



CHARTER
DAMIK GROUP
JOINT STOCK COMPANY
(Draft)

Hai Phong, April 24, 2026

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FOREWORD

This Charter of DamiK Group Joint Stock Company (hereinafter referred to as the "Company") is a joint stock company operating under the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020. The Charter, Company regulations, and resolutions of the General Meeting of Shareholders and the Board of Directors, if validly passed in accordance with relevant laws, shall be the binding rules and regulations for conducting the Company's business activities.

This Charter is amended from the previous Charter and was approved by the shareholders of DamiK Group Joint Stock Company under a valid Resolution at the 2026 Annual General Meeting of Shareholders officially held on April 24, 2026.

I - DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

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

a. "*Charter Capital*" means the total par value of shares sold or registered for purchase upon the establishment of the enterprise and as prescribed in Article 6 of this Charter;

b. "*Enterprise Law*" means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;

c. "*Securities Law*" means the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;

d. "*Date of Establishment*" means the date the Company was granted its first Business Registration Certificate;

đ. "*Enterprise Executive*" means the General Director, Directors, Chief Accountant, and other executives in the Company approved by the Board of Directors;

e. "*Enterprise Manager*" means the company manager, including the Chairman of the Board of Directors, members of the Board of Directors, Director, and individuals holding other management titles as prescribed in the company's Charter;

g. "*Related Person*" means an individual or organization as prescribed in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law;

h. "*Shareholder*" means an individual or organization owning at least one share of the joint stock company;

i. "*Founding Shareholder*" means a shareholder owning at least one ordinary share and whose name is signed in the list of founding shareholders of the joint stock company;

j. "*Major Shareholder*" means a shareholder as prescribed in Clause 18, Article 4 of the Securities Law;

k. "*Operating Term*" means the duration of the Company's operation as prescribed in Article 2 of this Charter and any extension period (if any) approved by a Resolution of the General Meeting of Shareholders of the Company;

l. "*Vietnam*" means the Socialist Republic of Vietnam;

m. "*Company*" means DamiK Group Joint Stock Company;

2. In this Charter, references to one or more regulations or other documents shall include any amendments or documents replacing them;

3. The headings (chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter;

4. Words or terms defined in the Enterprise Law (if not inconsistent with the subject or context) shall have similar meanings in this Charter.

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

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

1. Company Name

Vietnamese name: CÔNG TY CỔ PHẦN TẬP ĐOÀN DAMIK

English name: DAMIK GROUP JOINT STOCK COMPANY

Abbreviated name: DAMIK GROUP

2. A company is a joint-stock company with legal entity status in accordance with the current law of Vietnam.

3. Registered headquarters of the Company:

Address: Plot 20, Phu Thu Industrial Cluster, Nhi Chieu Ward, Hai Phong City

Phone: (0220) 3528383

4. The Company can establish branches and representative offices in various locations to implement the Company's operational objectives in accordance with the resolutions of the Board of Directors and within the scope permitted by law.

5. Unless operations are terminated ahead of schedule according to Clause 2, Article 56 or extended according to Article 57 of this Charter, the Company's operating term shall begin from the date of establishment and shall be indefinite.

Article 3. Legal representatives of the Company

The General Director is the legal representative of the Company.

The rights and obligations of the legal representative shall comply with the provisions of the Enterprise Law and the Company Charter.

III - OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Business lines and operating objectives of the Company

1. The Company's business lines are:

No	Name of business line	Code
1	Manufacture of other metal products not elsewhere classified Detail: Manufacture of mechanical products (Excluding activities in the list of sectors where market access is not yet permitted as per Appendix I, List A of Decree 31/2021/ND-CP; not being a foreign service provider as prescribed in Circular 03/2024/TT-BCT)	2599
2	Manufacture of cement, lime, and plaster	2394 (Major)
3	Manufacture of concrete and products from cement and plaster	2395

4	Manufacture of iron, steel, and cast iron	2410
5	Mechanical processing; metal treatment and coating	2592
6	Mining and collection of hard coal	0510
7	Mining and collection of lignite	0520
8	Mining of iron ores (<i>Excluding precious metals</i>)	0710
9	Mining of other non-ferrous metal ores (<i>Excluding precious metals</i>)	0729
10	Quarrying of stone, sand, gravel, and clay	0810
11	Inland waterway freight transport	5022
12	Cargo handling (<i>Excluding air cargo handling</i>)	5224
13	Wholesale of metals and metal ores Detail: Wholesale of iron, steel, and iron ore	4672
14	Wholesale of other construction materials and equipment Detail: Wholesale of cement, lime, and other lime products (milk of lime, light powder), plaster, dolomite, hardware, bricks, sand, stone, gravel, bamboo, logs, processed wood, paint, and varnish. (<i>Excluding activities in the list of sectors where market access is not yet permitted as per Appendix I, List A of Decree 31/2021/ND-CP; not being a foreign service provider as prescribed in Circular 03/2024/TT-BCT</i>)	4673
15	Wholesale of other machinery, equipment, and parts Detail: Wholesale of mining and construction machinery, equipment, and parts. (<i>Excluding activities in the list of sectors where market access is not yet permitted as per Appendix I, List A of Decree 31/2021/ND-CP; not being a foreign service provider as prescribed in Circular 03/2024/TT-BCT</i>)	4659
16	Freight transport by road	4933
17	Real estate activities with own or leased property/land use rights	6810

2. Operating objectives of the Company

To create stable jobs for employees, increase dividends for shareholders, contribute to the State budget, and develop the Company to be increasingly strong.

Article 5. Scope of business and operations

1. The Company is permitted to plan and conduct all business activities as prescribed in the Enterprise Registration Certificate and this Charter in accordance with current legal regulations, and to take appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Charter Capital of the Company is 143,750,000,000 VND (One hundred forty-three billion, seven hundred fifty million Vietnamese Dong). The total charter capital of the Company is divided into 14,375,000 shares (Fourteen million, three hundred seventy-five thousand shares) with a par value of 10,000 VND (ten thousand Vietnamese Dong) per share.

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

3. All shares of the Company on the date of approval of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.

4. The Company may issue preferred shares according to resolutions of the General Meeting of Shareholders in accordance with legal regulations.

5. Ordinary shareholders shall have the right of first refusal for new shares offered in proportion to their existing ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise; the number of shares not registered for purchase by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders or other persons under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by the Company itself in the manners prescribed in this Charter and current law.

7. The Company may issue other types of securities when unanimously approved by the General Meeting of Shareholders and in accordance with the laws on securities and the stock market.

Article 7. Share certificates

1. Shareholders of the Company shall be granted share certificates corresponding to the number and type of shares owned.

2. A share certificate is a type of security confirming the legal rights and interests of the owner over a portion of the issuer's share capital. Share certificates must contain all contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 10 days from the date of full payment of the amount stated on the certificate of share ownership as prescribed by the Company, or within 02 months (or potentially longer depending on the prescribed issuance terms) from the date of full payment for the shares as stipulated in the Company's share issuance plan, the share owner shall be granted a share certificate. Share owners do not have to pay the Company for the cost of printing share certificates.

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

a. Information about the share certificate that was lost, damaged, or otherwise destroyed;

b. Commitment to take responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares may be freely transferred unless this Charter, a Resolution of the General Meeting of Shareholders, or other regulations provide otherwise. Shares listed on the Stock Exchange shall be transferred according to the legal regulations on securities and the stock market of the Stock Exchange.

2. Shares that have not been fully paid for cannot be transferred and are not entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase new shares offered, and other benefits as prescribed by law.

Article 10. Forfeiture of shares

1. In the event a shareholder fails to pay in full and on time the amount due for the purchase of shares, the Board of Directors shall provide notice and has the right to require that shareholder to pay the remaining amount along with interest on that sum and any costs incurred by the Company due to the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and must state that if payment is not made as requested, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid in the event the requirements in the aforementioned notice are not fulfilled.

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

5. Shareholders holding forfeited shares must relinquish their status as shareholders regarding those shares, but remain liable in proportion to the total par value of the shares registered for purchase for the financial obligations of the Company arising at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment for the full value of the shares at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains effective even in the event of error or negligence in sending the notice.

V - ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Management, governance and control structure

The management, governance, and control structure of the Company includes:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;
4. The General Director.

VI - SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Shareholders are the owners of the Company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the debts and other property obligations of the Company within the scope of the capital contributed to the Company.

2. Ordinary shareholders have the following rights:

a. To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the Company Charter and the law. Each ordinary share carries one vote;

b. To receive dividends at a rate decided by the General Meeting of Shareholders;

c. To have the right of first refusal to purchase new shares in proportion to their ownership of ordinary shares in the Company;

d. To freely transfer their shares to others, except for cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law, and other relevant legal provisions;

d. To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request the correction of their own inaccurate information;

f. To review, look up, extract, or photocopy the Company Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their share ownership ratio in the Company;

h. To request the Company to repurchase shares in cases specified in Article 132 of the Enterprise Law;

i. To be treated equally. Each share of the same type grants its holder equal rights, obligations, and interests. If the Company has preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k. To have their legal rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;

l. Other rights as prescribed by law and this Charter.

3. A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the following rights:

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

b. To review, look up, and extract the minute book and resolutions/decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, and contracts/transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets or business secrets;

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

d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share held, and the issue proposed for the agenda;

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

4. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate persons to the Board of Directors and the Board of Supervisors. The nomination process is as follows:

a. Ordinary shareholders forming a group to nominate persons must notify the group meeting to attending shareholders before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause is entitled to nominate one or more persons as candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated by the shareholder or group is lower than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

Article 13. Obligations of shareholders

Shareholders have the following obligations:

1. To pay for the committed shares in full and on time.

2. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except where shares are repurchased by the Company or others. In the event a shareholder withdraws part or all of the contributed share capital contrary to this clause, such shareholder and any person with related interests in the Company shall be jointly and severally liable for the Company's debts and other property obligations within the limit of the value of the withdrawn shares and any resulting damages.

3. To comply with the Company Charter and the Internal Management Regulations of the Company.

4. To execute Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; to use the provided information only to exercise and protect their legal rights and interests; strictly prohibit spreading, copying, or sending information provided by the Company to other organizations or individuals.

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

a. Attending and voting directly at the meeting;

b. Authorizing another individual or organization to attend and vote at the meeting;

- c. Attending and voting via online conferences, electronic voting, or other electronic forms;
- d. Sending voting ballots to the meeting via mail, fax, or email;
- đ Sending voting ballots by other means as prescribed in the Company Charter.

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

- a. Violating the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Paying off debts that are not yet due when the Company faces financial risks.
8. To fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders, when necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall organize and convene the annual General Meeting of Shareholders and select a suitable location. The annual General Meeting of Shareholders decides on issues in accordance with the law and the Company Charter, particularly approving the annual financial statements and the financial budget for the next financial year. In the event that the Company's annual audit report contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved audit organization that performed the audit to attend the annual General Meeting of Shareholders, and said representative is responsible for attending.

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

- a. The Board of Directors deems it necessary for the interests of the Company;
- b. The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number required by law;
- c. Upon request by a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law; the request must be in writing, clearly stating the reason and purpose of the meeting, and must have sufficient signatures of the relevant shareholders (or consist of multiple copies that collectively gather enough signatures);
- d. Upon request by the Board of Supervisors;

- d Other cases as prescribed by law and the Company Charter.
- 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 the number of Board or Supervisor members falls below the limit specified in point b, Clause 3 of this Article, or upon receiving a request specified in points c and d, Clause 3 of this Article.
 - b. If the Board of Directors fails to convene the meeting as prescribed in point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening the meeting in accordance with Clause 3, Article 140 of the Enterprise Law.
 - c. If the Board of Supervisors fails to convene the meeting as prescribed in point b, Clause 4 of this Article, the shareholder or group of shareholders specified in point c, Clause 3 of this Article has the right to request the Company representative to convene the meeting in accordance with the Enterprise Law.

In this case, the shareholder or group of shareholders convening the meeting may request the Business Registration Office to supervise the sequence and procedures for convening, conducting the meeting, and issuing decisions. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders to attend the meeting, such as accommodation and travel.

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

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
 - a. To approve the Company's development orientation;
 - b. To decide on the types of shares and the total number of shares of each type authorized for sale; to decide on the annual dividend rate for each type of share;
 - c. To elect, dismiss, or remove members of the Board of Directors and the Board of Supervisors;
 - d. To decide on investment in or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - e. To decide on amendments and supplements to the Company Charter;
 - f. To approve annual financial statements;
 - g. To decide on the repurchase of more than 10% of the total sold shares of each type;
 - h. To review and handle violations by members of the Board of Directors and the Board of Supervisors that cause damage to the Company and its shareholders;
 - i. To decide on the reorganization or dissolution of the Company;
 - j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

- k. To approve the Internal Management Regulations; the Operating Regulations of the Board of Directors and the Board of Supervisors;
 - l. To approve the list of approved auditing firms; to decide on the approved auditing firm to perform the audit of the Company's financial statements, and to dismiss the approved auditor when deemed necessary;
 - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a. The annual business plan of the Company;
 - b. Audited annual financial statements;
 - c. The Board of Directors' report on governance and performance results of the Board and each of its members;
 - d. The Board of Supervisors' report on the Company's business results and the performance results of the Board of Directors and the General Director;

- e. The self-assessment report on the performance results of the Board of Supervisors and its members;
 - f. The dividend rate for each share of each type;
 - g. The number of members of the Board of Directors and the Board of Supervisors;
 - h. The election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
 - i. Decisions on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - j. Approval of the list of approved auditing firms; deciding on the approved auditing firm to audit the Company's activities when deemed necessary;
 - k. Supplements and amendments to the Company Charter;
 - l. The types of shares and the number of new shares to be issued for each type, and the transfer of shares by founding members within the first 03 years from the date of establishment;
 - m. Division, separation, consolidation, merger, or conversion of the Company;
 - n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - o. Decisions on investment in or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - p. Decisions on the repurchase of more than 10% of the total sold shares of each type;
 - q. The Company entering into contracts or transactions with subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;
 - r. Approval of transactions specified in Clause 1, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;
 - s. Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
 - t. Other issues as prescribed by law and this Charter.
3. All resolutions and issues included in the meeting agenda must be brought to discussion and voting 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 the meeting directly or authorize one or several other individuals or organizations to attend the meeting, or attend through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.

2. The authorization for individuals or organizations to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be established in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing and authorized parties.

The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In the case of re-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the institutional shareholder (if previously registered with the Company).

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

- a. The authorizer has died, has restricted civil act capacity, or has lost civil act capacity;
- b. The authorizer has cancelled the designation of authorization;
- c. The authorizer has cancelled the authority of the person performing the authorization.

This clause shall not apply if the Company receives notice of one of the above events before the opening hour of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change of rights

1. The change or cancellation of special rights attached to a type of preferred share shall take effect when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. A Resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of preferred shareholders shall only be passed if it is approved by the number of preferred shareholders of that type owning 75% or more of the total preferred shares of that type, or approved by preferred shareholders of the same type owning 75% or more of the total preferred shares of that type in the case of passing a resolution by collecting written opinions.

2. The organization of a meeting of shareholders holding a type of preferred share to approve the aforementioned change of rights is only valid if there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that type. In case there are not enough delegates as stated above, the meeting shall be reconvened within thirty (30) days thereafter, and the holders of shares of that type (regardless of the number of persons or shares) present directly or through authorized representatives shall be considered a sufficient quorum. At the meetings of preferred shareholders mentioned above, holders of shares of that type present directly

or through a representative may request a secret ballot. Each share of the same type has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings are performed similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless the terms of share issuance provide otherwise, special rights attached to types of shares that have preference over some or all issues related to the distribution of the Company's profits or assets are not considered changed when the Company issues additional shares of the same type.

Article 18. Convening, agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.

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

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is compiled no earlier than ten (10) days before the date of sending the invitation notice for the General Meeting of Shareholders; the Company must disclose information regarding the compilation of the list of shareholders entitled to attend at least 20 days before the record date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft the Resolution of the General Meeting of Shareholders based on the expected content of the meeting;

d. Determine the time and location for organizing the meeting;

e. Notify and send the meeting notice to all shareholders entitled to attend;

g. Other tasks serving the meeting.

3. The invitation notice for the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholder's contact address, and simultaneously published on the Company's website, the State Securities Commission's system, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the invitation notice to all shareholders in the List of shareholders entitled to attend at least twenty-one (21) days before the opening date (calculated from the day the notice is validly sent or dispatched). The meeting agenda and documents related to issues to be voted on shall be posted on the Company's website. In cases where documents are not attached to the invitation notice, the notice must clearly state the URL link to the full set of meeting documents so that shareholders can access them, including:

- a. The meeting agenda and documents used in the meeting;
- b. List and detailed information of candidates in the case of electing members of the Board of Directors or the Board of Supervisors;
- c. Voting ballots;
- d. Sample form for appointing an authorized representative to attend the meeting;
- đ. Draft resolutions for each issue in the meeting agenda.

4. A shareholder or group of shareholders as mentioned in Clause 2, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening date. The proposal must include the full name of the shareholder, permanent address, nationality, Citizen Identity Card/Passport number or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders; the number and type of shares held, and the content proposed for the agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse proposals related to Clause 4 of Article 18 in the following cases:

- a. The proposal is sent past the deadline or is insufficient or incorrect in content;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold a minimum of 5% or more of the ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c. The proposed issue does not fall within the scope of authority of the General Meeting of Shareholders to discuss and approve;
- d. Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4, Article 18 into the tentative agenda and content of the meeting, except for the cases prescribed in Clause 5, Article 18; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents over 50% of the total voting shares.

2. In the event that the first meeting does not meet the conditions for conducting as prescribed in Clause 1 of this Article, the invitation notice for the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares.

3. In the event that the second meeting does not meet the conditions for conducting as prescribed in Clause 2 of this Article, the invitation notice for the third meeting must be

sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

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

1. Before opening the meeting, the Company must conduct shareholder registration and continue the registration process until all eligible attending shareholders are registered, according to the following sequence:

a. Upon registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card, which specifies the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by choosing to approve, disapprove, or no opinion. For each voting issue, the results are determined by the count of approval, disapproval, and abstentions. The vote counting results are announced by the Chairperson immediately before the closing of the meeting. The meeting's vote counting committee is directly responsible for counting or supervising the counting as requested by the Chairperson. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the Chairperson's proposal;

b. Shareholders or authorized representatives of institutional shareholders who arrive after the meeting has opened have the right to register immediately and then participate and vote at the meeting right after registration. The Chairperson is not responsible for stopping the meeting to wait for latecomers to register, and the validity of issues previously voted upon remains unchanged.

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

a. The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board. If the Chairman is absent or temporarily unable to work, the remaining Board members shall elect one among them to act as the chairperson; if they fail to elect one, the Head of the Board of Supervisors shall manage the meeting so the General Meeting of Shareholders can elect a chairperson from among the attendees, with the person receiving the highest votes acting as the chairperson;

b. Except for the cases in point (a) of this clause, the person who signed the notice to convene the meeting shall manage the meeting to elect a chairperson, and the person with the highest votes shall act as the chairperson;

c. The Chairperson shall appoint one or several persons as meeting secretaries;

d. The General Meeting of Shareholders shall elect one or several persons to the vote counting committee based on the Chairperson's proposal.

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

4. The Chairperson has the right to implement necessary and reasonable measures to conduct the meeting in an orderly manner, according to the approved agenda, and to reflect the wishes of the majority of attendees.

a. Arrange seating at the meeting venue;

b. Ensure safety for everyone present at the meeting venues;

c. Facilitate the participation (or continued participation) of shareholders. The convener has full authority to change the above measures and apply all necessary measures, such as issuing entry passes or other selection methods.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted via approval, disapproval, or abstention. The results are announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives arriving late are still entitled to register and vote immediately upon registration; in this case, the validity of issues previously voted upon remains unchanged.

7. The convener or the Chairperson of the meeting has the following rights:

a. Require all attendees to undergo inspection or other lawful and reasonable security measures;

b. Request competent authorities to maintain order; expel those who do not comply with the Chairperson's management, intentionally cause disorder, prevent the normal progress of the meeting, or fail to comply with security check requirements.

8. The Chairperson has the right to adjourn the meeting for which there is already a sufficient quorum to another location or another time starting from the scheduled opening date, but only in the following cases:

a. The venue does not have enough convenient seating for all attendees;

b. Communication facilities at the venue do not ensure shareholders can participate, discuss, and vote;

c. An attendee obstructs or causes disorder, risking the meeting not being conducted fairly and lawfully.

9. If the Chairperson adjourns or suspends the meeting contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the Chairperson and conduct the meeting until its conclusion; all resolutions passed at such a meeting shall be valid.

10. If the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring shareholders can attend and vote via electronic voting or other electronic forms as prescribed in 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 passing resolutions of the General Meeting of Shareholders

1. Resolutions regarding the following contents shall be passed if approved by shareholders representing 65% or more of the total voting shares of all attending shareholders, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- a. Types of shares and the total number of shares of each type;
- b. Changes to business lines and sectors;
- c. Changes to the Company's management organization structure;
- d. Investment projects or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- đ. Reorganization or dissolution of the Company.

2. Other resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and valid even if the sequence and procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law or the Company Charter.

Article 22. Authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors has the right to collect written opinions of shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, including the contents specified in Clause 2, Article 147 of the Enterprise Law.

2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions, and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the opinion forms. The requirements and methods for sending the opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. An opinion form must contain the following primary contents:

- a. Name, head office address, and enterprise code;
- b. Purpose of collecting opinions;

c. Full name, contact address, nationality, and Identity Card/Passport number or other legal personal identification for individual shareholders; name, enterprise code, head office address, establishment decision number or business registration number for institutional shareholders; full name, permanent address, nationality, and Identity Card/Passport number or other legal personal identification of the authorized representative of the institutional shareholder; number of shares of each type and number of voting shares of the shareholder;

d. Issues requiring opinions to pass a decision;

đ. Voting options including approve, disapprove, and abstain (no opinion) for each issue;

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

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

4. The completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder.

5. Opinion forms may be returned to the Company in the following forms:

a. By mail: The opinion form sent to the Company must be placed in a sealed envelope, and no one is permitted to open it before the vote counting;

b. By fax or email: Opinion forms sent via fax or email must be kept confidential until the time of vote counting.

Opinion forms returned to the Company must be placed in a sealed envelope, and no person is permitted to open them prior to the vote counting. Any opinion forms returned to the Company after the deadline specified in the form, or those that have been opened (in the case of mail) or disclosed before the vote counting (in the case of fax or email), shall be deemed invalid. Opinion forms that are not returned shall be considered as non-participation in the voting.

6. The Board of Directors shall count the votes and prepare a vote counting minute under the supervision of the Board of Supervisors or shareholders who do not hold management positions in the enterprise. The vote counting minute must contain the following primary contents:

a. Name, head office address, and enterprise code;

b. Purpose and issues requiring opinions to pass the resolution;

c. Number of shareholders with the total number of voting shares participating, distinguishing between valid and invalid votes, accompanied by an appendix listing the participating shareholders;

d. Total number of votes for approval, disapproval, and abstention for each issue;

đ. Issues that have been passed and the corresponding approval ratio;

e. Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.

Members of the Board of Directors, vote counters, and supervisors shall be jointly liable for the truthfulness and accuracy of the minute, and for any damages arising from decisions passed due to untruthful or inaccurate vote counting.

7. The vote counting minute and the resolution must be published on the Company's website within twenty-four (24) hours or sent to shareholders within fifteen (15) days from the end date of the vote counting.

8. The completed opinion forms, the vote counting minute, the full text of the passed resolution, and related documents sent with the opinion forms must be archived at the Company's head office.

9. A resolution passed via written opinions must be approved by shareholders representing over 50% of the total voting shares of all shareholders entitled to vote and shall have the same value as a resolution passed at a meeting of 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 recorded in audio or stored in other electronic forms. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and must include the following primary contents:

- a. Name, head office address, and enterprise code;
- b. Time and location of the General Meeting of Shareholders;
- c. Meeting agenda and content;
- d. Full names of the chairperson and secretary;
- đ. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the agenda;
- e. Number of shareholders and the total number of voting shares of attending shareholders; an appendix listing the registered shareholders and representatives attending with their corresponding shares and voting shares;
- g. Total number of votes for each voting issue, clearly specifying the voting method, total valid and invalid votes, approval, disapproval, and abstentions; and the corresponding percentage of the total votes of attending shareholders;
- h. Issues that have been passed and the corresponding approval ratio;
- i. Full names and signatures of the chairperson and secretary. In cases where the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed in this clause. The minutes must clearly state the refusal of the chairperson or secretary to sign.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson, secretary, or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the content.

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

4. Resolutions and Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.

5. Resolutions, Minutes, the appendix listing registered shareholders with their signatures, authorization documents, all documents attached to the Minutes (if any), and relevant documents attached to the invitation notice must be disclosed in accordance with legal regulations on information disclosure in the stock market and must be archived at the Company's head office.

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

Within 90 days from the date of receiving the resolution, the minutes of the General Meeting of Shareholders, or the minutes of the vote counting results for written opinions of the General Meeting of Shareholders, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law has the right to request a Court or Arbitration to review and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the meeting and issuing the decision of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except for the cases prescribed in Clause 3, Article 21 of this Charter.

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

VII - BOARD OF DIRECTORS

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

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected. The disclosed information regarding candidates includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Working history;

d. Other management positions (including Board of Directors positions in other companies);

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

e. Other information (if any);

g. The Company is responsible for disclosing information about the companies where the candidate holds a position as a Board of Directors member, other management positions, and the candidate's interests related to the Company (if any).

2. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 15% of the total voting shares may nominate one (01) candidate; from 15% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to less than 80% may nominate a maximum of seven (07) candidates; and from 80% or more may nominate a maximum of eight (08) candidates.

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

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

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

1. The number of members of the Board of Directors shall be from 03 to 05 people. The term of a Board member shall not exceed 05 years, and they may be re-elected for an unlimited number of terms. In the event that the terms of all Board members end simultaneously, those members shall continue to serve until new members are elected and take over the work.

2. The composition of the Board of Directors is as follows: The structure of the Board must ensure at least 01 non-executive director. The Company shall minimize Board members concurrently holding executive positions to ensure the independence of the Board of Directors.

3. A member of the Board of Directors shall lose their status if they are dismissed, removed, or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Enterprise Law.

4. A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

5. The appointment of Board members must be notified in accordance with legal regulations on securities and the stock market.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and perform the rights and obligations of the Company, except for those within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board are prescribed by law, the Charter, internal regulations, and resolutions of the General Meeting of Shareholders. Specifically, the Board has the following rights and duties:

- a. Decide on the strategy, medium-term development plans, and annual business plans;
- b. Propose the types of shares and the total number of authorized shares for each type;
- c. Decide on the sale of unsold shares within the authorized limit; decide on other forms of capital mobilization;
- d. Decide on the selling price of shares and bonds of the Company;
- đ. Decide on share repurchases as prescribed in Clauses 1 and 2, Article 133 of the Enterprise Law;
- e. Decide on investment plans and projects within its authority and legal limits;
- g. Decide on solutions for market development, marketing, and technology;
- h. Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements; and contracts or transactions within the deciding authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law;
- i. Elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, or terminate contracts with the General Director and other key managers in accordance with the Company Charter; to decide on salaries, remuneration, bonuses, and other benefits for such managers; to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of other companies; and to decide on the remuneration and other benefits for those representatives;
- j. Supervise and direct the General Director and other managers in the daily business operations of the Company.
- k. Decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;

l. Approve the agenda and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;

m. Submit audited annual financial statements to the General Meeting of Shareholders;

n. Propose the dividend payout ratio; to decide on the timeline and procedures for dividend payments or the handling of losses incurred during business operations;

o. Propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

p. Decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Company's Regulations on Information Disclosure;

q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and this Charter.

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

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions (including the position of Chairman or Vice Chairman), or members working on subcommittees of the Board, or performing other tasks that, in the view of the Board, are outside the scope of the normal duties of a Board member, may be paid additional remuneration in the form of a lump sum per occasion, salary, commission, percentage of profits, or in another form as decided by the Board of Directors.

5. Members of the Board of Directors may be reimbursed for all travel, meals, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as a Board member, including expenses arising from attending meetings of the Board of Directors or its subcommittees.

6. Members of the Board of Directors may be provided with liability insurance by the Company upon approval by the General Meeting of Shareholders. This insurance does not include coverage for the responsibilities of Board members related to violations of the law or the Company Charter.

Article 29. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors may not concurrently serve as the General Director.

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

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

4. In the event that the Chairman of the Board of Directors resigns or is dismissed/removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of dismissal/removal.

5. In the event that the Vice Chairman of the Board of Directors (if any) is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman. If there is no authorized person, or if the Chairman is deceased, missing, detained, serving a prison sentence, or undergoing administrative handling at a compulsory detoxification center or compulsory educational institution, or if the Chairman is restricted in or lacks civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding certain positions or practicing certain professions or doing certain work, the remaining members shall elect one person among themselves to hold the position of Chairman of the Board of Directors according to the principle of a majority of the remaining members' approval until there is a new decision by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days from the date the election of the Board of Directors is completed. This meeting shall be convened and presided over by the member who received the highest number of votes or the highest ratio of votes. In the event that more than one member has the same highest number of votes or ratio of votes, the members shall elect one among them by majority principle to convene the meeting.

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

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

- a. Upon the proposal of the Board of Supervisors;
- b. Upon the proposal of the General Director or at least 05 other managers;
- c. Upon the proposal of at least 02 members of the Board of Directors;

d. Proposals specified in this Clause 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 the meeting within 07 working days from the date of receipt of the proposal. If the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damages caused to the Company; the proposers have the right to replace the Chairman in convening the meeting.

6. The Chairman or the convener must send a meeting notice at least 03 working days prior to the meeting date. The notice must specify the time, location, agenda, issues for discussion, and decisions. The notice must be accompanied by meeting documents and voting ballots for the members.

The meeting notice may be sent via invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter, ensuring it reaches the registered contact address of each Board of Directors member.

7. The Chairman or the convener shall send the meeting notice and attached documents to the members of the Board of Supervisors in the same manner as to the Board of Directors members. Members of the Board of Supervisors have the right to attend and discuss but are not entitled to vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total members are present. If the first meeting fails to meet the quorum, a second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting shall proceed if more than half of the Board members are present.

9. A Board of Directors member is considered to have attended and voted in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote;

c. Attending and voting via online conference, electronic voting, or other electronic forms;

d. Sending a voting ballot to the meeting via mail, fax, or email;

e. Sending a voting ballot by other means.

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

11. Members must attend all Board meetings. A member may authorize another person to attend and vote if approved by a majority of the Board members.

12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of attending members; in the event of a tie, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors, with a minimum of 03 members, including members of the Board of Directors and external members. Non-executive Board members should account for the majority of the subcommittee, and at least one of these members shall be appointed as the Head of the subcommittee by a decision of the Board of Directors. The activities of a subcommittee must comply with the regulations of the Board of Directors. A resolution of a subcommittee is only valid when it is approved by a majority of members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations, the Company Charter, and the Internal Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance work of the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not simultaneously work for the approved auditing organization currently auditing the Company's financial statements.

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

a. To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;

b. To prepare for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c. To advise on the procedures of meetings;

d. To attend meetings;

đ. To advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f. To provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;

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

h. To act as the contact point for related parties with interests;

i. To maintain confidentiality of information in accordance with legal regulations and the Company Charter;

j. Other rights and obligations as prescribed by law and the Company Charter.

VIII - GENERAL DIRECTOR, OTHER EXECUTIVES, AND COMPANY SECRETARY

Article 33. Management apparatus organization

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have one General Director, Directors, and a Chief Accountant. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Company executives

1. Company executives include the General Director, Directors, and the Chief Accountant.

2. Upon the proposal of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the quantity and standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Business executives are responsible for supporting the Company in achieving its operational and organizational goals.

3. The General Director shall be paid a salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

4. The salaries of executives shall be accounted for as business expenses of the Company in accordance with the law on corporate income tax, shown as a separate item in the annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

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

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

2. The General Director is the person who manages the daily business affairs of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of assigned rights and obligations.

3. The term of the General Director shall not exceed 05 years and they may be reappointed for an unlimited number of terms. The General Director must meet the criteria and conditions prescribed by law and the Company Charter.

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

a. Decide on matters related to the daily business of the Company that do not fall under the authority of the Board of Directors;

b. Organize the implementation of resolutions and decisions of the Board of Directors;

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

d. Propose organizational structure plans and internal management regulations for the Company;

đ. Appoint, dismiss, and remove management positions within the Company, except for those under the authority of the Board of Directors;

e. Decide on salaries and other benefits for employees in the Company, including managers under the General Director's appointing authority;

g. Recruit labor;

h. Propose plans for dividend payment or handling business losses;

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

5. The Board of Directors may dismiss the General Director when a majority of the attending Board members with voting rights approve, and appoint a new General Director as a replacement.

Article 36. Company Secretary

In accordance with Clause 5, Article 156 of the Enterprise Law, when necessary, the Board of Directors shall appoint one (or more) persons to serve as the Company Secretary with terms and conditions decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided it does not violate current labor laws. The Board may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

a. Supporting the organization and convening of the General Meeting of Shareholders and Board of Directors meetings; recording meeting minutes;

b. Assisting Board of Directors members in exercising their assigned rights and obligations;

c. Assisting the company in building shareholder relations and protecting the legal rights and interests of shareholders; complying with information provision, information disclosure, and administrative procedures.

The Company Secretary is responsible for maintaining information confidentiality in accordance with the law and the Company Charter.

IX - BOARD OF SUPERVISORS

Article 37. Candidacy and nomination of members of the Board of Supervisors

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

2. In the event that the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 38. Members of the Board of Supervisors

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

2. Members of the Board of Supervisors must meet the criteria and conditions prescribed in Article 169 of the Enterprise Law and shall not fall into the following cases:

a. Working in the accounting or finance departments of the Company;

b. Being a member or employee of the independent auditing firm that performed audits of the Company's financial statements in the 03 preceding consecutive years.

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

a. No longer meeting the criteria and conditions to be a member as prescribed in Clause 2 of this Article;

b. Submitting a resignation letter that is approved.

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

a. Failing to complete assigned tasks or duties;

b. Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

- c. Committing repeated or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Enterprise Law and the Company Charter;
- d. Other cases according to a resolution of the General Meeting of Shareholders.

Article 39. Head of the Board of Supervisors

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

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

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

Article 40. Rights and obligations of the Board of Supervisors

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

- 1. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial Statements; decide on the approved auditing organization to inspect the Company's activities; and dismiss the approved auditor when deemed necessary.
- 2. Be accountable to shareholders for its supervisory activities.
- 3. Supervise the financial situation of the Company and the legal compliance in the activities of members of the Board of Directors, the General Director, and other managers.
- 4. Ensure coordination of activities with the Board of Directors, General Director, and shareholders.
- 5. Upon detecting violations of the law or the Company Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.
- 6. Formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
- 7. Report to the General Meeting of Shareholders in accordance with the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities.

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

9. Have the right to request the Board of Directors, its members, the Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.

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

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 times per year, with a quorum of at least 2/3 of its members. Minutes of the Board of Supervisors' meetings must be detailed and clear. The person recording the minutes and the attending members must sign the minutes. Minutes must be archived to determine the responsibility of each member.

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

Article 42. Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors

The salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the costs of using independent consultancy services. The total amount of this remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with the law on corporate income tax and other relevant legal regulations, and must be recorded as a separate item in the Company's annual financial statements.

X - RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 43. Duty of prudence

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties—including duties as members of the subcommittees of the Board of Directors—honestly and prudently in the best interests of the Company.

Article 44. Duty of honesty and avoidance of conflicts of interest

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

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

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies in which the public company controls 50% or more of the charter capital, and themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on transactions that bring benefit to that member or their related persons as prescribed by the Law on Enterprises and the Company Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons must not use or disclose internal information to others to perform advantageous transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to these subjects shall not be void in the following cases:

a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, where the material contents of the transaction are approved by the Board of Directors, provided that members of the Board of Directors, Board of Supervisors, General Director, or other executive have reported to the Board of Directors and the Board of Supervisors;

b. For transactions with a value greater than 35%, or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction of 35%

or more of the total asset value recorded in the most recent financial statements, where the material contents of the transaction as well as the relationships and interests of member of the Board of Directors, Board of Supervisors, General Director, or other executive have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who do not have related interests.

Article 45. Liability for damage and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate the obligations of honesty and prudence, or fail to fulfill their duties, must be held liable for the damages caused by their violations.

2. The Company shall compensate persons who were, are, or may become a party involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits where the Company is the plaintiff) if that person is or was a member of the Board of Directors, the Board of Supervisors, the General Director, other executives, employees, or authorized representatives of the Company, provided they acted honestly and prudently in the best interests of the Company, complied with the law, and there is no evidence confirming they violated their responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments arising (including attorney fees) in resolving these matters within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

XI - RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 46. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records as follows:

a. Ordinary shareholders have the right to review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request the correction of their own inaccurate information; and review, look up, extract, or photocopy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.

b. A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the right to review, look up, and extract the minute books and resolutions/decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets or business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, the request must be accompanied by a power of attorney from the shareholder or group they represent, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to inspect the Company's share

register, shareholder list, and other books and records for purposes related to their positions, provided that this information is kept confidential.

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

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

XII - EMPLOYEES AND TRADE UNION

Article 47. Employees and trade union

1. The General Director must prepare plans for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline for employees and enterprise executives.

2. The General Director must prepare plans for the Board of Directors to approve matters related to the Company's relationship with trade unions in accordance with best management standards, practices, and policies, as well as the practices and policies prescribed in this Charter, Company regulations, and current legal provisions.

XIII - PROFIT DISTRIBUTION

Article 48. Profit distribution

1. The General Meeting of Shareholders shall decide on the annual dividend payout ratio and the form of dividend payment from the Company's retained profits.

2. The Company shall not pay interest on dividend payments or any payments related to a class of shares.

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

4. In cases where dividends or other sums related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. The payment of dividends or other sums related to dividends will be made based on the bank account details provided by the shareholder. If the Company has transferred funds according to the exact bank details provided and the shareholder does not receive the money, the Company shall not be held liable for the funds transferred. Dividend payments for shares listed/registered for trading on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution or decision determining a specific date to close the list of shareholders.

Based on that date, persons registered as shareholders or owners of other securities are entitled to receive cash or stock dividends, notices, or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

XIV - BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 49. Bank accounts

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

2. Upon prior approval from competent authorities, where necessary, the Company may open bank accounts abroad in accordance with legal regulations.

3. The Company shall perform all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company maintains its accounts.

Article 50. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on December 31 of the same year. The first fiscal year begins from the date of issuance of the Enterprise Registration Certificate (or business license for conditional business lines) and ends on December 31 immediately following the issuance date of said certificate or license.

Article 51. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese. The Company shall archive accounting records in accordance with the Law on Accounting and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses Vietnamese Dong (VND) as the currency unit for accounting purposes.

XV - ANNUAL REPORT, FINANCIAL STATEMENTS, INFORMATION DISCLOSURE RESPONSIBILITIES

Article 52. Annual report

The Company must prepare and disclose an Annual Report in accordance with the legal regulations on securities and the stock market.

Article 53. Annual financial statements

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose the audited annual financial

statements in accordance with the legal regulations on information disclosure in the stock market and submit them to the competent State authorities.

2. The annual financial statements must include all reports, appendices, and notes as prescribed by the law on corporate accounting. The annual financial statements must truthfully and objectively reflect the Company's operational status.

XVI - COMPANY AUDIT

Article 54. Audit

1. The General Meeting of Shareholders shall appoint or approve a list of independent auditing firms and authorize the Board of Directors to select an independent auditing firm legally operating in Vietnam and approved by the State Securities Commission to audit listed companies, to conduct auditing activities for the Company for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor has the right to inspect the Company's financial accounting books, to attend the General Meeting of Shareholders, and has the right to receive notices and other information related to the General Meeting of Shareholders, as well as to express opinions at the meeting regarding issues related to the audit of the Company's financial statements.

XVII - CORPORATE SEAL

Article 55. Corporate seal

1. The seal includes a physical seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and 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 - DISSOLUTION OF THE COMPANY

Article 56. Dissolution of the company

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

a. Upon the expiration of the duration of operation recorded in the Company Charter without a decision for extension;

b. According to a resolution or decision of the General Meeting of Shareholders;

c. Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;

d. Other cases as prescribed by law.

2. The early dissolution of the Company (including extended terms) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This

dissolution decision must be notified to or approved by competent authorities (if mandatory) as regulated.

Article 57. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven months before the expiration of the operating term so that shareholders can vote on extending the Company's operation for an additional period as proposed by the Board of Directors.

2. The operating term shall be extended when approved by 65% or more of the total votes of shareholders entitled to vote present in person or via authorized representatives at the General Meeting of Shareholders.

Article 58. Liquidation

1. At least six months after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two members are appointed by the General Meeting of Shareholders, and one member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Committee may be selected from Company employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts.

2. The Liquidation Committee is responsible for reporting the date of establishment and commencement of activities to the business registration authority. From that point on, the Liquidation Committee shall represent the Company in all matters related to liquidation before the Court and administrative agencies.

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

- a. Liquidation costs;
- b. Salaries, severance pay, social insurance costs for employees, and other benefits under collective labor agreements and signed labor contracts;
- c. Taxes and other tax-like payments that the Company must pay to the State;
- d. Other debts of the Company;
- đ. The remaining balance after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be prioritized for payment first.

XIX - INTERNAL DISPUTE RESOLUTION

Article 59. Internal dispute resolution

1. In the event of a dispute or complaint related to the Company's operations or shareholders' rights arising from the Charter, the Enterprise Law, or other administrative regulations between:

- a. A shareholder and the Company; or

b. A shareholder and the Board of Directors, Board of Supervisors, General Director, or other executives;

The parties involved shall attempt to resolve the dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or its Chairman, the Chairman of the Board of Directors shall preside over the resolution and request each party to present factual elements within thirty (30) working days. If the dispute involves the Board of Directors or the Chairman, any party may request the appointment of an independent expert to act as a mediator for resolving the dispute.

2. If no mediation decision is reached within six (6) weeks of starting the process, or if the mediator's decision is not accepted by parties, any party may bring the dispute to Arbitration or a Court.

3. Parties shall bear their own costs related to negotiation and mediation. Court costs shall be determined by the Court's ruling.

XX - SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 60. Supplements and amendments to the Charter

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

2. In cases where legal regulations relevant to the Company's activities are not mentioned in this Charter, or if new legal regulations differ from these provisions, those legal regulations shall automatically apply and govern the Company's activities.

XXI - EFFECTIVE DATE

Article 61. Effective date

1. This Charter consists of XXI chapters and 62 articles, unanimously approved by the General Meeting of Shareholders of DamiK Group Joint Stock Company on April 24, 2026.

2. The Charter is made in five (05) copies of equal value and stored at the Company's head office.

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

4. Copies or extracts of the Charter are only valid if they bear the signature of the Chairman of the Board of Directors or at least one-half of the total members of the Board of Directors.

Article 62. Signature of the Chairman of the Board of Directors and the Legal Representative of the Company

