting;

d) Total votes in favor, against, and without opinion for each issue;

d) Issues approved and the corresponding voting ratios;

e) Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote-counting supervisors.

All members of the Board of Directors, vote counters, and vote-counting supervisors are jointly responsible for the honesty and accuracy of the vote-counting record and for any damages arising from dishonest or inaccurate vote counting leading to improper resolutions.

6. The vote-counting record and resolution must be sent to shareholders within 15 days from the date of vote counting completion. This may be replaced by publication on the Company's website within 24 hours from the vote counting completion time.

7. The completed opinion collection forms, vote-counting record, approved resolutions, and related documents accompanying the opinion collection forms must be kept at the Company's head office.

8. A resolution is considered passed by written shareholder opinions if approved by shareholders holding more than 50% of the total voting shares of all shareholders with

voting rights. Such a resolution has the same effect as a resolution passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, with an optional foreign language version, and must include the following key contents:

- a) Name, head office address, and enterprise registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Name of the chairperson and secretary;
- e) Summary of the meeting proceedings and statements of shareholders on each agenda item;
- f) Number of shareholders and total voting shares of attending shareholders, along with an annex listing registered shareholders and their respective shares and voting rights;
- g) Total votes for each voting matter, specifying voting method, valid and invalid votes, votes in favor, against, and abstentions, along with the percentage relative to the total votes of attending shareholders;
- h) Approved matters and the corresponding voting ratios;
- i) Name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, it remains valid if signed by all other attending Board of Directors members and contains all required details. The minutes must state the chairperson's or secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson, secretary, or other signatories are jointly responsible for the accuracy and truthfulness of the minutes' content.

3. Minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies, the Vietnamese version prevails.

4. Resolutions, minutes of the General Meeting of Shareholders, the annex listing attending shareholders with their signatures, proxy documents, attached documents (if any), and relevant documents accompanying the meeting notice must be disclosed in

accordance with securities market disclosure regulations and retained at the company's head office.

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

Within 90 days from the receipt of a resolution or minutes of the General Meeting of Shareholders or the ballot results of a shareholders' written consultation, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law may request a court or arbitration to review and annul a resolution or part of a resolution of the General Meeting of Shareholders under the following circumstances:

1. Serious violations of the convening procedures and decision-making process of the General Meeting of Shareholders as prescribed by the Enterprise Law and the company's Charter, except for cases specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. and Candidacy for the Board of Directors

1. If candidates for the Board of Directors (BOD) have been identified, the company must disclose relevant information about them at least 10 days before the General Meeting of Shareholders on the company's website so that shareholders can review the candidates before voting. Candidates must provide a written commitment regarding the accuracy and honesty of their disclosed personal information and pledge to perform their duties with integrity, diligence, and in the best interests of the company if elected. The disclosed information must include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including BOD positions in other companies);
- e) Interests related to the company and its affiliates;
- f) Other relevant information as specified in the company's charter;

g) Public companies must disclose information about other companies where the candidate holds a BOD position, other management positions, and related interests (if any).

2. Shareholders or groups of shareholders holding at least 10% of total common shares (or a lower percentage as specified in the company's charter) have the right to nominate candidates for the BOD as per the Enterprise Law and the company's charter.

3. If the number of candidates nominated or self-nominated is insufficient as required by Clause 5, Article 115 of the Enterprise Law, the incumbent BOD shall introduce additional candidates or organize nominations in accordance with the company's charter, internal governance regulations, and BOD operation regulations. The introduction of additional candidates by the incumbent BOD must be clearly announced before the General Meeting of Shareholders votes on the BOD members.

4. BOD members must meet the standards and conditions stipulated in Clauses 1 and 2, Article 155 of the Enterprise Law and the company's charter.

Article 26. Composition and Term of the Board of Directors

1. The BOD consists of five members.

2. The term of each BOD member shall not exceed five years and may be re-elected without term limits. An individual may only serve as an independent BOD member for a maximum of two consecutive terms. If all BOD members' terms expire simultaneously, they shall continue to serve until new members are elected and assume their responsibilities.

3. The BOD structure must ensure that at least one-third of its members are non-executive directors in a public company. The company must minimize the number of BOD members concurrently holding executive positions to ensure the board's independence.

4. A BOD member loses their position if dismissed, removed, or replaced by the General Meeting of Shareholders per Article 160 of the Enterprise Law.

5. The appointment of BOD members must be disclosed according to securities market information disclosure regulations.

6. BOD members are not required to be shareholders of the company.

Article 27. Powers and Duties of the Board of Directors

1. The BOD is the company's management body and has full authority to decide and act on behalf of the company, except for matters under the General Meeting of Shareholders' jurisdiction.

2. The BOD's powers and duties are defined by law, the company's charter, and resolutions of the General Meeting of Shareholders, including:

- a) Determining the company's strategy, medium-term development plans, and annual business plans;
- b) Proposing share classes and the total number of shares authorized for issuance;
- c) Deciding on the sale of unsold shares and other fundraising methods;
- d) Setting share and bond prices;
- e) Approving share repurchases as per Article 133, Clauses 1 and 2 of the Enterprise Law;
- f) Approving investment plans and projects within legal limits;
- g) Deciding on market expansion, marketing, and technology strategies;
- h) Approving contracts and transactions valued at 35% or more of the company's total assets, except those requiring shareholder approval under Article 138, Clause 2(d), and Article 167, Clauses 1 and 3 of the Enterprise Law;
- i) Electing, dismissing, and appointing the Chairman of the BOD; appointing, terminating, and determining salaries and bonuses for The Director and key managers;
- j) Supervising and directing The Director and other managers in daily business operations;
- k) Determining the company's organizational structure and internal management regulations; establishing subsidiaries, branches, and acquiring stakes in other businesses;
- l) Preparing and approving General Meeting of Shareholders agendas and reports;
- m) Submitting audited financial statements to the General Meeting of Shareholders;
- n) Proposing dividend payments and loss-handling measures;
- o) Proposing company restructuring, dissolution, or bankruptcy;
- p) Issuing and amending BOD operational regulations and corporate governance policies;
- q) Other rights and duties as per the Enterprise Law, Securities Law, and other legal regulations.

3. The BOD must report its activities to the General Meeting of Shareholders according to Article 280 of Decree No. 155/2020/ND-CP.

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

1. The company may pay compensation and bonuses to BOD members based on business performance.

2. BOD members receive remuneration and bonuses calculated based on necessary working days and agreed rates. The total remuneration and bonuses for the BOD are decided at the Annual General Meeting of Shareholders.

3. BOD remuneration is accounted for as business expenses per corporate tax regulations and reported as a separate item in the company's financial statements.

4. BOD members undertaking executive roles or additional duties may receive extra compensation through lump sums, salaries, commissions, or profit shares as decided by the BOD.

5. BOD members are entitled to reimbursement for reasonable expenses incurred while performing their duties, including travel, accommodation, and meeting attendance costs.

6. The company may provide liability insurance for BOD members with shareholder approval. This insurance does not cover liabilities arising from legal violations or breaches of the company's charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the BOD is elected, dismissed, or removed by the BOD from among its members.

2. The Chairman cannot concurrently serve as The Director.

3. The Chairman's powers and duties include:

- a) Developing the BOD's activity plans;
- b) Preparing meeting agendas, materials, and presiding over BOD meetings;
- c) Organizing the approval of BOD resolutions and decisions;
- d) Supervising the implementation of BOD resolutions and decisions;
- e) Presiding over the General Meeting of Shareholders;
- f) Other rights and responsibilities as prescribed by the Enterprise Law and the company's charter.

4. If the Chairman resigns, is dismissed, or removed, the BOD must elect a replacement within 10 days.

5. If the Chairman is absent or unable to fulfill duties, they must authorize another BOD member in writing. If no authorization is given or the Chairman is incapacitated due to legal restrictions, the remaining BOD members shall elect an interim Chairman by majority vote until a new decision is made by the BOD.

Article 30. Meetings of the Board of Directors

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

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

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

a) Upon request of the Supervisory Board or an independent member of the Board of Directors;

b) Upon request of the Director or at least 05 other managerial personnel;

c) Upon request of at least 02 members of the Board of Directors.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, they shall be responsible for any damage caused to the Company, and the requesting party has the right to convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting must send the meeting invitation at least 03 working days before the meeting date. The meeting

invitation must specify the time, location, agenda, issues for discussion and decision-making. The invitation must be accompanied by meeting materials and voting ballots. The meeting invitation may be sent via paper invitation, telephone, fax, electronic means, or other methods specified in the Company's Charter, ensuring delivery to the registered contact address of each Board member.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the invitation and related materials to the Supervisory Board members as well. The Supervisory Board members have the right to attend Board meetings, participate in discussions but not vote.

8. A meeting of the Board of Directors is considered valid if at least three-fourths (3/4) of the total members attend. If the first meeting does not meet this requirement, a second meeting may be convened within 07 days from the scheduled date of the first meeting. In this case, the meeting is valid if more than half of the Board members attend.

9. A member of the Board of Directors is considered present and voting at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote as per Clause 11 of this Article;
- c) Attending and voting via online conferencing, electronic voting, or other electronic means;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- e) Sending a voting ballot through other means.

10. If voting ballots are sent via mail, they must be sealed in envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the meeting starts. The ballots shall only be opened in the presence of all attendees.

11. Members must fully participate in Board meetings. A member may authorize another person to attend and vote on their behalf if approved by the majority of the Board members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of attending members. In case of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

Article 31. under the Board of Directors

1. The Board of Directors may establish subcommittees responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of members in each subcommittee shall be determined by the Board of Directors, with a minimum of three members, including both members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by the decision of the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective if it is approved by the majority of the members present and voting at the subcommittee meeting.
2. The implementation of decisions made by the Board of Directors or its subcommittees must comply with applicable laws, the company's charter, and internal corporate governance regulations.

Article 32. Corporate Governance Officer

1. The Board of Directors must appoint at least one Corporate Governance Officer to support corporate governance at the company. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer must not simultaneously work for an approved auditing firm that is conducting audits of the company's financial statements.
3. The Corporate Governance Officer shall have the following rights and responsibilities:
 - a) Advising the Board of Directors on organizing the General Meeting of Shareholders and matters related to the relationship between the company and its shareholders;
 - b) Preparing 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) Advising on meeting procedures;
 - d) Attending meetings;
 - d) Advising on the procedures for drafting resolutions of the Board of Directors in compliance with the law;
 - e) Providing financial information, copies of meeting minutes of the Board of Directors, and other necessary information to Board members and Supervisory Board members;

- g) Monitoring and reporting to the Board of Directors on the company's information disclosure activities;
- h) Serving as the primary liaison with stakeholders;
- i) Maintaining confidentiality of information in accordance with legal provisions and the company's charter;
- k) Performing other rights and responsibilities as prescribed by law and the company's charter.

VIII. DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Management Structure

The company's management system must ensure that the management team is accountable to the Board of Directors and operates under the supervision and direction of the Board of Directors in the company's daily business activities. The company shall have a Director, Deputy Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned positions must be approved through resolutions or decisions of the Board of Directors.

Article 34. Company Executives

1. Company executives include the Director, Deputy Director, and the Chief Accountant.
2. Based on The Director's proposal and with the approval of the Board of Directors, the company may recruit other executives in accordance with the number and standards suitable to the company's organizational structure and management regulations as determined by the Board of Directors. Executives must be responsible for supporting the company in achieving its operational and organizational goals.
3. The Director is entitled to salary and bonuses, which are determined by the Board of Directors.
4. The salaries of executives are accounted for as business expenses of the company in accordance with corporate income tax laws. These salaries must be presented as a separate item in the company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Dismissal, Duties, and Powers of The Director

1. The Board of Directors appoints a member of the Board of Directors or hires another person to serve as The Director.

2. The Director manages the company's daily business operations, operates under the supervision of the Board of Directors, and is responsible to the Board of Directors and the law for exercising the assigned rights and duties.

3. The Director's term shall not exceed five years and may be reappointed for unlimited terms. The Director must meet the qualifications and conditions prescribed by law and the company's charter.

4. The Director has the following rights and responsibilities:

a) Deciding on matters related to the company's daily business operations that do not fall under the authority of the Board of Directors;

b) Implementing resolutions and decisions of the Board of Directors;

c) Executing the company's business plan and investment strategy;

d) Proposing the organizational structure and internal management regulations of the company;

đ) Appointing, dismissing, and removing management personnel within the company, except for positions under the authority of the Board of Directors;

e) Determining salaries and other benefits for employees, including management personnel under The Director's appointment authority;

g) Recruiting employees;

h) Proposing dividend distribution plans or handling business losses;

i) Exercising other rights and responsibilities in accordance with the law, the company's charter, and resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss The Director if the majority of voting members of the Board of Directors agree and appoint a replacement.

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IX. SUPERVISORY BOARD

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

1. The candidacy and nomination of Supervisory Board members shall be carried out in accordance with Clause 1 and Clause 2 of Article 25 of this Charter.
2. If the number of candidates for the Supervisory Board nominated or self-nominated is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the company's charter, internal corporate governance regulations, and the Supervisory Board's operational regulations. Any additional candidates introduced by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes on the election of Supervisory Board members, as required by law.

Article 37. Composition of the Supervisory Board

1. The Supervisory Board of the company consists of three members. The term of each member shall not exceed five years, and they may be re-elected for unlimited terms.
2. Supervisory Board members must meet the qualifications and conditions stipulated in Article 169 of the Law on Enterprises and must not fall into the following categories:
 - a) Employees of the company's accounting or finance department;
 - b) Members or employees of an independent auditing firm that has audited the company's financial statements within the past three consecutive years.
3. Supervisory Board members shall be dismissed in the following cases:
 - a) No longer meeting the qualifications and conditions prescribed in Clause 2 of this Article;
 - b) Resigning and having their resignation approved.
4. Supervisory Board members shall be removed in the following cases:
 - a) Failing to fulfill assigned duties and responsibilities;
 - b) Failing to perform their rights and obligations for six consecutive months, except in force majeure circumstances;
 - c) Repeatedly or seriously violating the obligations of a Supervisory Board member as stipulated by the Law on Enterprises 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 is elected by the Supervisory Board members among themselves. Elections, dismissals, and removals follow the majority rule. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another relevant discipline related to the company's business activities.

2. The Head of the Supervisory Board has the following rights and responsibilities:

- a) Convening Supervisory Board meetings;
- b) Requesting the Board of Directors, the CEO, and other executives to provide relevant information for the Supervisory Board's reports;
- c) Preparing and signing Supervisory Board reports after consulting the Board of Directors and presenting them to the General Meeting of Shareholders.

Article 39. Rights and Responsibilities of the Supervisory Board

The Supervisory Board has the rights and responsibilities prescribed in Article 170 of the Law on Enterprises, as well as the following:

- 1. Proposing and recommending that the General Meeting of Shareholders approve the list of approved auditing organizations for the company's financial statements; deciding on the selection of an approved auditing firm to inspect the company's operations; and dismissing auditors when deemed necessary.
- 2. Being accountable to shareholders for its supervisory activities.
- 3. Monitoring the company's financial situation and ensuring compliance with laws in the activities of Board members, the CEO, and other managers.
- 4. Ensuring cooperation with the Board of Directors, the CEO, and shareholders.
- 5. If the Supervisory Board detects any violations of the law or the company's charter by Board members, the CEO, or other executives, it must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement corrective measures.
- 6. Developing the Supervisory Board's operational regulations and submitting them to the General Meeting of Shareholders for approval.

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7. Reporting to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, which details the implementation of certain provisions of the Securities Law.
8. Having the right to access the company's records and documents stored at the head office, branches, and other locations; and having the right to visit workplaces of company managers and employees during working hours.
9. Having the right to request the Board of Directors, Board members, the CEO, and other managers to provide complete, accurate, and timely information and documents regarding the company's management, administration, and business operations.
10. Other rights and responsibilities as prescribed by law and this charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members attending each meeting. The minutes of the Supervisory Board meetings must be recorded in detail and clearly. The person taking minutes and all attending members of the Supervisory Board must sign the meeting minutes. These minutes must be kept as records to determine the responsibilities 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 auditing organization to attend meetings and answer issues that need clarification.

Article 41. Salary, remuneration, bonuses, and other benefits of Supervisory Board members

The salary, remuneration, bonuses, and other benefits of the Supervisory Board members are determined as follows:

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders determines the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses related to accommodation, travel, and independent consulting services. The total remuneration and expenses shall not exceed the 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 salary and operating expenses of the Supervisory Board shall be recorded as part of the Company's business expenses following regulations on corporate income tax and other applicable legal provisions. These expenses must be separately disclosed in the Company's annual financial statements.

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

Members of the Board of Directors, Supervisory Board members, the Director, and other executives must perform their duties, including those as members of subcommittees of the Board of Directors, honestly and prudently in the best interests of the Company.

Article 42. Honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives must disclose their relevant interests in accordance with the Law on Enterprises and related legal provisions.

2. Members of the Board of Directors, Supervisory Board members, the General Director, other executives, and their related persons may only use the information obtained through their positions to serve the Company's interests.

3. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives must notify the Board of Directors and the Supervisory Board in writing of transactions between the Company (or its subsidiaries or other companies controlled by the public company with more than 50% of charter capital) and themselves or their related persons, as required by law. Transactions approved by the General Meeting of Shareholders or the Board of Directors must be disclosed according to securities law regulations on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that benefit them or their related persons, as stipulated by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, Supervisory Board members, the General Director, other executives, and their related persons may not use or disclose internal information for related transactions. •

6. Transactions between the Company and any member of the Board of Directors, Supervisory Board member, General Director, other executives, or their related persons shall not be deemed invalid if:

- a) For transactions worth less than or equal to 20% of the total asset value recorded in the most recent financial statement, the essential details of the transaction and the relationships and interests of the involved parties have been reported to the Board of Directors and approved by the majority of non-interested Board members.
- b) For transactions worth more than 20%, or transactions that, when aggregated within 12 months from the first transaction, exceed 20% of the total asset value recorded in the most recent financial statement, the essential details of the transaction and the relationships and interests of the involved parties have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of non-interested shareholders.

Article 43. for damages and compensation

1. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives who violate their obligations, fail to act honestly and prudently, or do not fulfill their duties must be liable for any damages caused by their violations.
2. The Company shall compensate individuals who are or may become involved in lawsuits, claims, or legal proceedings (including civil and administrative cases but not lawsuits initiated by the Company) if such individuals were or are members of the Board of Directors, Supervisory Board members, the General Director, other executives, employees, or authorized representatives of the Company and acted honestly, prudently in the Company's interests while complying with the law, without any evidence proving that they breached their duties.
3. The compensation shall cover judgments, fines, and actual expenses incurred (including attorney fees) when handling such cases within the legal framework. The Company may purchase insurance for these individuals to mitigate the liabilities mentioned above.

XI. RIGHT TO INSPECT COMPANY RECORDS AND DOCUMENTS

Article 44. Right to Inspect Books and Records

1. Common shareholders have the right to inspect records and documents as follows:
 - a) Common shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request corrections of any incorrect personal information; review, inspect, extract, or copy the company's charter, minutes of General Meeting of Shareholders (GMS), and GMS resolutions.

b) Shareholders or groups of shareholders owning at least 5% of the total common shares or more have the right to review, inspect, and extract meeting minutes and resolutions, decisions of the Board of Directors (BOD), mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring BOD approval, and other documents, except those related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect records and documents, they must present a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

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

4. The Company must store this Charter and any amendments, the Business Registration Certificate, internal regulations, documents proving ownership of assets, resolutions of the GMS and BOD, minutes of GMS and BOD meetings, reports of the BOD, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at the Company's headquarters or another location, provided that shareholders and the Business Registration Authority are informed of the storage location.

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

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director must develop plans for BOD approval regarding recruitment, employee dismissal, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and executives.

2. The General Director must develop plans for BOD approval concerning the Company's relationship with trade unions in accordance with best management practices, the provisions of this Charter, the Company's internal regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION AND BUSINESS LOSS HANDLING

Article 46. Profit Distribution and Business Loss Handling

1. The GMS determines the annual dividend payout rate and form of dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividends or any other payments related to a type of share.
3. The BOD may propose that the GMS approve full or partial dividend payments in the form of shares, and the BOD is responsible for implementing this decision.
4. If dividends or other payments related to a type of share are made in cash, they must be paid in Vietnamese dong. Payments may be made directly or through banks based on the shareholder's provided bank account details. If the Company transfers funds correctly to the provided account details and the shareholder does not receive the money, the Company is not responsible. Dividend payments for shares listed or registered for trading on the Stock Exchange may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. If the Company incurs losses, it will not pay dividends or allocate funds to reserves. The BOD will determine the timeline, procedures, and organization for addressing business losses as per legal regulations.
6. In accordance with the Law on Enterprises and the Law on Securities, the BOD will issue resolutions or decisions to set a specific record date for finalizing the shareholder list. Based on this date, registered shareholders or holders of other securities will be entitled to receive cash or stock dividends, notices, or other documents.
7. Other matters related to profit distribution and business loss handling shall comply with legal regulations.

XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.
2. With prior approval from relevant 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 its Vietnamese dong or foreign currency accounts at banks where it holds accounts.

Article 48. Năm tài chính Financial Year

The financial year of the Company starts on January 1st and ends on December 31st each year. The first financial year starts from the date the Business Registration Certificate is issued and ends on December 31st of the same year.

Article 49. Accounting System

1. The Company's accounting system follows either the corporate accounting system or a specific accounting system approved by competent authorities.
2. The Company must maintain accounting records in Vietnamese and store accounting documents in accordance with legal regulations. 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 unit is Vietnamese dong. If the Company primarily conducts transactions in a foreign currency, it may select that currency as its accounting unit, subject to legal compliance and notification to tax authorities.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE

Article 50. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare annual financial statements, which must be audited as per legal requirements. The audited financial statements must be disclosed per regulations on information disclosure in the securities market and submitted to relevant authorities.
2. Annual financial statements must include all required reports, appendices, and explanations per corporate accounting regulations and must accurately and objectively reflect the Company's financial status.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements as required by securities market disclosure regulations and submit them to relevant authorities.

Article 51. Annual Report

The Company must prepare and disclose an Annual Report as per securities and securities market regulations.

XVI. COMPANY AUDIT

Article 52. Audit

1. The GMS appoints an independent audit firm or approves a list of independent audit firms and authorizes the BOD to select one to audit the Company's financial statements for the following financial year under agreed terms and conditions.
2. The audit report must be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements has the right to attend GMS meetings, receive related notices and information, and provide opinions at the meeting on matters related to financial auditing.

XVII. COMPANY SEAL

Article 53. Company Seal

1. The seal includes a seal made at an authorized seal engraving facility or a seal in the form of a digital signature as prescribed by law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the Company's seal, as well as the seals for its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal regulations.

XVIII. COMPANY DISSOLUTION

Article 54. Company Dissolution

1. The company may be dissolved in the following cases:
 - a) The expiration of the operating term stated in the Company's Charter without an extension decision;
 - b) A resolution or decision by the General Meeting of Shareholders;
 - c) Revocation of the Enterprise Registration Certificate, except in cases where the Tax Administration Law stipulates otherwise;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company before its term (including any extended term) is decided by the General Meeting of Shareholders and carried out by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) in accordance with regulations.

Article 55. Extension of Operation

1. The Board of Directors shall convene the General Meeting of Shareholders at least 7 months before the expiration of the Company's operating term to allow shareholders to vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operation term is extended when at least 65% of the total voting shares of all attending and voting shareholders approve it.

Article 56. Liquidation

1. At least [six months] before the end of the Company's operating term or after a dissolution decision has been made, the Board of Directors must establish a Liquidation Committee consisting of three members: two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related expenses shall be prioritized for payment before the Company's other debts.
2. The Liquidation Committee must report to the Business Registration Authority on its establishment date and the start date of its operations. From that point onward, the Liquidation Committee represents the Company in all matters related to the liquidation before the court and administrative agencies.
3. The proceeds from liquidation shall be distributed in the following order:
 - a) Liquidation expenses;
 - b) Outstanding salaries, severance pay, social insurance, and other employee benefits under collective labor agreements and signed labor contracts;
 - c) Tax liabilities;
 - d) Other Company debts;
 - e) The remaining amount, after settling all debts from (a) to (d) above, shall be distributed to shareholders, with preference shares being paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In case of disputes or complaints related to the Company's operations or the rights and obligations of shareholders under the Enterprise Law, 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 executives;

The involved parties shall attempt to resolve disputes through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present relevant information within 60 business days from the date of the dispute. If the dispute involves the Board of Directors or the Chairman of the Board, any party may request the Head of the Supervisory Board to appoint an independent expert as a mediator.

2. If a mediation decision is not reached within six weeks from the start of the process or if the parties do not accept the mediator's decision, any party may submit the dispute to Arbitration or Court.

3. Each party shall bear its own costs related to negotiation and mediation procedures. Court-related costs shall be allocated according to the court's ruling.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 58. Company Charter

1. Any amendments or supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.

2. If legal provisions related to the Company's operations are not covered in this Charter or if new legal provisions differ from this Charter, the new legal provisions shall apply to govern the Company's activities.

XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This Charter, consisting of [21 sections and 59 articles], was approved by the General Meeting of Shareholders of DHC Suoi Doi Joint Stock Company on April 24, 2025, at the

2025 Annual General Meeting of Shareholders and was unanimously agreed to take full effect.

2. The Charter is made in two copies, both having equal legal value, and must be kept at the Company's headquarters.

3. This Charter is the sole official and legally binding version of the Company.

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

**LEGAL REPRESENTATIVE OF THE COMPANY
CHAIRMAN OF THE BOARD OF DIRECTORS**



TRAN THI HUONG