

**LIST OF DOCUMENTS SUBMITTED TO
SHAREHOLDERS AT THE ANNUAL
GENERAL MEETING OF
SHAREHOLDERS IN 2022**

No.	Content	Statement No./Report No.
1.	Agenda of the Shareholders' Meeting.	
2.	Organization Regulations of the Shareholders' Meeting	01/QC-ĐHĐCD.2022
3.	Business report in 2021 and Business proposals in 2022 of the Board of Directors	02/BC-ĐHĐCD.2022
4.	Report of the Board of Management.	03/BC-ĐHĐCD.2022
5.	Report of the Board of Supervisors.	04/BC-ĐHĐCD.2022
6.	Report on fund allocation in 2021 and plans in 2022.	05/TT-ĐHĐCD.2022
7.	Statement on approval of the Audited Consolidated Financial Statements in 2021.	06/TT-ĐHĐCD.2022
8.	Statement on election of the independent audit firm in charge of auditing the Group's financial statements in 2022, 2023 and 2024.	07/TT-ĐHĐCD.2022
9.	Statement on the dividend payment plan in 2021 and expected dividend payment ratio in 2022.	08/TT-ĐHĐCD.2022
10.	Statement on the modification of the Group's Charter	09/TT-ĐHĐCD.2022
11.	Draft of the Resolution of the General Meeting of Shareholders.	.../NQ-ĐHĐCD.2022

**REGULATION
ON ORGANIZATION OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS IN 2022**

I. GENERAL PROVISIONS

Article 1. Scope of application

This Regulation specifies conditions to organize the Annual General Meeting of Shareholders, rights and obligations of participants and formalities for organizing the Shareholders' Meeting.

Article 2. Subjects of application

Shareholders and participants in the Annual General Meeting of Shareholders in 2022 of Hoa Phat Group Joint Stock Company are responsible for complying with provisions of this Regulation.

Article 3. Validity

The Regulation is applicable for the organization of the Annual General Meeting of Shareholders in 2022 of Hoa Phat Group Joint Stock Company (hereinafter referred to as "Company").

II. CONDITIONS FOR ORGANIZATION

Article 4. Conditions for organization of the Meeting

The General Meeting of Shareholders is organized when the number of attending shareholders represents at least 51% of the voting shares according to the shareholder register of Hoa Phat Group Joint Stock Company closed by the Vietnam Securities Depository on April 19, 2022.

III. RIGHTS AND OBLIGATIONS OF PARTICIPANTS

Article 5. Conditions for participation of the Meeting

All shareholders holding shares of the Company according to the shareholder register closed by the Vietnam Securities Depository on April 19, 2022 or duly authorized representatives.

Article 6. Regulations on authorization

1. Cổ đông, người đại diện theo ủy quyền của cổ đông là tổ chức có thể trực tiếp tham dự họp hoặc ủy quyền cho một hoặc một số cá nhân, tổ chức khác dự họp.

Shareholders and their duly authorized representatives being organizations may directly attend the Meeting or authorize one or other individuals, organizations to attend the Meeting.

2. The authorization of a representative to attend the General Meeting of Shareholders shall be made in writing in the form approved by the Company and under provisions of the civil law, in which specifying names of the authorizing shareholder and authorized representative, the number of authorized shares, authorization contents and scope of authorization, term, signatures and stamps (if any) of the authorizer and authorized, as follows:
 - a. In case the shareholder is an individual:
 - The letter of authorization shall be signed by the authorizing shareholder and authorized representative;
 - The letter of authorization shall be signed by the authorizing shareholder and signed, sealed (if any) by the authorized organization's representative.
 - b. In case the shareholder is an organization:
 - The letter of authorization shall be signed, sealed by the legal representative of the authorizing organization under internal regulations and signed by the authorized individual;
 - The letter of authorization shall be signed, sealed by the legal representative of the authorizing organization under internal regulations and signed, sealed (if any) by the authorized organization's representative under internal regulations.
3. The authorized representative to attend the Meeting is allowed to re-authorize and shall submit the letter of authorization when registering to attend the Meeting. In case the authorized appoints an employee to attend the Meeting, such employee shall present the written letter of appointment and the shareholder's original letter of authorization.
4. If the letter of authorization is made in writing but not in the form as specified by the Company, the Chairman of the Meeting is entitled to decide the validity of that letter of authorization at its sole discretion.
5. An individual/organization may act as an authorized representative for one or more shareholders
6. The shareholder and his authorized party are responsible for their rights and obligations, validity of the letter of authorization and credentials for participants. The Company is not responsible for any complaint or appeal related to the shareholder's authorization.

Article 7. Rights and obligations of attending shareholders

1. Rights of attending shareholders

- To directly attend or authorize a representative to attend the Meeting;
- When directly attending the Meeting, each shareholder/representative attending the Meeting shall receive votes that clearly state the number of shares corresponding to the number of votes on issues to be discussed at the Meeting;
- To be entitled to discuss and vote for all matters under the authority of the Meeting under the Enterprise Law, other relevant legal documents and the Company's Charter. The Company has not supported the online discussion and voting at the Annual General Meeting of Shareholders in 2022;
- To be notified by the Organization Board about contents and agenda of the Meeting;
- To be provided documents on contents and agenda of the Meeting;
- Shareholders attending the Meeting late can register immediately and then participate, vote at the Meeting; however, the Chairman is not responsible for suspending the Meeting for shareholders' registration and the validity of conducted voting shall not be affected.

2. Obligations of attending shareholders

- To strictly comply with provisions of the Enterprise Law, the Company's Charter and this Regulation;
- When attending the Meeting, shareholders and authorized representatives shall complete registration procedures to attend the Meeting with the Organization Board and present the following documents
 - + Meeting invitation (if any).
 - + ID Card/Passport and/or Business Registration Certificate.
 - + Valid letter of authorization (in case of being authorized to attend the Meeting).
 - + Credentials (in case the authorized organization appoints to attend the Meeting).
- Strictly comply with internal rules at the General Meeting of Shareholders and respect all results obtained at the Meeting. Due to the complicated development of Covid-19 pandemic, the Company shall make a seat distancing and not read statements at the Meeting. Shareholders shall be responsible for reading documents provided in the invitation, posted in the official website of the Company and directly provided at the Meeting;
- To directly make a speech under the management of the Chairman and make

voting rights as instructed by the Organization Board as well as respect the Chairman's control rights at the Meeting;

- To publicize audio and video recordings at the Meeting which are approved by the Chairman of the Meeting;
- To attend the Meeting at their own costs (such as transport vehicles, meals, accommodations etc.).

Article 8. Rights and obligations of the Chairman and Secretariat

1. Rights and obligations of the Chairman

- The General Meeting of Shareholders shall be presided over by the Chairman of Board of Management;
- The Chairman, based on actual situations, at his sole discretion, can decide to broadcast the meeting live via the Internet and/or interpret the contents discussed at the Meeting into English during the Meeting;
- Decisions made by the Chairman on the order, procedures or events arising out of the Meeting agenda shall be the highest judgment;
- The Chairman has the right to require all attendees to be subject to inspection or other lawful and reasonable security measures;
- The Chairman has the right to request the competent authority to maintain the order of the meeting; expel those who fail to comply with the Chairman's executive authority, intentionally disrupt order, prevent the normal progress of the meeting or fail to comply with the requirements of security checks from the General Meeting of Shareholders;
- The Chairman may not answer or only recognize contributions of shareholders if such contribution contents, proposals are out of the Meeting agenda;
- The Chairman appoints the Secretariat for the Meeting;
- The Chairman may postpone the General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days since the meeting is intended to open and may only postpone the meeting or change the meeting location in the following case:
 - + The meeting location fails to provide enough convenient seats for all attendees;
 - + The media at the meeting place fails to guarantee attendees to participate, discuss and vote;
 - + The attendee obstructs, disrupts order, and threatens to prevent the meeting from being conducted in a fair and lawful manner;

2. Rights and obligations of the Secretariat

The Secretariat is responsible for preparing minutes of the Meeting and implementing other works as assigned by the Chairman.

Article 9. Voting Committee

1. The Voting Committee consists of 01 leader and members nominated by the Chairman and approved by the Meeting by show of hands at the Meeting. Members of the Voting Committee may not be the Company's shareholder.
2. The Voting Committee is responsible for checking and supervising the voting of shareholders and organizing the vote counting.
3. The Voting Committee is responsible for preparing minutes of vote counting result and read loudly at the Meeting; handing over such minutes and all votes to the Chairman.
4. The Vote Counting Committee shall check, prepare the minutes and announce the vote counting result honestly and accurately and take responsibility for such results.

IV. CONDUCT OF THE MEETING

Article 10. Contents of the Meeting

The Meeting shall discuss in order and approve the following contents:

1. Report on business results in 2021 and business plans in 2022.
2. Reports of the Board of Management.
3. Report on inspection of the financial position in 2021 of the Board of Supervisors
4. Financial Statements in 2021 audited by KPMG Co., Ltd.
5. Election of the independent audit firm in charge of auditing the Group's financial statements in 2022, 2023 and 2024
6. Dividend payment ration in 2021, expected dividend in 2022.
7. Report on creating provisions in 2021 and plans for creating provisions in 2022.
8. Modification of the Group's Charter.
9. Others (if any).

Article 11. Voting method through decisions made at the Meeting

The voting for issues of the Meeting shall be implemented in the following forms, as the case may be:

1. Ballot Vote

- a. The voting of meeting contents shall be conducted on the principle that a voting

share is corresponding to one vote and is conducted by the secret ballot directly at the Meeting. Voting contents as stated in the vote shall be voted by the Shareholder/Authorized Representative by selecting one (01) of the three following (03) options: Aye, No or Abstain.

- b. The voting is carried out by Shareholders on the basis of the following principles:
 - The voting is began at the order of the Chairman or Leader of the Voting Committee and finished when the last shareholder put the vote in a ballot box or after 30 minutes from the time of voting, whichever comes first. After the voting is completed, the ballot box is sealed and shareholders who don't vote shall be considered to waive their voting rights.
 - The vote counting is implemented immediately after the voting is completed and the ballot box is sealed.
- c. Invalid votes shall not be counted, including:
 - Votes are inconsistent with the form issued by the Board and have no stamp of the Company;
 - Votes are torn, deleted, erased or corrected;
 - Votes contain different opinions in the same voting contents;
 - Votes not signed by the shareholder or his authorized representative;
 - Votes submitted to the Vote Committee after the voting is over.
- d. The voting for a content to be approved as specified in the Vote is separated from each other and the validity of this voting content shall not affect the validity of other voting contents
- e. In case a shareholder makes a mistake in the process of writing down the Vote, provided that it has not been put in the ballot box, such shareholder has the right to directly meet the Leader of the Vote Committee to change the vote to ensure interests for shareholders.

2. Roll call vote

Roll call vote is applied to cases other than ones as specified in Clause 1 of this Article. In case of roll call vote, the shareholder or the authorized representative shall vote on the issue to be consulted by holding up his/her Vote or by other means under the control of the Chairman. The Vote Committee will record the number of aye, no and abstain votes to announce the voting results to the Meeting.

3. Application of information technology in vote counting

To guarantee the accuracy and timeliness in recording and summarizing all information and data and to facilitate Shareholders, the registration of attendance, recognition of

voting opinions and collection of information and data shall be made through computer systems and software that are designed in accordance with the voting principles.

Article 12. Provisions on vote counting in the form of ballot vote

1. Organization of vote counting

The vote counting must be conducted by the Vote Committee in a closed room upon the voting ends. The Vote Committee is not allowed to cross out or modify the vote. The Vote Committee will record the voting results in the Meeting's minutes, including::

- Number of “Aye; No; Abstain; Invalid” votes.
- Percentage (%) corresponding to the number of “Aye; No; Abstain; Invalid” votes of the total number of votes collected.
- In case of any question on the voting results by Shareholders/Authorized Representatives, the Chairman shall review and make the final decision right at the Meeting.

2. Announcement of the voting result

- After the vote counting process is completed, the Voting Committee prepares a meeting minutes with signatures of all members of the Voting Committee
- On behalf of the Voting Committee, the Head of the Voting Committee shall read the voting results right at the Meeting

Article 13. Expression of opinions at the Meeting

Shareholders or their authorized representatives are entitled to express their opinions in discussions of the Meeting, and raise their votes when expressing opinions and must be approved by the Chairman of the Meeting. Shareholders or their authorized representatives can register contents of their speech at the Meeting with the Chairman via the Secretariat of the Meeting by questionnaire. When the Chairman appoints a shareholder or authorized representative, that shareholder or authorized representative is entitled to speak and the Chairman shall have the right to interrupt the presentation of that shareholder or authorized representative, if necessary. Shareholders shall not re-express opinions already expressed by other shareholders and only opinions in accordance with the agenda of the Shareholders' Meeting are recorded in the Meeting Minutes.

Article 14. Approval of decisions at the Meeting

Issues of the Meeting shall be passed with the approval of the shareholders or authorized persons present at the Meeting at the rate specified in the Company's Charter and provisions of the Enterprise Law.

Shareholders or authorized representatives shall provide votes of Aye, No and Abstain for issues that must be approved in the Shareholders' Meeting according to provisions of

Article 11 of this Regulation.

If all contents of a vote are blank, that vote is deemed as "Abstain".

V. CLOSURE OF THE MEETING

Article 15. Meeting Minutes of the General Meeting of Shareholders

All contents of the General Meeting of Shareholders are made in writing by the Secretariat. The Meeting Minutes are read and approved before the closure of the Meeting and kept in meeting documents of the General Meeting of Shareholders of the Company.

Article 16. Resolutions of the General Meeting of Shareholders

Based on the results of the Meeting, the Chairman shall issue a resolution for the General Meeting of Shareholders for issues approved by the Meeting

Shareholders, members of the Board of Management, Board of Supervisors, General Director are entitled to require the Court or Arbitration to review or cancel the whole or any part of any decision of the General Meeting of Shareholders in accordance with the Enterprise Law.

VI. OTHER PROVISIONS

Article 17. Cases of unsuccessful organization of the General Meeting of Shareholders

If the 1st meeting is not eligible to organize according to Article 4 of this Regulation, the 2nd meeting shall be convened within 30 days from the date the 1st meeting is expected to open. The 2nd meeting of the General Meeting of Shareholders shall be organized when the number of attending shareholders represents at least 33% of the voting shares.

In the case that the 2nd meeting is not eligible to organize according to Clause 1 of this Article, the 3rd meeting shall be convened within 20 days from the date the 2nd meeting is expected to open. In this case, the meeting of the General Meeting of Shareholders is conducted regardless of the number of attending shareholders.

Article 18. Other provisions

After the meeting, the Chairman of the Board of Management undertakes to successfully implement production and business plans and other issues approved at the Shareholders' Meeting and declares the Meeting closed

VII. EXECUTIVE PROVISIONS

Article 19. Validity

This Regulation includes 7 Sections and 19 Articles and takes effect immediately when approved at the Annual General Meeting of Shareholders dated May 24, 2022.

**FOR AND ON BEHALF OF THE BOARD OF
MANAGEMENT**

No. 02/BC-DHĐCD.2022

Hanoi, April 28, 2022

**REPORT ON BUSINESS RESULTS IN 2021
AND PLAN IN 2022**

Attention to the General Meeting of Shareholders of Hoa Phat Group Joint Stock Company,

On behalf of the Board of Directors, I would like to report to you on the business results in 2021 and the plan for 2022.

I. SUMMARY OF BUSINESS SITUATION IN 2021

Two years since the onset of the COVID-19 pandemic, the global economy is poised to stage its post-recession recovery in 2021. Vaccines are a critical tool in the battle against the Sars-CoV2 virus for countries to achieve the dual goals of both controlling the pandemic and developing their economies. The global economy recovered its growth rate of 5.5% in 2021 but uneven across countries. Vietnam's GDP in 2021 only reached 2.58%, the lowest level in the past 10 years, but also a good growth rate in terms of prioritizing resources for disease prevention and control. The output of finished steel products of all kinds for production and consumption in the whole market increased by 11.3% and 5.4% respectively over the same period in 2020. Hoa Phat has made every endeavor to exceed the target assigned by the General Meeting of Shareholders. Figures of the Group's consolidated financial statements in 2021 are as below:

1. The whole Group's consolidated revenue and profit after tax reached VND 150,865 billion and VND 34,521 billion, up 65% and 55.6% respectively over the same period in 2020, exceeding 26% and 92% of the business plan.
 - a. *Steel sector* is still a core and dominant, accounting for 84% and 82% of the Group's revenue and profit after tax. In 2021, the total sales output of billet, construction steel, steel pipe, and galvanized sheet is 8,871,000 tons, up 35% compared to 2020. Of the total output, construction steel, billet, and hot-rolled coil accounted for 3,890,000 tons, 1,306,000 tons, and 2,570,000 tons respectively, steel pipes contributed 675,000 tons, and 429,000 tons of galvanized color-coated steel. Hoa Phat construction steel and steel pipe continued to maintain the No. 1 market share in the market at 32.6% and 24.8% respectively. In 2021, export activities reached a high growth rate, contributing an important part of the total output. Revenue from export reached more than VND 49 trillion, accounting for 33% of total revenue in 2021 for the whole Group. For the first time, the export of billet and

construction steel recorded 2.3 million tons. Export markets are expanded to Canada, Australia, Japan, Korea, China... Steel pipes and galvanized sheet products also had a brilliant year of export when reaching 297,000 tons, contributing 69% of the total volume of steel sheets Hoa Phat supplied to the market. As a result, the steel pipe and galvanized sheet have become a trade surplus in the Group in 2021. The export promotion helps Hoa Phat to diversify its consumption market while the domestic market is affected by the Covid-19 pandemic, and at the same time contributed to foreign currency collection and the trade balance of Vietnam.

- b. ***Agriculture sector*** The percentage of revenue and profit accounted for 2% and 5% respectively of the whole Group. In 2021, due to the prolonged effects of the Covid-19 pandemic and social distancing measures, restaurants, schools, tourism, etc. were closed and the market's consumption of Australian beef and eggs, as well as the selling price of pork also dropped sharply. This is the reason why the revenue and profit after tax of the agricultural sector decreased sharply compared to the previous year. However, the quality of Hoa Phat's agricultural products such as Australian cows and clean chicken eggs are always on top of the market, along with the expansion of distribution channels showing great potential for the agriculture sector's development for years to come. Bran production and livestock farms started to operate stably and gradually increased in scale. The bran output consumed nationwide increased by 10% over the same period in 2020. In the pig farming segment, the output of piggery is nearly 480,000 pigs, an increase of 16% compared to 2020, and the production target ranks among the top of the livestock industry. Hoa Phat focused on supplying high-quality breeding stocks, commercial breeding stocks, and pork to the market from farms in Yen Bai, Hoa Binh, Thai Binh, Bac Giang, and Binh Phuoc. The beef segment consumed more than 50,000 cows. During the year, chicken eggs were marketed 270 million eggs/year and produced nearly 800,000 eggs/day.
- c. ***Real estate sector*** completed the target of profit after tax compared to the assigned plan. Over the year, Hoa Phat industrial zones handed over 42 hectares of land, a sharp increase over the same period in 2021. Real estate revenue increased 126% compared to 2020. In the next 10 years, the Group plans to develop 10 industrial zones, including the existing ones. For housing - urban area projects, the Group will focus on developing megacities with an area of 300-500 hectares, contributing to the urbanization process of existing residential areas in the locality.
- d. ***Home appliances sector:*** Since the fourth quarter of 2021, Hoa Phat Group has established Hoa Phat Home Appliances Corporation, making a large and methodical investment in the home appliance sector based on 20-year experience in the refrigeration industry. Parallel to the rapid deployment of new factories, Hoa Phat prioritizes research and development of refrigeration products, household goods

with modern designs, good quality, and competitive prices with imported goods, meeting international standards for export.

2. For financial indicators:
 - a. Equity as of December 31, 2021 is VND 90,780 billion, an increase of 53% compared to 2020.
 - b. ROE and ROA as of December 31, 2021, respectively, reached 38% and 19%, significantly higher than 2020.
 - c. The Group's total assets as of December 31, 2021 were VND 178,236 billion, an increase of 36% compared to 2020. In which, current assets were VND 94,155 billion, up 66% compared to 2020 due to the growth of production scale, most of which from the synchronous operation of Hoa Phat Dung Quat Iron and Steel Production Complex; non-current assets were VND 84,082 billion, up 12% compared to 2020.
 - d. Total short-term and long-term loans of the whole Group as of December 31, 2021 were VND 57,212 billion. The debt to equity ratio was at 0.63 times, but the NET debt to equity is currently at 0.18x, which is a low average in terms of leverage. Although it was the year with the highest bank debt milestone ever due to the strong increase in scale, it was still controlled at a safe level, giving the Group a very strong bounce shortly.
3. *Total payment to the State budget in the year was VND 12,500 billion*, an increase of more than 70% over the same period, of which, the three provinces that Hoa Phat contributed the most to the state budget were Quang Ngai, Hung Yen, and Hai Duong. Over the year, Hoa Phat Group was honored to rank 13th in the 50 best enterprises in Vietnam in 2021.
4. *Jobs for more than 27,600 employees of the whole Group were created.*
5. During the year, Hoa Phat Group decided to restructure its organizational model by divesting capital from the furniture sector and establishing corporations in charge of each sector. Hoa Phat also researched and applied modern management solutions such as ERP, electronic office, and some other software for better management, towards digital transformation.

Besides the achievements, the Group is also facing many challenges:

1. The world has put the pandemic under control over the 2 years, and the vaccine coverage has increased, but new strains of the SARS-CoV-2 virus may threaten global economic growth.
2. The armed conflict between Russia and Ukraine at the end of February 2022 pushed the US and EU to continuously impose strong sanctions against Russia, causing the

prices of energy, food, and essential commodities to go up, rising inflation, and disrupting logistics supply chains. This had significant impacts on the global and Vietnam economy.

3. Trade protectionism continues to increase in many regions and countries.
4. The level of competition is increasing for the Group's production sectors, especially steel.
5. Financial costs increase due to tightening monetary policy globally.

II. RECOGNITION OF THE CURRENT SITUATION AND ORIENTATION TO 2022

The Group's Board of Management stated that in 2022, Hoa Phat would complete 30 years of development and affirm its position. Revenue is expected to increase slightly year-on-year thanks to the output of Hoa Phat Dung Quat Iron and Steel Complex, container products, and household electrical appliances. However, this is still a year filled with challenges when fuel prices tend to increase, selling prices fluctuate disproportionately, and financial costs increase due to the forecast of interest rate increases due to the trend of tight monetary policy. The Group's BOM strives to achieve the goals:

1. Completing legal documents and partial construction investment for Hoa Phat Dung Quat 2 Iron and Steel Complex Project;
2. Completing and putting the Container Factory into trial run at the end of the year;
3. Consuming all the products; continues to lead the national market share in construction steel and steel pipes - galvanized steel in the field of steel production and business.
4. Managing inventory well, closely monitoring the price of raw materials, and having a reasonable regulation policy.
5. Updating fluctuations of the global and domestic economic situation, especially trends of exchange rates and interest rates to have an effective cash flow management policy.
6. Investing in digital transformation in corporate governance.

With the aim of sustainable development, the Board of Directors submitted to the Board of Management for approval the whole Group's consolidated business plan in 2022 as follows:

Expected revenue plan of the whole Group is: **VND 160 trillion**

Planned profit after tax is about: **VND 25 trillion to VND 30 trillion**

Kindly submit it to the General Meeting of Shareholders for consideration and approval!

**FOR AND ON BEHALF OF THE BOARD OF
DIRECTORS**

No. 03/BC-ĐHĐCĐ.2022

Hanoi, April 28, 2022

REPORT OF THE BOARD OF MANAGEMENT

Attention to the General Meeting of Shareholders of Hoa Phat Group Joint Stock Company

The Board of Management (BOM) of Hoa Phat Group Joint Stock Company would like to send to Shareholders a report consisting of the following contents:

- BOM's assessment of operations;
- BOM's assessment of operations of the Board of Directors (BOD);
- Operations of the BOM in 2021;
- Orientation plan of the BOM.

1. BOM's assessment of operations

In 2021, the Covid-19 pandemic has had a profound impact on the socio-economic development in general and the production and business activities of Hoa Phat Group in particular. Despite the difficulties, Hoa Phat still achieved impressive business results in the past year.

Iron and Steel Sector

In the context of many difficulties due to the COVID-19 pandemic, Hoa Phat iron and steel production complexes in Hai Duong, Dung Quat - Quang Ngai, and Hung Yen are still operating at full capacity to serve domestic and foreign markets. In the past year, the Group has supplied to the market a total of 8.8 million tons of steel including billet, construction steel, hot-rolled coil (HRC), steel pipe, and galvanized sheet, up 35% over the same period. Hoa Phat continues to hold the No. 1 market share in Vietnam for construction steel with 32.6%.

At the beginning of the year, the BOM believes that the export market will play an important role in 2021. With correct assessment and reasonable management direction, export activities in the iron and steel sector will contribute 2.6 million tons of products of all kinds to the output in 2021, double the same period. The export promotion helps Hoa Phat expand its markets while the domestic market is affected by the COVID-19 pandemic, and at the same time contributes to foreign currency collection and balances Vietnam's trade balance.

The Group is focusing on implementing many large projects, in which the top priorities are the Hoa Phat Dung Quat 2 Iron and Steel Complex Project, and the General Port Project in Dung Quat Economic Zone. These completed projects will raise the scale and promote long-term growth for Hoa Phat Group.

Steel product sector

In 2021, Hoa Phat Steel Pipe Co., Ltd marks its 25th anniversary (August 20, 1996 - August 20, 2021). From a few initial machines, now, Hoa Phat Steel Pipe expands hundreds of cutting and bending machines and has become the No. 1 steel pipe manufacturing company in Vietnam.

Currently, for every 3 steel pipes sold in Vietnam, 1 of them is produced by Hoa Phat. In the next 5 years, Hoa Phat Steel Pipe advocates continuing to expand its production, invest in more modern equipment lines, improve product quality further, and diversify products towards export markets requiring high-quality standards. It is expected that in the 2022-2025 period, Hoa Phat Steel Pipe will develop the largest steel pipe factory project in Long An province. The Company's targets by 2025 are to reach an output of 1.25 million tons and increase its market share to 35%.

Galvanized sheet products also had a brilliant year of export by reaching 297,000 tons. This result is mainly due to the flourishing export market of steel sheet products. With the advantage of being self-sufficient in hot-rolled coil materials, Hoa Phat's galvanized sheet and steel pipe products have many advantages in the export market, especially the US and EU.

Another downstream steel product is pre-stressed steel, deeply processed from high-quality steel coils. In early 2021, Hoa Phat Metal Production Company Limited launched PC Strand, doubling the total output of pre-stressed steel both domestically and for export over the same period. The main export markets are the US, Canada, Taiwan, Singapore, Malaysia, etc.

Agriculture sector

Entering the 6th year, the Group's agricultural sector faced many difficulties due to the COVID-19 pandemic. However, Hoa Phat feed mills, Australian cow farms, clean chicken eggs and biosafety pigs of the Group still maintain their output at an appropriate level to serve the market's needs. Currently, there is 1 in every 2 Australian cows in Vietnam, owned by Hoa Phat, ranked first in the country. Hoa Phat's clean chicken eggs reach 800,000 eggs/day, equivalent to 300 million eggs/year which leads the North and distributed in most major supermarkets. Over the year, Hoa Phat invested in expanding pig farming in some localities, and the output in 2021 is estimated at nearly 450,000.

The Board of Management of Hoa Phat Group sets a target in the next 5 years to double its agricultural revenue in 2021. The feed capacity is expected to reach 1 million

tons/year, 200,000 Australian cows, 300 million eggs, and 750,000 finished pigs per year.

Real estate sector

Hoa Phat has been involved in the real estate industry since 2001 with the first project being Pho Noi A Industrial Park - Hung Yen. After 20 years, the total IP land fund that Hoa Phat has been approved for planning is 1,133ha. With housing and urban areas real estate, Hoa Phat started to develop a number of projects since 2010, such as Hoa Phat Building 257 Giai Phong, Mandarin Garden Complex, and Mandarin Garden 2. The key to Hoa Phat's success in the field of housing and urban area projects is its financial potential, project implementation capacity and brand reputation.

Since the end of 2020, Real Estate Corporation and its subsidiaries have been born to bring this field to a new stage of development. The plan of the BOM is that in the next 10 years, Hoa Phat Group will develop 10 industrial zones including the existing ones. For housing - urban area projects, the BOM orients the Group to focus on developing urban - service projects, contributing to the urbanization process of existing local residential areas.

Home appliance sector

In the fourth quarter of 2021, Hoa Phat Group has established Hoa Phat Home Appliances Corporation, making a large and methodical investment in the home appliance sector based on 20-year experience in the refrigeration industry.

The Board of Management, when deploying large investments in household appliances, orients to anticipate the wave of production shift from China. The group aims to achieve 1 billion USD in revenue from household appliances production by 2030 and become the largest household appliance manufacturer in Vietnam.

On November 30, 2021, Hoa Phat Home Appliances Joint Stock Company kicked off the construction of the first home appliance factory in Hoa Mac Industrial Park, Ha Nam province. In parallel with the construction of a new factory, Hoa Phat will prioritize research and development of refrigeration products and high-quality home appliances that meet international standards to strongly export.

Environmental and social responsibility

Hoa Phat is operating and contributing to the state budget in 25 provinces and cities across the country. The Group's payment to the State budget in 2021 is VND 12.500 trillion, an average of more than VND 1 trillion per month.

In 2021, the Group also actively supports ministries, sectors and localities to prevent and control the COVID-19 pandemic in various forms. Up to now, Hoa Phat Group has contributed nearly VND 150 billion to the vaccine funds of the State and provinces, sponsored pandemic prevention and control in localities through the Fatherland Front, and donated biological products, medical equipment for hospitals

across the country.

2. BOM's assessment of operations of the Board of Directors

The Board of Management of Hoa Phat Group consists of members who have been building the Group since the early days and are always concerned about selection and training of the next generation so that the first generation of leaders can gradually move to hold the position of advisors, transfer the management to the next generation. In line with that strategic orientation, in April 2021, the Board of Management decided to appoint Mr. Nguyen Viet Thang as General Director of Hoa Phat Group in place of Mr. Tran Tuan Duong. After 1 year, under the control of the new General Director, the Board of Management highly appreciates the efforts and results that the Group's Board of Directors and the Board of Directors of subsidiaries have achieved in the past year.

Accumulated in 2021, Hoa Phat Group recorded revenue of VND 150,800 billion, an increase of 65% compared to 2020. Profit after tax for the first time reached VND 34,520 billion, exceeding 92% of the plan and increasing 1.56 times over the previous year. Each sector has made strong improvements, setting the foundation for future development. The Board of Directors took many flexible and timely management measures, suitable to the complicated situation of the pandemic and still ensuring the policy of the Board of Management.

Following the provisions of the Charter, Regulations, Internal Governance Regulations and current laws, the Board of Management has carried out specific supervision activities as follows:

- Each member of the BOM is a person in charge of each sector, concurrently the director of subsidiaries in charge of major investment projects of the Group.
- Regularly direct closely the Board of Directors of subsidiaries in investment activities in new projects, stabilizing production situation in the course social distancing, looking for new sales markets, etc.
- Organize and direct the strict compliance with quarterly financial statements, interim financial statements, annual financial statements and annual reports;
- Monitor and direct the implementation of information disclosure to ensure transparency and timeliness as prescribed.
- Supervise the implementation of resolutions issued by the General Meeting of Shareholders and BOM, and check the management activities of the Board of Directors in business activities.
- Plan and prepare capital for the projects that have been being implemented by the Group's subsidiaries.

3. Operations of the BOM in 2021

In 2021, the Board of Management issued 18 resolutions and approved many critical contents:

- Approving the transfer of subsidiaries of the Group into 3 corporations: Iron and Steel, Steel Products, Real Estate;
- Approving documents for the 2021 Annual General Meeting of Shareholders to submit to the General Meeting of Shareholders for decision;
- Approving the establishment of the Group's 5th Corporation: Hoa Phat Home Appliances Joint Stock Company;
- Approving the contribution to increase capital in Corporations: Iron and Steel, Steel Products, Real Estate.
- And others critical decisions.

4. Plan and orientation

In order for our country to achieve economic recovery and development in 2022 as the goal set out in Resolution 01/NQ-CP, since 2021, the Government has changed its strategy on disease prevention and control. On October 11, 2021, the Government issued Resolution No. 128/NQ-CP promulgating temporary regulations on "Safety, flexibility, and effective control of Covid-19 pandemic", marking the main fact that Vietnam is consciously abandoning the "Zero COVID-19" strategy in order to best recover the economy and society. This strategic shift has facilitated Vietnam's economy to gradually recover and develop in 2022.

The Board of Management orients that Hoa Phat will always be in a state of readiness to safely and flexibly adapt to the situation for efficient production and business and promote the good results achieved in 2021.

With that in mind, the Group's Board of Management orients 2022, as follows:

1. Actively implement the Digital Transformation Project with an investment roadmap of 39 items to digitize data, towards digital transformation in 2021 - 2025.
2. Accelerate the implementation of the Group's key projects, especially Hoa Phat Dung Quat 2 Iron and Steel Production Complex Project and real estate projects in provinces and cities across the country....
3. Research and explore new projects and new fields, especially in-depth development for projects related to the Group's activities in order to take advantage of available resources and experience.
4. Strengthen the Group's governance, and improve risk management activities.
5. Ensure mental stability and work motivation of employees, especially during the unstable period of the COVID-19 pandemic like the last year.

6. Promote charity and sponsorship activities, especially in the context of the current socio-economic situation experiencing many uncertainties from epidemics, natural disasters, storms and floods.

Above is the Report of the Board of Management,

It is respectfully submitted to the General Meeting of Shareholders for review and approval!

**FOR AND ON BEHALF OF THE BOARD
OF MANAGEMENT**

No. 04/BC-DHĐCD.2022

Hanoi, April 28, 2022

REPORT OF THE BOARD OF SUPERVISORS

Attention to: General Meeting of Shareholders of Hoa Phat Group Joint Stock Company,

Pursuant to the Charter of Hoa Phat Group Joint Stock Company.

Pursuant to the Resolution of the Annual General Meeting of Shareholders 2021.

Pursuant to Consolidated Financial Statements 2021 of the Group, audited by KPMG Co., Ltd on March 17, 2022.

Based on the results of inspection and supervision activities of the BOS in 2021.

The Board of Supervisors (BOS) would like to report Shareholders the following contents

1. Operations of the BOS in 2021:

1.1 Number of members of the BOS

Personnel of the BOS for the term 2021-2026 includes 04 members as follows:

Mrs. Bui Thi Hai Van – Head of the Board of Supervisors

Mrs. Ngo Lan Anh – Member

Mrs. Thai Thi Loc – Member

Mrs. Le Minh Thuy – Member

The members' 2021 remuneration is twenty million dong/year

1.2 Meetings of the BOS:

In 2021, the Board of Supervisors held two meetings with the following contents:

- a. Elect Mrs. Bui Thi Hai Van as Head of the BOS.
- b. Approve the appraisal results of the Group's 2020 financial statements, audited by KPMG Co., Ltd.
- c. Review the reviewed financial statements for a half of 2021 and the Quarterly financial statements for 2021.
- d. Agree the main tasks of the BOS in 2021.

The members fully participated in meetings.

1.3 Operations of the BOS in 2021:

- a. The BOS has performed the supervisory and management role in controlling activities, completing the Company's production and business plans and other tasks under the law and the Group's Charter.
- b. Control implementation of the Resolution of the General Meeting of Shareholders in 2021 and resolutions of the BOM.
- c. The BOS participated in all meetings of the BOM to grasp the situation of business activities, the situation of construction investment and to give opinions and make recommendations to the Board of Management within the scope of its responsibility and authority.
- d. Monitor the periodic disclosure of information, unusual information in a timely manner and verify their authenticity to the Company's shareholders.
- e. Review the Company's annual financial statements and costs of production and business activities, assess impacts of material issues mentioned in the audit report, and monitor implementation of recommendations made by the independent audit unit, thereby making appropriate recommendations and solutions for the Board of Management.
- f. Coordinate with the Internal Control Board to inspect and supervise implementation of the ongoing processes, and at the same time provide timely suggestions for the Company to adjust and comply with the set rules.
- g. Coordinate with the Group's Technology and Digital Transformation Department to build management applications for the whole Group.

2. Operational and financial situation of the Company:

The report accurately reflects the Group's financial and business position as of December 31, 2021, in accordance with current accounting regulations, without any material errors in accounting.

(Unit: VND billion)

Items	2020	2021
Profit after tax from business operations	13,506	34,520
Revenue	91,279	150,865
Total assets	131,511	178,236
Equity	59,219	90,780
Net profit margin ratio	14.99%	23.06%
Return on Assets	10.27%	19.37%

Return on Equity	22.81%	38.03%
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Through the appraisal, the BOS unanimously confirmed the results of the 2021 financial statements and assessed that the Company's 2021 financial statements was presented honestly, reasonably and under current regulations.

3. Comments on management of the Board of Management, Board of Directors and other managers in 2020

Over the year, the BOS did not receive any recommendations from shareholders about violations of the BOM and BOD in performing their duties.

In 2021, the Vietnamese economy in general and the Company in particular are impacted by the Covid-19 pandemic any complicated strains, leading to the Company's core business activities (building materials) is also affected. However, the BOM and BOD have regularly and drastically directed business solutions to overcome difficulties and realize business goals set out in the Resolution of the General Meeting of Shareholders.

The BOS received absolute supports and coordination from the Board of Directors and Board of Management at subsidiaries.

4. Directions and tasks of the Board of Supervisors in 2022

To successfully implement the inspection and supervision under the Enterprise Law and the Company's Charter, the BOS' plans in 2022 are as follows:

To develop and perfect regulations and operational processes of internal audit activities.

To increase the scope of internal audit to provide independent assessments to the Board of Management, Executive Board and external stakeholders of the appropriateness and effectiveness of risk-oriented business governance processes, risk management and internal control of the Group.

To standardize policies and operational procedures and improve the efficiency of internal control and risk management activities at subsidiaries in line with the Group's established overall goals and strategies.

To facilitate the BOS's operations to comply with its functions and duties in the company's charter.

Review and appraise the Company's quarterly, interim and annual financial statements.

Other duties as prescribed by the Enterprises Law and the Company's Charter.

5. Recommendations:

On the basis of monitoring activities, the BOS recommends to the Board of Directors and the Board of Management a number of key contents, including:

Building an internal audit system based on the internal control, improving the role, function and actual efficiency of independent inspection and control units in the first and second line of defense;

Promoting the training and development of human resources, and developing personnel policies under the current requirements of the Company.

Facilitating the BOS's operations under regulations on the principle of preventing and limiting errors in all activities, especially financial activities...

Above is the Report of the Board of Supervisors.

It is respectfully submitted to the General Meeting of Shareholders for review and approval!

ON BEHALF OF BOARD OF

SUPERVISORS

Head of the Board

BUI THI HAI VAN

No. 05/TT-DHĐCĐ.2022

Hanoi, April 28, 2022

STATEMENT OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2022
(On fund allocation)

Attention to: General Meeting of Shareholders of Hoa Phat Group Joint Stock Company,

Based on financial results in 2021 with revenue of VND 150,865 billion, profit after tax of VND 34,521 billion and based on:

- Applicable Enterprises Law;
- Applicable Charter of Hoa Phat Group Joint Stock Company;
- Resolution of the Annual General Meeting of Shareholders of Hoa Phat Group Joint Stock Company held on April 22, 2021.

On behalf of the Board of Management, I would like to submit to the General Meeting of Shareholders of Hoa Phat Group Joint Stock Company the contents related to making provisions as follows:

1. Report on fund allocation in 2021

The Group's funds in 2021 are allocated according to the following details (audited data):

No.	Items	Amount (VND billion)
1	Total profit before tax of 2021	37,057
2a	Current income tax expenses	2,855
2b	Deferred income tax expenses	(319)
3	Profit after CIT (=1-2a - 2b)	34,521
4	Fund allocation, in which:	1,709
a	<i>Development and investment fund</i>	5
b	<i>Bonus and welfare fund (3% of Profit after tax)</i>	1,036
c	<i>Remuneration for the BOM (0.5% x Profit after tax)</i>	172

<i>d</i>	<i>Bonus fund for the Executive Board (3% of the surplus of the year's profit after tax)</i>	496
5	Remaining profit after deducting funds (=3-4)	32.812

2. Proposals on fund allocation plans in 2022

- Development and investment fund: Authorize the Board of Directors to consider and decide on specific allocation and expenditure.
- Bonus and welfare fund: up to 5% of profit after tax. Authorize the Board of Directors to decide on specific allocation and expenditure.
- Remuneration for the BOM: up to 1% of profit after tax. Authorize the Chairman of the BOM to decide on the form and specific remuneration of the BOM's members and specific expenditures.
- Bonus fund for the Executive Board of Hoa Phat Group Joint Stock Company and subsidiaries: Up to 5% of the surplus of profit after tax of VND 25 trillion. Authorize the Board of Directors to consider and decide on specific bonus levels, forms and plans.

This statement is respectfully submitted to the General Meeting of Shareholders for review and approval!

**FOR AND ON BEHALF OF THE
BOARD OF MANAGEMENT**

**HOA PHAT GROUP JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

No. 06/TT-DHĐCD.2022

Hanoi, April 28, 2022

**STATEMENT OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2022**

(On approval of the Audited Consolidated Financial Statements in 2021)

Attention to: General Meeting of Shareholders of Hoa Phat Group Joint Stock Company,

Pursuant to the Enterprise Law of 2020;

Pursuant to the current Charter of Hoa Phat Group Joint Stock Company;

Pursuant to the consolidated financial statements audited by KPMG Co., Ltd,

The Board of Management would like to submit to the General Meeting of Shareholders for approval the Consolidated Financial Statement of Hoa Phat Group Joint Stock Company, audited by KPMG Co., Ltd. on March 17, 2022.

The audited consolidated financial statements for 2021 are printed in the 2021 Annual Report and posted on the Company's official website.

This statement is respectfully submitted to the General Meeting of Shareholders for review and approval!

**FOR AND ON BEHALF OF THE
BOARD OF MANAGEMENT**

No. 07/TT-DHĐCD.2022

Hanoi, April 28, 2022

**STATEMENT OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2022**

*(On election of the independent audit firm in charge of auditing the Group's financial statements
in 2022 - 2024)*

Attention to General Meeting of Shareholders of Hoa Phat Group Joint Stock Company,

Based on the Group's production and business activities over the years and orientations in the future, the Board of Directors negotiated with independent audit firms in the Big 4 group.

To submit to the General Meeting of Shareholders for approving election of a unit to review the interim financial statements and audit the financial statements ended December 31, 2022, 2023 and 2024 as follows:

- Elected independent audit firm: KPMG Co., Ltd.;
- Reasons for election:
 - KPMG is one of the top four audit firms in the world;
 - KPMG has reviewed the interim financial statements and audited the financial statements for 2019, 2020, and 2021 of Hoa Phat Group, so they fully grasped the information about Hoa Phat and will be more favorable than a new audit firm;
 - KPMG currently offers the best audit fee compared to other firms and has the best consulting services..

This statement is respectfully submitted to the General Meeting of Shareholders for review and approval!

**FOR AND ON BEHALF OF THE
BOARD OF MANAGEMENT**

No. 08/TT-DHĐCĐ.2022

Hanoi, April 28, 2022

STATEMENT OF

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2022

(On the dividend payment plan in 2021 and expected dividend payment ratio in 2022)

Attention to General Meeting of Shareholders of Hoa Phat Group Joint Stock Company,

Pursuant to Resolution No. 01/NQ-DHĐCD.2021 dated April 22, 2021 of the General Meeting of Shareholders of Hoa Phat Group Joint Stock Company;

Based on financial results in 2021 with revenue of VND 150,865 billion and profit after tax of VND 34,520 billion,

The Board of Management would like to submit to the General Meeting of Shareholders for approving the dividend payment plan in 2021 and expected dividend payment ratio in 2022, specifically:

1. Dividend payment plan in 2021

- Payment ratio: 35%
- Form of payment: 5% in cash and 30% by shares
- Source of payment: Undistributed after-tax profit
- Time of payment: Quarter II - III in 2022
- Authorize the Board of Management to decide on the detailed dividend payment plan (including the plan for handling private shares).
- Shares issued from the 2021 share dividend will be listed immediately after implementation.

2. The expected dividend payment ratio in 2022

- Expected charter capital as of December 31, 2022 is 58,148 billion VND
- The profit after tax in 2022 of HPG shareholders is expected to be in the range of VND 25 to VND 30 trillion.
- HPG's profit per share is expected from VND 4,200 to 5,200/share
 - ⇒ Board of Management proposes the dividend payment ratio in 2022: expected 25%.

This statement is respectfully submitted to the General Meeting of Shareholders for review and approval!

**FOR AND ON BEHALF OF THE BOARD .
OF MANAGEMENT**

**HOA PHAT GROUP JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

No. 09/TT-DHĐCD.2022

Hanoi, April 28, 2022

STATEMENT OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2022
(On modifying a number of articles of the Group's Charter)

Attention to General Meeting of Shareholders of Hoa Phat Group Joint Stock Company,

The current charter of Hoa Phat Group Joint Stock Company was approved by the 2021 Annual General Meeting of Shareholders on April 22, 2021.

During the Group's operation, there were inappropriate provisions in the Charter. Therefore, it is necessary to modify the Company's Charter to make the Company run smoothly.

Therefore, we would like to submit to the General Meeting of Shareholders for approval the amendments and supplements to the Company's Charter. Details of amendments and supplements are attached to this report.

This statement is respectfully submitted to the General Meeting of Shareholders for review and approval!

**FOR AND ON BEHALF OF THE
BOARD OF MANAGEMENT**

AMENDMENTS TO THE CHARTER – HOA PHAT GROUP JOINT STOCK COMPANY

(Enclosed with Statement No. 09/TT-DHĐCD dated April 28, 2022 of the Board of Directors)

ARTICLE	CURRENT PROVISIONS	TO BE AMENDED	REASONS
Introduction	This Charter is amended pursuant to Resolution No.01/NQ – DHĐCD.2021 of the General Meeting of Shareholders of Hoa Phat Group Joint Stock Company approved at the annual meeting on April 22, 2021.	This Charter is amended pursuant to Resolution No. <u>.../NO - DHĐCD.2022</u> of the General Meeting of Shareholders of Hoa Phat Group Joint Stock Company approved at the annual meeting on <u>_____ , 2022.</u>	Updating the actual time according to the date of the GMS and the number of Resolutions of the GMS approving the amendments to the Charter
ARTICLE 1 - DEFINITIONS AND INTERPRETATIONS			
1.a	“Authorized capital” refers to capital contributed by all shareholders, specified in Article 6 herein.	“Authorized capital” refers to <u><i>total par value of shares sold or subscribed when the Group is formed</i></u> , as specified in Article 6 herein	Editing
1.b	“Voting capital” refers to equity capital under the ownership of a person who has rights to vote on issues under the decision-making authority of the General Meeting of Shareholders.	Deleted	All shares of the Group are shares with voting right.
1.f	“Establishment date” refers to the date on which the Company was issued the first Business Registration Certificate.	“Establishment date” refers to the date on which <u><i>the Group</i></u> was issued the first <u><i>Business Registration Certificate.</i></u>	Replacing “Company” with “Group” to distinguish it from subsidiaries.
1.g	“Executive officers” are General Direction, Deputy General Director, Chief Accountants and other	<u><i>“Executive officers”</i></u> are General Director, Deputy General Director, Chief Accountants and other	Editing

	managers in the Company, approved by the Board of Directors.	managers <u>appointed by the Board of Directors</u> .	
1.h	“Managers” are those who manage operations of the Company, including President, Board of Directors, General Director and other persons holding management titles as prescribed herein.	“Managers” are <u>those who undertake the posts of Chairperson of Board of Directors, Members of Board of Directors, General Director, Deputy General Director and other managers appointed by the Board of Directors</u> .	Adding General Director and editing
1.i	“Related persons” means any individuals or organizations specified in the current Law on Enterprises and Law on Securities.	“Related persons” means any individuals or organizations <u>specified</u> in the current Law on Enterprises and Law on Securities.	Editing
1.l	“Term of operation” means the period when the Company is allowed to conduct business activities as prescribed in Articles 2 of this Charter and the extended period (if any) passed by the General Meeting of Shareholders.	Deleted	Article 2.5 stipulates that the Group’s term of operation is indefinite. Therefore, this definition is not required.
1.m	“Hoa Phat Group” is a legal entity formed of a collection of parent and subsidiary companies, including Hoa Phat Group Joint Stock Company acting as the parent company, Subsidiaries controlled by Hoa Phat Group Joint Stock Company, subsidiaries of the above subsidiaries and affiliates.	“Hoa Phat Group” is a legal entity formed of a collection of parent and subsidiary companies, including Hoa Phat Group Joint Stock Company acting as the parent company, and subsidiaries.	Editing
1.n	“Company” refers to Hoa Phat Group Joint Stock Company.	“ <u>Group</u> ” refers to Hoa Phat Group Joint Stock Company (parent company). <i>(Replace all words "Company" in the Charter to</i>	Replacing “Company” with “Group” to distinguish it from

		"Group".)	subsidiaries
1.q	"Controlling stake, share" of the Company in another enterprise refers to the number of shares or contributed capital of the Group Company accounting for more than 50% of that enterprise's authorized capital.	Deleted	
1.r	<p>"Control right" means the Company's right over another enterprise, including at least one of the following rights:</p> <ul style="list-style-type: none"> - Right to be the sole owner of the enterprise; - Right of a shareholder, capital contributor holding such enterprise's controlling stakes, shares; - Right to directly or indirectly appoint the majority or all of the members of Board of Directors or Members' Council, Director, General Director of such enterprise. - Other cases as agreed by the Company and the controlled enterprise and specified in Charter of such controlled enterprise.. 	Deleted	
1.s	"Stock Exchange" refers to Vietnamese Stock Exchange and its subsidiaries	Stock "Stock Exchange" refers to a place where shares, bonds and other securities are traded and the Group' stock is listed.	Editing
	Adding	"GMS" refers to the Group's General Meeting of	

		<p>Shareholders.</p> <p>“BOD” refers to the Group’s Board of Directors.</p> <p>“BOS” refers to the Group’s Board of Supervisors.</p>
ARTICLE 2 – NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES AND TERM OF OPERATION OF THE COMPANY		
II	NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES AND TERM OF OPERATION OF THE COMPANY	<u>NAME, FORM OF OPERATION, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES AND TERM OF OPERATION</u>
2.2	The Company is a joint stock company with legal status under applicable Vietnamese laws.	<p>The Group is incorporated in the form of joint stock company with legal status under the Law on Enterprises and applicable laws.</p>
2.3	<p>Registered head office:</p> <ul style="list-style-type: none"> • Address: Pho Noi A Industrial Zone, Giai Pham Commune, Yen My District, Hung Yen Province, Vietnam. • Tel.: 024.6284 8666 Fax: 024.6283.3456 • E-mail: hoaphatgroup@hoaphat.com.vn • Website: hoaphat.com.vn <p>Company branches:</p> <ul style="list-style-type: none"> • Branch of Hoa Phat Group Joint Stock Company in Hanoi • No. 66 Nguyen Du, Nguyen Du Ward, Hai Ba Trung District, Hanoi City, Vietnam. • Branch of Hoa Phat Group Joint Stock Company in Da Nang City: 	<p>Head office of the Group: Pho Noi A Industrial Zone, Giai Pham Commune, Yen My District, Hung Yen Province, Vietnam</p> <ul style="list-style-type: none"> • Tel.: 024.6284 8666 Fax: 024.6283.3456 • E-mail: hoaphatgroup@hoaphat.com.vn • Website: hoaphat.com.vn <p>Remove branch information, so that if any change, it is not required to amend the Charter.</p>

	<ul style="list-style-type: none"> No. 171 Truong Chinh, Thanh Khe District, Da Nang City, Vietnam. Branch of Hoa Phat Group Joint Stock Company in Ho Chi Minh City: <ul style="list-style-type: none"> No. 643 Dien Bien Phu, Ward 25, Binh Thanh District, Ho Chi Minh City, Vietnam. 	
2.5	Unless earlier terminated or extended as provided herein, the Company's term of operation shall be unlimited since the establishment date.	The Group's term of operation shall be unlimited. The Group may change its term of operation under the Resolution of the GMS.
ARTICLE 4 - OBJECTIVES OF THE COMPANY		
4.1	Business lines are listed by bullet points	Insert the table, add the business line code level 4
4.1	When necessary, the General Meeting of Shareholders of the Company shall decide on the reduction or addition of business lines of the Company in accordance with the provisions of the Law.	<i>4.2. The Group is allowed to do business lines not prohibited by the law. The GMS will decide to change or expand the Group's business lines in accordance with the provisions of the Law.</i>
ARTICLE 5 – SCOPE OF BUSINESS AND OPERATIONS		
5.1	The Company may conduct business within the business lines specified in this Charter and changes thereof which have been registered to the business registration authority and published on the National Enterprise Registration Portal.	Deleted
5.2	The Company may carry out business activities in other lines of business permitted by law.	Deleted
		Not required
		Not required

ARTICLE 6 – AUTHORIZED CAPITAL AND SHARES

		Modifying under the Registration Certificate No. 34 of the Group.
6.1	Authorized capital of the Company: VND <u>33,132,826,590,000</u> VND (In words: Thirty three thousand one hundred and thirty two billion eight hundred and twenty six million five hundred and ninety thousand Vietnam dongs).	Authorized capital of the Group: <u>VND 44,729,227,060,000 (In words: Forty four thousand seven hundred twenty nine billion two hundred twenty seven million sixty thousand Vietnam dong\$).</u>
	Total authorized capital of the Company is divided into 3,313,282,659 shares (In words: Three billion, three hundred and thirteen million, two hundred eighty two thousand six hundred fifty nine) shares with par value of VND 10,000 (ten thousand)/share.	Total authorized capital of the Group is divided into <u>4,472,922,706 shares (In words: Four billion four hundred seventy two million nine hundred twenty two thousand seven hundred and six shares)</u> with par value of VND 10,000 (ten thousand)/share.
6.4	The Company may issue other classes of preference shares upon approval of the General Meeting of Shareholders and in accordance with law.	Apart from ordinary shares, the Group may issue other classes of preference shares upon approval of the GMS from time to time and in accordance with law. Preference shares may be converted into ordinary shares under a Resolution of the GMS while ordinary shares cannot be converted into preference shares.
6.5	Subject to Article 120.3 Law on Enterprises, at this time, the founding shareholders of the Company are no longer restricted from transferring shares as prescribed in the Law on Enterprises.	The Group's number of shares entitled to be offered for sale is total number of shares decided to offer for sale by the GMS to raise capital from time to time. The Board of Directors decides the time, method and

	<p>price for the sale of shares. Selling price of shares offered for sale must not be lower than the market price at the time of offering or the latest book value of shares, except in the following cases:</p> <ul style="list-style-type: none"> a. Shares are offered to all Shareholders in proportion to the number of shares currently held by such Shareholders; b. Shares are issued to employees under the ESOP approved by the GMS; c. Other cases under the approval by the GMS and in accordance with the law. 	Adding and editing
6.6	<p>Ordinary shares shall be given priority to be offered for sale to existing shareholders in proportion to their ratio of ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shareholders shall be entitled to transfer their preferred subscription right to other persons. The person that receives preferred subscription right do not register to fully subscribe shall be decided by the Board of Directors. The Board of Directors may allocate such shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, except otherwise agreed by the General Meeting of Shareholders or in case of offering</p>	<p>Unless other decided by the GMS, any ordinary shares to be expected to issue shall be given priority to be offered for sale to existing shareholders in proportion to their ratio of ownership of ordinary shares. <u>Order and procedures for offer of shares to existing shareholders are in accordance with the provisions of law on securities. Shareholders shall be entitled to transfer their preferred subscription right to other persons.</u> The number of shares for which shareholders do not register to fully subscribe shall be decided by the <u>BOD</u>. The BOD may allocate <u>call options</u> of such shares to <u>other shareholders and/or persons with no more favourable conditions than those of the shares</u></p>

	via the Stock Exchange.	<i>offered to existing shareholders, except otherwise agreed by the GMS</i> or in case of offering via the Stock Exchange.
6.9	The Company may use its shares for purpose of rewarding.	Deleted Added as above
ARTICLE 7 - SHARE CERTIFICATES		
Article title	Share certificates	Share certificate and shareholder register
7.1	Shareholders of the Company shall be issued with share certificates corresponding to the number and class of shares.	Shareholders of <u>the Group</u> shall be issued with <u>share certificates</u> corresponding to the number and class of shares.
7.2	Share certificates are certificates certifying the ownership of one or more shares of owners. Share certificates must contain the details stated in article 121.1 of the Law on Enterprises.	<u>Share certificates are certificates issued by the Group, book entries or electronic data certifying the ownership of one or several shares of the Group.</u> Share certificates must contain the details stated in Clause 1, Article 121 of the Law on Enterprises.
7.4	The owner of shares shall be issued with a share certificate within a period of 90 days after the date of submission of a complete application file for assignment of the ownership of shares as stipulated by the Company, or within a period of 02 months after the date of full payment of the purchase price of shares as stipulated in the share issue plan of the Company. The owner of shares is not required to pay the Company	Deleted Former: under clause 2 Article 7 The charter form under Circular No. 116/2020/TT-BTC

	any expenses for printing the share certificate.	
7.7	Article 8. Bond certificates or other securities certificates of the Company (other than letters of offer, temporary certificates and other similar documents) shall be issued with the signature of a legal representative and seal of Company unless otherwise provided.	All samples of stocks, bonds or other securities of the Group (except letters of offer, provisional certificates and similar documents), shall be issued with stamp and sample signature of the Group's legal representative, unless otherwise provided by the terms and conditions of issue. 7
7.8	Not available	The Group's Shareholder Register or List of Securities Holders is registered and archived at the Vietnam Securities Depository and Clearing Corporation (VSD).
7.9	Not available	In case of any change in the Shareholder Register relating to any shareholder, such shareholder shall notify the Group (if the shareholder has not deposited it) or a securities company where the shareholder deposited (if the shareholder has deposited) so that the Group/securities company can adjust information of such shareholder in the Shareholder Register or the List of Securities Holders at VSD. The Group shall not be responsible for cases where it cannot contact and/or cannot send letters and documents to a shareholder because the shareholder's address is not available, incorrect or incomplete for the purpose of contacting the shareholder and/or sending the letter. Failure to

	contact the shareholder or send letters or documents shall not affect the procedures for convening the GMS, obtaining written opinions from shareholders, sending documents to shareholders and the validity of resolutions approved by the GMS	
ARTICLE 9 – ASSIGNMENT OF SHARES		
Not available	The assignment will take effect immediately after it is registered in the Shareholder Register/List of Securities Holders or on the date of making entries in the depository account at VSD. Only shareholders named in the Shareholder Register/List of Securities Holders will be considered legal shareholders of the Group.	Adding
Not available	All shares listed on the Stock Exchange will be assigned in accordance with the provisions of the law on securities and of the Stock Exchange.	Adding
Not available	The BOD has the sole right to refuse to register for the assignment of any shares that have not been paid in full.	Adding
ARTICLE 10 – ORGANIZATION, MANAGEMENT AND CONTROL STRUCTURE		
The organization, management and control structure of Company comprises:	The organization, management and control structure of Company comprises:	Adding
a. General Meeting of Shareholders;	1. GMS: consist of all shareholders with voting rights, act as the highest decision-making	
b. Board of Directors;		

	c. Board of Controllers; d. General Director	body of the Group. 2. BOD: act as a management body of the Group, have full authority on behalf of the Group to decide and exercise the rights and obligations of the Group that are not under the authority of the GMS and/or to decide on tasks assigned by the GMS. The BOD is responsible for managing the Group for the best interests of all shareholders. 3. BOS: supervise the BOD and General Director in the management and administration of the Group. The BOS is responsible to the GMS for the implementation of assigned rights and duties. 4. General Director: the person who runs the Group's daily business, is under the supervision of the BOD, the BOS and is responsible to the BOD and the law for the implementation of assigned rights and duties.	
ARTICLE 11 – RIGHTS OF SHAREHOLDERS			
11.1.c	To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares owned;	<i>To be</i> given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares owned;	Editing
11.1.d	To freely assign shares which have been paid for in full in accordance with this Charter and applicable law;	To freely assign shares <i>which have been paid for in full to others</i> in accordance with this Charter and applicable law;	Editing

ARTICLE 13 – GENERAL MEETING OF SHAREHOLDERS

<p>13.1 The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Company. The Annual General Meeting of Shareholders must hold once a year and within 04 months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders is necessary, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the General Meeting of Shareholders is determined to be the place where the chairperson attends the meeting and must be in Vietnam.</p>	<p>The annual <u>GMS</u> shall be held once every year within a time-limit of four months after the end of financial year. The <u>BOD</u> decides to extent the annual <u>GMS</u> if necessary but no later than 06 (six) months after the end of financial year. The <u>GMS</u> can hold an extraordinary meeting in addition to the annual meeting. The location of GMS is where the chair participates in and must be within Vietnam's territory.</p>	<p>Deleting sentence 1 because it was included in Article 10 above.</p>
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ARTICLE 14 - RIGHTS AND DUTIES OF THE GENERAL MEETING OF SHAREHOLDERS

<p>14.1.c To elect, dismiss members of the Board of Directors and Supervisors;</p>	<p><u>To decide the number of members of the BOD and the BOS;</u> To elect, dismiss members of the <u>BOD</u> and the <u>BOS</u>;</p>	<p>Increasing the percentage of assets value decided by the GMS. Giving greater authority to the BOD.</p>
<p>14.1.d To decide investment in or sale of assets that are worth at least 35% of the total assets written in the latest financial statement;</p>	<p>To decide investment in or sale of assets that are worth at least <u>50%</u> of the total assets written in the latest <u>consolidated</u> financial statement of <u>the Group</u>;</p>	<p>Increasing the percentage of assets value decided by the GMS. Giving greater authority to the BOD.</p>
<p>14.1.i To decide reorganization or dissolution of the company.</p>	<p>To decide reorganization, dissolution or <u>bankruptcy of the Group</u>;</p>	<p>Adding a case</p>
<p>14.1.q The Company or its branch signs a contract or conducts a transaction with any entity stipulated in article 167.1 of the Law on Enterprises with a value of 35% per cent</p>	<p><u>Deleted</u></p>	<p>Clause 3, Article 46 of the Charter stipulates</p>

	or more of the total value of assets in the Company or its branch recorded in the last audited financial statements;	that this type of contracts or transactions is not required to be included in Clause 1, Article 14 of the Charter.
14.1.r	Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/NĐ-CP ...	<u>Deleted</u> Clause 3, Article 46 of the Charter stipulates that this type of contracts or transactions is not required to be included in Clause 1, Article 14 of the Charter.
	Not available	<u>To approve Contracts and deals as stipulated in clause 3, Article 46 of this Charter</u>
14.2	The General Meeting of Shareholders discusses and approves the following items:	<u>The annual GMS</u> has the right to discuss and approve the following items:
14.2.g	Number of members of the Board of Directors, Supervisors	<u>Deleted</u> Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.h	Election, dismissal, removal and replacement of members of the Board of Directors and Supervisors;	<u>Deleted</u> Included in Clause 1: Rights of the General Meeting of

			Shareholders
14.2.i	Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and Supervisors;	<u>Deleted</u>	Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.j	Approve the list of accredited audit firms; whether to allow accredited audit firms to inspect the Company's operation where necessary;	<u>Deleted</u>	Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.k	Decide to supplement and amend the Company's Charter;	<u>Deleted</u>	Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.l	Type and number of newly-issued shares of all kinds;	<u>Deleted</u>	Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.n	Restructuring and dissolution (liquidation) of the Company and appointment of a liquidator	<u>Deleted</u>	Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.o	Decide transactions of investment or selling assets of the Company with the value of 35% per cent or more of the Company's total value of assets recorded in the last audited financial statements;	<u>Deleted</u>	Included in Clause 1: Rights of the General Meeting of Shareholders

		<u><i>Deleted</i></u>	Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.p	Decision on redemption of ten (10) per cent or more of any one class of issued shares;	<u><i>Deleted</i></u>	Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.q	The Company or its branch signs a contract or conducts a transaction with any entity stipulated in article 167.1 of the Law on Enterprises with a value of 35% per cent or more of the total value of assets in the Company or its branch recorded in the last audited financial statements;	<u><i>Deleted</i></u>	Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.r	Approve transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;	<u><i>Deleted</i></u>	Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.s	Approve internal regulations on company administration, operation of the Board of Directors and the Board of Supervisors;	<u><i>Deleted</i></u>	Included in Clause 1: Rights of the General Meeting of Shareholders
14.2.t	Other matters as stipulated by law, in this Charter and other regulations of the Company;	Other matters under <u><i>the authority of the GMS</i></u> and as stipulated by law and in this Charter and other regulations of <u><i>the Group</i></u> ;	Editing
ARTICLE 15 - AUTHORIZATION TO ATTEND THE MEETING OF GENERAL MEETING OF SHAREHOLDERS			
15.2	The authorization mentioned in Clause 1 of this Article shall be made in writing. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope,	The authorization mentioned in Clause 1 of this Article shall be made in writing. Letters of authorization must be made <u><i>in the form of the Group</i></u> or in accordance with the law on civil affairs and shall specify the name of the	Adding the letter of authorization form of the Group and the case where shareholders are

	<p>authorization period, signatures of the authorizing party and the authorized party.</p> <p>The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company).</p>	<p>authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.</p> <p>The authorized participants in <i>the GMS</i> shall submit the letters of authorization when registering their participation in the meeting or <i>those letters of authorization can be sent by shareholders to the Group 24 hours before the GMS</i>. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with <i>the Group</i>).</p>	<p>allowed to send authorization to the Group 24 hours before the meeting.</p>
ARTICLE 16 – CHANGE OF RIGHTS			
16.3	The procedures for conducting such a separate meeting shall be conducted in the same way as stipulated in Article 18, 19 and 21 of this Charter.	The procedures for conducting such a separate meeting shall be conducted in the same way as stipulated this Charter.	Removed references because it is no longer relevant.
ARTICLE 17 – CONVENING OF GENERAL MEETING OF SHAREHOLDERS, AGENDA AND NOTICE OF MEETING OF GENERAL MEETING OF SHAREHOLDERS			
17.1	The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The extraordinary General Meeting of Shareholders shall be convened in the cases stipulated in Article 13.3 of this Charter	The BOD shall convene the annual and extraordinary GMS. The extraordinary General Meeting of Shareholders shall be convened in the cases stipulated in Clause 3, <i>Article 11</i> of this Charter.	
17.3	The notice of meeting of the General Meeting of	The notice of meeting of the GMS shall be sent to	Editing

<p>Shareholders shall be sent to all shareholders by registered means, and at the same time shall be announced on the websites of the Company, and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice to all shareholders on the list of shareholders entitled to attend, at least 21 days prior to the date of the Meeting (calculated from the date on which the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the Company. If no data is attached to the notice of the meeting, then the invitation must include clear links to all data or documents to be accessed by shareholders, such data to comprise:</p>	<p>all shareholders at their addresses, and at the same time shall be announced on the websites of <u>the Group</u>, the State Securities Commission of Vietnam and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the <u>GMS</u> must send a notice to all shareholders on the list of shareholders entitled to attend, at least 21 days prior to the date of the meeting (calculated from the date on which the notice is validly sent or delivered). The agenda of the <u>GMS</u> and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the <u>Group</u>. If no data is attached to the notice of the <u>GMS</u>, then the notice of invitation to the meeting must include clear guidelines on how all data or documents can be accessed by shareholders, such data to comprise:</p>	<p>At the time of the proposal, the shareholder or group of shareholders at their addresses, and at the same time shall be announced on the websites of <u>the Group</u>, the State Securities Commission of Vietnam and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the <u>GMS</u> must send a notice to all shareholders on the list of shareholders entitled to attend, at least 21 days prior to the date of the meeting (calculated from the date on which the notice is validly sent or delivered). The agenda of the <u>GMS</u> and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the <u>Group</u>. If no data is attached to the notice of the <u>GMS</u>, then the notice of invitation to the meeting must include clear guidelines on how all data or documents can be accessed by shareholders, such data to comprise:</p>
<p>17.4</p>	<p>A shareholder or group of shareholders referred to in Clause 2 Article 11 of this Charter has the right to propose any issue to be included on the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 10 business days before the opening day of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, and number and class of shares held by them, and the items proposed to be included in the agenda.</p>	<p>Đè xuất phái bao gồm họ và tên có đóng, số lượng và loại cổ phần người đó nắm giữ, và nội dung đề nghị đưa vào chương trình họp. A shareholder or group of shareholders referred to in Clause 2, <u>Article 9</u> of this Charter has the right to propose any issue to be included on the agenda of the <u>GMS</u>. The proposal must be made in writing and sent to <u>the Group</u> at least 10 business days before the opening day of the <u>GMS</u>. The proposal must contain the full names of the shareholders, and number and class of shares held by them, and the items proposed to be included in the agenda.</p>
<p>17.5.b</p>	<p>At the time of the proposal, the shareholder or group of shareholders at their addresses, and at the same time shall be announced on the websites of <u>the Group</u>, the State Securities Commission of Vietnam and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the <u>GMS</u> must send a notice to all shareholders on the list of shareholders entitled to attend, at least 21 days prior to the date of the meeting (calculated from the date on which the notice is validly sent or delivered). The agenda of the <u>GMS</u> and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the <u>Group</u>. If no data is attached to the notice of the <u>GMS</u>, then the notice of invitation to the meeting must include clear guidelines on how all data or documents can be accessed by shareholders, such data to comprise:</p>	<p>At the time of the proposal, the shareholder or group of shareholders at their addresses, and at the same time shall be announced on the websites of <u>the Group</u>, the State Securities Commission of Vietnam and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the <u>GMS</u> must send a notice to all shareholders on the list of shareholders entitled to attend, at least 21 days prior to the date of the meeting (calculated from the date on which the notice is validly sent or delivered). The agenda of the <u>GMS</u> and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the <u>Group</u>. If no data is attached to the notice of the <u>GMS</u>, then the notice of invitation to the meeting must include clear guidelines on how all data or documents can be accessed by shareholders, such data to comprise:</p>

		shareholders fails to hold 05% or more of the ordinary shares for a consecutive period of six months in accordance with Clause 2 Article 11 herein;	group of shareholders did not have 05% or more of the ordinary shares in accordance with Clause 2, <i>Article 9</i> of this Charter;
ARTICLE 18 – CONDITIONS FOR CONDUCTING MEETING OF THE GENERAL MEETING OF SHAREHOLDERS			
18.4	As required by the chair, the General Meeting of Shareholders has the right to change the meeting agenda enclosed with the invitation prescribed in Article 17 hereto	As required by the Chair, only the GMS has the right to decide to change the meeting agenda enclosed with the invitation prescribed in <i>Article 15</i> hereto.	
ARTICLE 19 – PROCEDURES FOR CONDUCTING AND VOTING AT GENERAL MEETING OF SHAREHOLDERS			
19.1.a	When registering shareholders, the Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. Voting is from the signal of the Chair or the Head of the Vote Counting Committee to the last vote put in the ballot box or after 30 minutes from the time of voting, whichever comes first. After voting, the ballot box will be sealed and shareholders who do not participate in voting are considered as having no opinion. The total number of Aye and No votes or abstain or invalid votes will be announced by the Chairman upon the voting completion. Members of the Vote Committee will be nominated by the Chairman and approved by the General Meeting of Shareholders by hand raising directly at the Meeting. The number of members of the vote counting committee must not exceed three.	<p><i>The Group</i> shall issue to each voting shareholder or their authorized representative a vote card which has a <u>registration number</u> and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. Voting is from the signal of the Chair or the Head of the Vote Counting Committee to the last vote put in the ballot box or after 30 minutes from the time of voting, whichever comes first. <u>Voting card can be encoded for counting on software.</u> After voting, the ballot box will be sealed and shareholders who do not participate in voting are considered as having no opinion. The total number of <u>valid/invalid, affirmative/negative votes or abstention</u> will be <u>announced by the Vote Counting Committee immediately before closing the meeting.</u> <u>Members of the Vote Committee will be nominated by the Chairman and approved by the General Meeting of Shareholders by hand raising directly at the vote</u></p> <p><u>Meeting. The number of members of the vote</u></p>	

	<u>ounting committee must not exceed three:</u>	
19.6	Issues mentioned in the agenda shall be discussed at the General Meeting of Shareholders. Voting is carried out by means of Aye, No and Abstain votes. The voting result shall be announced by the chairman before the meeting ends.	Deleted Same as Clause 1.a
19.9	In case the chair postpones or suspends the GMS against Clause 8 herein, the GMS shall elect another participant to chair the meeting until the end; all resolutions ratified at the meeting shall be effective.	In case the Chair postpones or suspends <u>the GMS</u> against <u>Clause 7</u> of this Article, <u>the GMS</u> shall elect another participant to chair the meeting until the end; all resolutions ratified at the meeting shall be effective.
19.10	In case the Company applies modern technologies to hold the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or by other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of the Government's Decree No. 155/NĐ-CP dated December 31, 2020 elaborating some Articles of the Law on Securities. and Clause 3, Article 273 of the Government's Decree No. 155/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.	If the GMS is organized online using advanced technologies, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of the Government's Decree No. 155/NĐ-CP dated December 31, 2020 elaborating some Articles of the Law on Securities. and Clause 3, Article 273 of the Government's Decree No. 155/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law. Reference to Article 144 of the Law on Enterprises is sufficient.
ARTICLE 20 – PASSING RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS		
20.1	A resolution on the following contents shall be passed if it is approved by the number of shareholders representing 65% or more of the total votes of all attending shareholders, except for the case specified in Clauses 3, 4 and 6. Article 148 of the Enterprise Law:	Except for the cases stipulated in clauses 3, 4 and 6, Article 148 of the Law on Enterprises, resolutions about the following shall be passed when agreed by 65 % or more of the total votes of the shareholders who are <u>present at the meeting</u> : Under the Law amending 10 laws Increasing 35% -> 50%

	<p>a. Types of shares and quantity of each type;</p> <p>b. Change of the company's business lines;</p> <p>c. Change of the company's organizational structure;</p> <p>d. Investment or sale of assets that are worth at least 35% of the total assets written in the last financial statement;</p> <p>e. Reorganization or dissolution of the company;</p> <p>f. Other issues under the authority of the General Meeting of Shareholders.</p>	<p>a. Types of shares and quantity of each type;</p> <p>b. Change of business lines;</p> <p>c. Change of the <u>Group's</u> organizational structure;</p> <p>d. Investment or sale of assets that are worth at least <u>50%</u> of the total assets written in the latest <u>consolidated</u> financial statement of the <u>Group</u>;</p> <p>e. Reorganization, dissolution or bankruptcy of <u>the Group</u>;</p> <p>f. Other issues under the authority of the <u>GMS</u>.</p>	
20.2	Resolutions are passed when approved by the number of shareholders holding more than [50%] of the total votes of all attending shareholders, except for the cases specified in Clauses 1 of this Article and Clauses 3, 4 and 3. 6 Article 148 of the Law on Enterprises.	Resolutions will be ratified when it is voted for by a number of shareholders that hold more than 50% of the votes of all participants, except for the cases specified in Clause 1, <u>Clause 3</u> of this Article and Clauses 3 , 4 and 6 of Article 148 of the Law on Enterprises.	
ARTICLE 21 - AUTHORITY AND PROCEDURES FOR COLLECTION OF SHAREHOLDERS' WRITTEN OPINIONS IN ORDER TO PASS RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS			
21.2	<p>The Board of Directors must prepare the opinion form, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The opinion form enclosed with the draft Resolution and explanatory documents must be sent to all shareholders with voting rights at least 10 days before the deadline to return the opinion form. The request and method of sending the opinion form and accompanying documents shall comply with the provisions of Clause</p> <p>The <u>BOD</u> must prepare written opinion forms, a draft of the resolution of the <u>GMS</u>, and other documents explaining the draft Resolution. Opinion forms attached to the draft Resolution and clarification documents must be sent to all shareholders with voting rights at least 10 days prior to the expiry date for sending back of those opinion forms. The requirements and method of sending the written opinion forms and any attached documents shall be implemented in accordance</p>		

	3, Article 17 herein.	with the provision in Clause 2, <u><i>Article 15</i></u> hereto.
21.6	The vote counting minutes and resolutions shall be sent to the shareholders within 15 days from the end of vote counting. The sending of the vote counting minutes and resolutions may be replaced by posting on the Company's website within 24 hours from the end of vote counting.	<u><i>The minutes of vote counting and the GMS Resolution must be posted on the Group's website within 24 hours from the time of closing the voting.</i></u>
ARTICLE 22 - RESOLUTION AND MINUTES OF GENERAL MEETING OF SHAREHOLDERS		
22.5	Resolutions of the General Meeting of Shareholders must be posted on the company's website within 15 days from the date of approval; In case the company has a website, the submission of a resolution can be replaced.	<u><i>The Minutes and the Resolution of the GMS must be posted on the Group's website within 24 hours from the time of closing the meeting.</i></u> ARTICLE 23 – DEMAND FOR CANCELLATION OF RESOLUTIONS OF THE GMS
ARTICLE 24 - ORDERS AND PROCEDURES FOR CONVENING AND MAKING DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS		
23.1	Orders and procedures for convening a meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Group's Charter, unless as specified in Clause 3, Article 20 herein;	The sequence and procedures for convening and making decisions of the <u><i>General Meeting of Shareholders</i></u> seriously violate the provisions of the Law on Enterprises and the Group's Charter, except for the case specified in <u><i>Clause 2, Article 22</i></u> of this Charter.
ARTICLE 25 - CANDIDACY, NOMINATION OF MEMBERS OF BOARD OF DIRECTORS		
25.2	Shareholders or groups of shareholders who own 10% or more of the total number of ordinary shares or a smaller percentage as prescribed in the Charter have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Enterprises and the Company's Charter.	Shareholders or groups of shareholders who own 10% or more of the total number of ordinary shares have the right to nominate candidates for the BOD in accordance with the Law on Enterprises and the Group's Charter.

ARTICLE 27 - POWER AND DUTIES OF THE BOARD OF DIRECTORS

		<i>To decide on the investment plan, investment projects or the sale of assets worth between 35% to less than 50% of the total value of the assets recorded in the Group's latest financial statements;</i>	Editing to match the authority of the General Meeting of Shareholders to decide more than 50%
27.2.f	To decide on investment plans and projects within its authority and to the extent that as prescribed by law;	<i>To approve contracts for sales, loan, pledge, mortgage, security, other securin transactions, indemnity and other contracts and transactions that are worth at least 35% of the total assets written in the latest financial statement, except contracts and transactions within the jurisdiction of the GMS.</i>	
27.2.h	Through purchase, sale, borrowing, lending and other contracts and transactions with a value of [35%] of the total value of assets recorded in the last financial statements of the Company and the contract, transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law;		
27.2.i	To elect, dismiss the Chairman of the BOD; designate, dismiss, enter into and terminate contracts with the Director/General Director and other key executives specified in the company's charter; decide salaries, remunerations, bonuses and other benefits of these executives; designate authorized representatives to participate in the Board of Members or GMS of another company; decide their remunerations and other benefits of such person;	<p>Separating into 2 clauses:</p> <p>i. To elect, dismiss the President of <u>the BOD</u>; appoint and dismiss General Director <u>and other key executives appointed by the BOD</u>; decide on salaries, remunerations, bonuses and other benefits of these executives;</p> <p>j. To designate authorized representatives to participate in the Members' Council or the General Meeting of Shareholders at companies contributed by the Group; decide their remunerations and other benefits;</p>	
27.2.l	To approve the agenda and documents of the GMS; convene the GMS or carry out surveys for the GMS to ratify its resolutions	To approve the agenda and documents of <u>the GMS</u> ; convene <u>the GMS</u> or <u>collect opinions from shareholders in writing</u> ;	

27.2.q	To authorize the Chairman, member of the Board of Management or the General Director to execute rights and obligations of the Board of Directors	Deleted, move the content to clause 4
27.2.r	Loan, borrowing, mortgage, pledge, security, guarantee and compensation of the Company;	Deleted, included in point h above
27.2.s	Investments beyond the business plan and budget not exceeding VND 10,000,000,000 (Ten trillion Vietnamese dongs)	Deleted, included in point f above
27.2.u	The company's acquisition or withdrawal of no more than 10% of each class of shares;	<u>To decide acquisition</u> or withdrawal of no more than 10% of each class of shares; Editing
27.2.v	Business matters or transactions that the Board decides to require approval within the scope of its powers and responsibilities;	Deleted
27.2.w	To decide the price to acquire or withdraw shares of the Company	Deleted
	Not available	<u>To accept contracts and transactions as specified in Clause 4, Article 46 of the Charter</u> Adding to match the authority of the General Meeting of Shareholders to approve related transactions.
	Not available	Other rights and obligations as specified in the Law on Enterprises, the Law on Securities, other provisions of the law, the Charter and the Resolution of the GMS from time to time.

		<i>The BOD must report to the annual GMS as stipulated in Point c, Clause 3, Article 139 of the Law on Enterprises</i>	Editing
27.3	The Board of Directors must report to the General Meeting of Shareholders on its operations, in particular on supervision of the Board of Directors to the General Director and other managers during the fiscal year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the annual financial statements of the Company shall be considered invalid and not approved by the Board of Directors.	<i>The BOD may authorize the President of the BOD, its members, General Director and managers to exercise its rights and obligations;</i>	
27.4	Unless otherwise provided by law and the Charter, the Board of Directors may authorize junior employees and managers to represent the company to handle work on behalf of the company.		
ARTICLE 29 – PRESIDENT OF BOARD OF DIRECTORS			
29.3	Not available	<p><i>g. To collect written opinions from shareholders when necessary.</i></p> <p><i>h. To sign for promulgation of Resolutions of the GMS and BOD.</i></p>	Adding
		<p><i>i) To decide to appoint, dismiss, remove, dispatch and apply disciplinary action against heads and deputy heads of departments under the Group.</i></p>	Adding
29.6	Not available	<p><i>In cases where it is deemed necessary and does not violate any prohibition of the law, the President of the BOD may authorize on a case-by-case basis or regularly authorize or decentralize the Vice President of the BOD to sign documents on behalf of the BOD and perform some rights, responsibilities and duties of the President of the BOD. The authorized Vice Presidents of the BOD</i></p>	Adding

	<u>must be responsible to the President of the BOD for the performance of the authorized work</u>	
ARTICLE 30 – MEETING OF THE BOARD OF DIRECTORS		
30.13	<p>Meeting by phone or other forms. A meeting of the Board of Directors may be held in the form of a conference call among members of the BOD when all or some members are at different places, provided that each member attends the meeting. can:</p> <ul style="list-style-type: none"> a. hear each other member of the BOD expressing opinions at the meeting; b. express his/her opinions at the same time as other attending members. <p>Communications among members can be done directly by phone or by other means of communication (including use of such means at the time of adoption of the Charter or later) or a combination of all these ways. According to this Charter, members of the Board of Directors participating in such a meeting are considered to be “present” at such meeting. The meeting place held under this regulation is the place where the largest group of members of the Board of Directors gathers, or if there is no such group, the place where the Chairman of the meeting is present.</p> <p>Decisions adopted in a properly telephone meeting will take effect immediately at the end of the meeting, but must be confirmed by signatures in the minutes of all members attending this meeting.</p>	<p><u>A meeting of the Board of Directors may be held by way of a conference call or in other forms when all or a number of members are at different places, provided that each attending member is able:</u></p> <ul style="list-style-type: none"> a. To hear each other member of the BOD expressing opinions at the meeting; b. To express his/her opinions at the same time as other attending members. <p>Members of the BOD participating in such a meeting are considered to be “present” at such meeting. The meeting is held at the place where the largest group of members of the BOD gathers, or if there is no such group, the place where the Chair of the meeting is present.</p> <p><u>A resolution of the BOD is approved at a meeting held in the form of a conference call or another form if approved by the majority of members attending the meeting and has the same effect as for a physical meeting.</u></p>
30.14	Written resolution. The written resolution must be signed by all the following members of the Board of	<u>Collection of written opinions from the members of the BOD:</u>

	<p>Directors:</p> <ul style="list-style-type: none"> a. Members with voting rights on resolutions at meetings of the BOD; b. The number of attending members must not be less than the minimum number of members prescribed to conduct a meeting of the Board of Directors. <p>This type of resolution has the same effect and validity as a resolution passed by the members of the BOD at a meeting convened and held as usual. Resolutions may be adopted using multiple copies of the same document if each of those copies has at least one signature of the member.</p>	<p><i>When necessary, the President of the BOD may collect opinions from one, several or all members of the BOD in writing. Such collection is applied when such members of the BOD cannot attend the meeting in person for work or personal reasons. Procedures for collecting written opinions of members of the BOD are as follows:</i></p> <ul style="list-style-type: none"> a. <i>Sending opinion forms together with relevant documents and draft Resolution to the members of the BOD; and</i> b. <i>The members of the BOD vote at the request of the President of the BOD and return the answered opinion form according to the time limit specified in the opinion form;</i> c. <i>Secretary/Recorder of the meeting minutes of the BOD summarizes the voting results in the meeting minutes of the BOD and keeps all written opinions of the members of the BOD;</i> d. <i>The President of the BOD on behalf of the BOD signs and promulgates the Resolution of the BOD on the issues approved by the members of the BOD.</i> <p><i>A resolution of the BOD in the form of collecting written opinions is as valid as a resolution approved by the members of the BOD at a duly convened and organized meeting.</i></p>	<p>Meeting minutes of the BOD: Meetings of the BOD must be recorded in minutes and may be sound recorded, recorded and stored in other electronic forms. Minutes must be made in Vietnamese and may additionally be made in a</p>
30.15	Not available		

	<p><u>foreign language and have the same legal effect.</u> <u>In case there is a difference between the Vietnamese version and the foreign language version, the former shall prevail.</u></p>	
30.16	Not available	<p><u>Resolutions passed at the meeting of the BOD by 100% of the attending members of the BOD (whether attending in person, through a conference call or other forms) and authorized people are valid and effective even if the order and procedures for convening the meeting, the agenda and the method of conducting the meeting are not carried out as prescribed.</u></p>
ARTICLE 34 – THE COMPANY'S EXECUTIVES		
34.1	The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives prescribed by the Company's Charter.	<p><u>Deleted because it is included in Article I</u></p>
34.3	The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.	<p><u>Deleted, it is not required because it is included in the paragraph below</u></p>
ARTICLE 35 - APPOINTMENT, DISMISSAL, DUTIES AND POWERS OF THE GENERAL DIRECTOR		
Article title	Appointment, dismissal, duties and powers of the General Director	<p><u>General Director</u></p>
35.4	4. The General Director has the following rights and obligations:	<p>4. The General Director has the following rights and obligations:</p> <p>a) To organize the implementation of resolutions of the BOD and the GMS, including the use of the <u>Bonus and Welfare Fund, the Development Investment Fund, the Executive Board Bonus</u></p>

	Company, except for those under the authority of the Board of Directors.	<u>Fund, and other funds decided by the GMS</u> e) <u>To designate, dismiss and discharge managerial positions in the Group, except for those within the jurisdiction of the BOD and the President of the BOD</u>	Adding to match the authority of the General Meeting of Shareholders, the BOD
35.4	c) <u>To decide the issues relevant to the Company's daily business operation without the Board of Directors's resolutions, such as signing of financial and commercial contracts on behalf of the Company, and on the organization and operation of day-to-day business of the Company in accordance with best management practices;</u> Not available	c) <u>To decide the issues relevant to the Group's everyday business operation and other issues outside the authority of the BOD, the GMS as prescribed in this Charter;</u> d) <u>To decide on contracts for sales, loan, pledge, mortgage, security, other security transactions, indemnity and other contracts and transactions that are worth at least 35% of the total assets written in the latest consolidated financial statement, except contracts and transactions within the jurisdiction of the GMS and the BOD.</u> m) <u>To authorize subordinates and other people to perform one or a number of tasks within their competence and to be responsible before the law and to the BOD for such authorization.</u> n) <u>To perform other activities under their responsibilities as prescribed in the Charter, Resolutions of the GMS, the BOD, the labor contract of the General Director and the law.</u>	
		o) <u>To decide on reward, welfare and other benefits for all employees working at Hoa Phat Group.</u>	Adding

36.1	The candidacy and nomination of members of the Board of Supervisors shall be carried out similar to those specified in Clause 1 and 2, Article 24 hereto.	The nomination and self-nomination of members of the BOS shall comply with Clause 1 and Clause 2 <u>Article 23</u> of this Charter.
ARTICLE 46 -RIGHTS AND OBLIGATIONS OF THE GROUP IN MANAGEMENT OF CAPITAL IN OTHER COMPANIES		
46.2.a	The Board of Directors decides to invest and contribute capital; increase or decrease investment capital and contributed capital in accordance with relevant laws and the charter of enterprises with contributed capital of the Group Joint Stock Company.	<p><i>The BOD decides to invest and contribute capital to establish first-class subsidiaries; to increase or decrease the authorized capital of first-class subsidiaries; to increase or decrease investment capital in projects of subsidiaries; transfer, receive the transfer of contributed capital at first-class subsidiaries in accordance with relevant laws and charters of first-class subsidiaries</i></p> <p>Editing</p>
46.2.b	<p>The Chairman of BOD shall decide:</p> <ul style="list-style-type: none"> - To appoint, dismiss members of the Members' Council, Board of Directors, Supervisors, Directors of subsidiaries in which the Group holds controlling shares; to appoint, replace or dismiss the authorized representative, the representative of the Group's contributed capital; to nominate a representative to be a candidate for the Members' Council, Board of Directors, and Board of Supervisors in accordance with the subsidiary's charter and relevant laws; - Salary, reward, discipline and allowance regimes for the Board of Directors, Supervisors, and representatives of the contributed capital of the Group in the Board of Directors and Members' Councils of the subsidiaries - Salary, allowance, bonus and other benefits for the representative of the contributed capital, unless otherwise paid by the company with the Group's 	<p>The President of the BOD makes decisions:</p> <ul style="list-style-type: none"> - Appointing, dismissing and <u>removing</u> the <u>BOD and other executives of first-class and second-class subsidiaries</u> - Appointing, replacing or dismissing the authorized representative, the representative of the contributed capital of the Group at <u>subsidiaries and affiliates</u>, - Nominating a representative to be a candidate for the Members' Council, the Board of Directors, and the Board of Supervisors in accordance with <u>subsidiaries' charters</u> and relevant; - Salary, reward, discipline and allowance regimes for the Directors, Controllers, and representatives of the contributed capital of the Group at <u>Subsidiaries</u>. - <u>Other rights and obligations as prescribed in</u> <p>Modifying level 1 and level 2 subsidiaries</p>

	<p>contributed capital under the law.</p> <ul style="list-style-type: none"> - Others 	ARTICLE 47 - RESPONSIBILITY TO BE HONEST AND TO AVOID CONFLICTS OF INTEREST	<i>this Charter.</i>
47.3	Members of the BOD, members of the BOS, General Director and other executives are obliged to notify the BOD and BOS of transactions among the Company, its subsidiaries and other companies which a public company holds over 50% or more of the charter capital with that object or with related persons of that object under provisions of the law. For the above transactions approved by the General Meeting of Shareholders or the BODs, the Company must disclose information about the resolutions under provisions of the securities law on information disclosure.	Members of <u>the BOD</u> , members of <u>the BOS</u> , <u>the General Director</u> and other executives shall send written notices to <u>the BOD and the BOS</u> of the transactions between <u>the Group</u> , subsidiary companies, companies over 50% of authorized capital of which is held by <u>the Group</u> with them or with their related persons as prescribed by law. <u>The Group</u> shall disclose information about the transactions that are approved by <u>the GMS or the BOD</u> in accordance with regulations of the Law on Securities on information disclosure	Editing
47.6	<p>Transactions between the Company with one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives and their related persons shall not be invalidated in the following cases:</p> <ol style="list-style-type: none"> a. For transactions whose value do not exceed 20 % of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the BOD, members of the BOS, the Director/General Director, other executives have been reported to the BOD and are approved by the majority of the members of the BOD without relevant interests; b. For contracts with value greater than 20% or transactions leading to a transaction value arising 	<i>Deleted</i> Not consistent with the overall Charter.	

<p>within 12 months from the date of the first transaction with a value of 20% or more of the total asset value recorded in the last financial statements, key contents of such transactions as well as the relationship and interests of members of the BOD, members of the BOS, the General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.</p>	<p>ADDITION: TRANSACTIONS BETWEEN THE PARENT COMPANY AND RELATED PERSONS, SHAREHOLDERS, EXECUTIVES AND RELATED PERSONS OF THESE SUBJECTS</p> <table border="1"> <tbody> <tr> <td data-bbox="632 141 954 2082"> <p>2. <i>The Group may not provide loans or guarantees to individual shareholders and their related persons.</i></p> <p>3. <i>The Group may not provide loans or guarantees to related persons of shareholders being organizations, unless the Group and organizations being related persons of shareholders being companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups, and this transaction must be approved by the GMS or the BOD in accordance with the provisions of the Group's Charter.</i></p> <p>4. <i>The Group may only perform the following transactions after they have been approved by the GMS:</i></p> <p>a. <i>Granting loans or guarantees to members of the BOD, members of the BOS, the General Director, other managers who are not shareholders and related individuals and</i></p> </td><td data-bbox="954 141 1414 2082"> <p>It is not mentioned in the Model charter under Circular No. 116/2020/TT-BTC As prescribed in Article 293 of Decree No. 155/2020/NĐ-CP and Article 167 of the Enterprise Law.</p> </td></tr> </tbody> </table>	<p>2. <i>The Group may not provide loans or guarantees to individual shareholders and their related persons.</i></p> <p>3. <i>The Group may not provide loans or guarantees to related persons of shareholders being organizations, unless the Group and organizations being related persons of shareholders being companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups, and this transaction must be approved by the GMS or the BOD in accordance with the provisions of the Group's Charter.</i></p> <p>4. <i>The Group may only perform the following transactions after they have been approved by the GMS:</i></p> <p>a. <i>Granting loans or guarantees to members of the BOD, members of the BOS, the General Director, other managers who are not shareholders and related individuals and</i></p>	<p>It is not mentioned in the Model charter under Circular No. 116/2020/TT-BTC As prescribed in Article 293 of Decree No. 155/2020/NĐ-CP and Article 167 of the Enterprise Law.</p>
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organizations of these people:

In case of granting loans or guarantees to related organizations of members of the BOD, members of the BOS, the General Director, and other managers of which the Group and that organization are companies in the same Group or companies operating in group of companies, including parent companies - subsidiaries, economic group, GMS or BOD approved in accordance with the Group's Charter;

Contracts, transactions with a value of 35% or more or transactions leading to the total value of transactions arising within 12 months from the date of first transaction with a value of 35% or more of the total value of assets recorded in the latest consolidated financial statements or a smaller percentage or value as prescribed in the Group's Charter between the Group and one of the following entities:

- Members of the BOD, members of the BOS, the General Director, other managers and their related persons;
- Shareholders and their authorized representatives owning more than 10% of the total ordinary share capital of the Group and their related persons;
- Enterprises that members of the BOD, Supervisors, the General Director and other managers of the Group must declare according to the provisions of Clause 2, Article 164 of the Law on Enterprises;

c. Contracts and transactions of borrowing and selling assets with a value greater than

	<p><u>10% of the total value of assets recorded in the most recent financial statements between the Group and shareholders owning 51% of the total number of voting shares or more or related persons of such shareholders.</u></p> <p>5. <u>The BOD approves the following contracts and transactions:</u></p> <p>a. <u>Loans or guarantees specified at Point a, Clause 3 of this Article that are not under the authority of the GMS;</u></p> <p>b. <u>Contracts and transactions specified at Point b, Clause 3 of this Article with a value of less than 35% of the total value of assets recorded in the most recent consolidated financial statements of the Group;</u></p> <p>c. <u>Contracts and transactions of borrowing, lending and selling assets specified at point c, clause 3 of this Article with a value equal to or less than 10% of the total value of assets recorded in the most recent consolidated financial statement of the Group.</u></p>	
	ARTICLE 59 – AUDIT	ARTICLE 66 – EFFECTIVE DATE
59.1	<p>The General Meeting of Shareholders appoints an independent audit firm or approves the list of independent audit firms and authorizes the Board of Directors to select one of them to conduct audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.</p>	<p><u>The GMS</u> shall appoint an independent audit company or authorize <u>the BOD</u> to select one on the list of independent audit companies, which will audit the Group's financial statements of the next year.</p>

66.1	<p>This Charter consists of 22 sections and 66 articles which were unanimously approved by the General Meeting of Shareholders of Hoa Phat Group on April 22, 2021 in Hanoi and jointly approved for the full effect of this Charter.</p>	<p>This Charter has 22 Sections, <u>65 Articles</u> and is fully ratified by the GMS of Hoa Phat Group Joint Stock Company <u>on ...</u> in Hanoi and jointly approved for the full effect of this Charter.</p>
66.4	<p>Counterparts or extracts of the Company's Charter are valid when signed by the Chairman of BOD or the authorized Vice Chairman of BOD or at least a half of total members of the BOD.</p>	<p><u>Deleted</u></p>
66.5	<p>Notwithstanding this provision, the Chairman of the BOD or the General Director or the person authorized by the General Director has the right to issue a true copy or a partial extract from the original of this Charter to provide to shareholders, partners or competent state agencies.</p>	<p>The President of <u><i>the BOD</i></u> or <u><i>the General Director</i></u> or its authorized person is entitled to provide a certified copy or partial extract of this Charter to the shareholders, partners or competent authority.</p>

DRAFT

Hanoi, May 24, 2022

RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Charter of Hoa Phat Group Joint Stock Company;
- Pursuant to contents of the Meeting Minutes No..../BB-DHĐCD.2022 dated May 24, 2022 of the Annual General Meeting of Shareholders in 2022 of Hoa Phat Group Joint Stock Company;
- Pursuant to the Minutes of Counting Votes at the Annual General Meeting of Shareholders in 2022,

HEREBY RESOLVES:

Article 1. The General Meeting of Shareholders approves the following contents

- 1.1. Approval of business and production plans in 2022 of the Group
 - The Group's revenue is estimated at **VND 160 trillion**.
 - The Group's after-tax profit plan is estimated at **VND 25 to 30 trillion**.
- 1.2. Approval of the Report of the BOM according to Statement No. 03/BC-DHĐCD.2022 dated April 28, 2022.
- 1.3. Approval of reports of the Board of Supervisors according to Statement No. 04/BC-DHĐCD.2022 dated April 28, 2022.
- 1.4. Approval of the report on fund allocation in 2021. Particularly:

The Group's fund allocation in 2021 is made as follows (data after audit):

No.	Items	Amount (VND billion)
1	Total profit before tax of 2021	37,057
2a	Current income tax expenses	2,855
2b	Deferred income tax expenses	(319)
3	Total profit before tax of 2021	34,521
4	Current income tax expenses	1,709
a	Deferred income tax expenses	5
b	Total profit before tax of 2021	1,036

<i>c</i>	Current income tax expenses	172
<i>d</i>	Deferred income tax expenses	496
5	Total profit before tax of 2021	32,812

1.5. Approval of the expected fund allocation plan in 2022. Particularly:

- Development and investment fund: Authorize the Board of Directors to consider and decide on specific allocation and expenditure.
- Bonus and welfare fund: up to 5% of profit after tax. Authorize the Board of Directors to decide on specific allocation and expenditure.
- Remuneration for the BOM: up to 1% of profit after tax. Authorize the Chairman of the BOM to decide on the form and specific remuneration of the BOM's members and specific expenditures.
- Bonus fund for the Executive Board of Hoa Phat Group Joint Stock Company and subsidiaries: Up to 5% of the surplus of profit after tax of VND 25 trillion. Authorize the Board of Directors to consider and decide on specific bonus levels, forms and plans.

1.6. Approval of the audited consolidated financial statements 2021 according to Statement No. 06/TT-DHĐCĐ.2022 dated April 28, 2022.

1.7. Election of the independent audit firm in charge of the Group's financial statements in 2022, 2023 and 2024: KPMG Co., Ltd.

1.8. Approval of the dividend payment plan in 2021 as follows:

- Payment ratio: 35%
- Form of payment: 5% in cash and 30% by shares
- Source of payment: Undistributed after-tax profit
- Time of payment: Quarter II - III in 2022
- Authorize the Board of Management to decide on the detailed dividend payment plan (including the plan for handling private shares).
- Shares issued from the 2021 share dividend will be listed immediately after implementation.

1.9. Approval of the expected dividend payment ratio in 2022: **25% expected.**

1.10. Approval of amendment contents of the current Charter according to Statement no. 09/TT-DHĐCĐ.2022 dated April 28, 2022.

Article 2. The Board of Management, Board of Directors and relevant departments, divisions shall be responsible for the implementation of this Resolution. The Resolution takes full force and effect from the date of signing.

**FOR AND ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS**

Chairman of the Board of Management

Recipients:

- *As Article 2;*
- *Relevant organizations and agencies;*
- Archived./.*

TRAN DINH LONG