

CÔNG TY CỔ PHẦN
TẬP ĐOÀN HÒA PHÁT
HOA PHAT GROUP JOINT
STOCK COMPANY

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

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Hung Yen, April 27th, 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

**Kính gửi: Ủy Ban Chứng khoán Nhà nước;
Sở Giao dịch Chứng khoán Tp. Hồ Chí Minh.**
**To: The State Securities Commission;
Hochiminh Stock Exchange.**

1. Tên tổ chức/*Name of organization*: Công ty Cổ phần Tập đoàn Hòa Phát/ *Hoa Phat group joint stock company*.

- Mã chứng khoán/Stock code: HPG
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2. Nội dung thông tin công bố/*Contents of disclosure*:

Điều lệ HPG đã được Đại hội đồng Cổ đông thường niên thông qua ngày 21/4/2026 / The HPG Charter was approved by the Annual General Meeting of Shareholders on April 21th 2026.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 27/4/2026 tại đường dẫn <https://www.hoaphat.com.vn/>. *This information was published on the company's website on April 27th 2026, as in the link https://www.hoaphat.com.vn/*
Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law*

Đại diện tổ chức
Organization representative



TỔNG GIÁM ĐỐC
Nguyễn Việt Cường

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

**CHARTER OF
HOA PHAT GROUP JOINT STOCK
COMPANY**

Hung Yen, April 21, 2026

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PREAMBLE

This Charter is amended pursuant to Resolution No. 01/NQ - DHDCD.2026 of the General Meeting of Shareholders of Hoa Phat Group Joint Stock Company, as approved at the Annual General Meeting held on April 21, 2026.

I. INTERPRETATION OF TERMS

Article 1. Interpretation of terms

1. For the purpose of this Charter, the following terms shall have the meanings hereby assigned to them:
 - a. “Authorized capital” refers to the total par value of shares that have been sold or subscribed upon establishment of the Group and as specified in Article 5 of this Charter.
 - b. “Law on Enterprises” refers to the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15.
 - c. “Law on Securities” means the Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15.
 - d. “Vietnam” means the Socialist Republic of Vietnam.
 - e. “Establishment date” refers to the date on which the Group was issued the first Business Registration Certificate.
 - f. “Executive officers” mean the General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors.
 - g. “Managers” mean the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors and other managers of the Group appointed by the Board of Directors.
 - h. “Related persons” mean any individuals and organizations as defined under the prevailing Law on Enterprises and Law on Securities.
 - i. “Shareholder” means an individual or organization holding at least one share of the Group.
 - j. “Majority shareholder” means a shareholder as defined in Clause 18, Article 4 of the Law on Securities.
 - k. “Hoa Phat Group” means a group of enterprises operating under a parent company - subsidiary model, including the parent company (the Group) being Hoa Phat Group Joint Stock Company and its subsidiaries.
 - l. “Group” refers to Hoa Phat Group Joint Stock Company (the parent company).

- m. "Subsidiaries" mean companies directly or indirectly controlled by the Group. Subsidiaries may be organized in the form of single-member limited liability companies, multi-member limited liability companies, joint stock companies, or foreign-established companies in accordance with applicable laws.
 - n. "Affiliates" are companies whose shares or capital contributions are out of control of the Company, bound by rights, obligations to the Company by the portion of contributed capital or as agreed in agreements signed with the Company. Affiliates may be organized in forms of Joint Stock Companies, Multi-member Limited Liability Companies, or Foreign-based Companies as prescribed by the law.
 - o. "Stock exchange" means an officially recognized securities trading market for shares, bonds, and other securities on which the Group's shares are listed.
 - p. "GMS" refers to the General Meeting of Shareholders of the Group.
 - q. "BOD" refers to the Board of Directors of the Group.
 - r. "BOS" refers to the Board of Supervisors of the Group.
2. In this Charter, any reference to one or some statutory provisions or other documents shall include the amendments, modifications or substitutions thereto.
 3. The headings (including chapters, articles of this Charter) are inserted for convenience of reference only and shall not affect the interpretation hereof.
 4. Words or terms defined in the Law on Enterprises shall (unless the context otherwise requires or they are inconsistent with the subject matter) have the same meanings in this Charter.

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

Article 2. Name, form of operation, head office, branches, representative offices and term of operation

1. Company name
 - In Vietnamese: "**CÔNG TY CỔ PHẦN TẬP ĐOÀN HOÀ PHÁT**"
 - In English: "**HOA PHAT GROUP JOINT STOCK COMPANY**"
 - Transaction name: "**HOA PHAT GROUP JOINT STOCK COMPANY**"
 - Abbreviated name: "**HOA PHAT GROUP**"
2. The Group is established in the form of a joint stock company, having legal entity status in accordance with the Law on Enterprises and applicable laws.

3. The Head Office of the Group: Pho Noi A Industrial Park, Nguyen Van Linh Commune, Hung Yen Province, Vietnam
 - Tel.: 024.6284 8666 Fax: 024.6283.3456
 - E-mail: hoaphatgroup@hoaphat.com.vn
 - Website: hoaphat.com.vn
4. The Group may establish branches and representative offices in its business areas in order to implement the objectives of the Group in accordance with resolutions of the Board of Directors and within the scope permitted by law.
5. The term of operation of the Group is indefinite. The Group may change its term of operation pursuant to a resolution of the General Meeting of Shareholders.

Article 3. Legal representative of the Group

The Group has 01 legal representative. The General Director shall be the legal representative of the Group. The General Director shall have the rights and obligations as prescribed in this Charter.

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

Article 4. Objectives of operation of the Group

1. The business lines of the Group are as follows:

No.	Business line	Code
1.	Wholesale of beverages Details: Wholesale of alcoholic beverages, beer and soft drinks	4633
2.	Manufacture of veneer sheets, plywood, laminated boards and other panels Details: Manufacture of furniture for offices, households and schools; wood processing and production	1621
3.	Manufacture of machinery for mining and construction Details: Manufacture and trading of construction and mining machinery	2824
4.	Wholesale of other machinery, equipment and spare parts Details: Trading of electrical and electronic products; trading and import-export of steel and equipment for steel production and rolling; trading and leasing of sports equipment, sportswear and souvenirs; wholesale of equipment and spare parts for transport and mining sectors, and transport vehicles	4659

5.	Manufacture of electric domestic appliances Details: Manufacture, trading, assembly, installation, repair and maintenance of electronic, refrigeration and household electrical appliances, air conditioners	2750
6.	Manufacture of plastic products Details: Manufacture and trading of plastic materials and products	2220
7.	Advertising	7310
8.	Quarrying of stone, sand, gravel and clay	0810
9.	Manufacture of other ceramic products	2393
10.	Other manufacturing not elsewhere classified Details: Manufacture, trading and assembly of interior products and construction equipment	3290
11.	Real estate business, land use rights of owners, users or lessees Details: Real estate business (excluding land price consultancy and investment in cemetery infrastructure for transfer of land use rights attached to infrastructure); leasing of offices and assets	6810
12.	Road cargo transport Details: Transport services and leasing of transport vehicles	4933
13.	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, rattan) and live animals (excluding the exercise of export, import and distribution rights with respect to goods falling under the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import and distribution rights in accordance with applicable laws) Details: Wholesale of animal feed and feed ingredients for livestock, poultry and aquaculture	4620
14.	Manufacture of construction materials from clay Details: Cement production and trading of construction materials	2392
15.	Iron ore mining Details: Mining of metal ores; trading of metals, metal ores and scrap steel	0710
16.	Casting of non-ferrous metals Details: Smelting of iron and steel; casting of iron, steel; manufacture of coated and uncoated steel pipes, stainless steel pipes; aluminium smelting and rolling	2432 (Primary)

17.	Warehousing and storage Details: Trading in warehousing services	5210
18.	Operation of sports facilities Details: Sports services (training, competition organization, athlete transfer); construction and leasing of training grounds and sports arenas	9311
19.	Other business support service activities not elsewhere classified (Excluding the exercise of export, import and distribution rights with respect to goods falling under the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import and distribution rights in accordance with applicable laws) Details: Entrustment and receipt of entrustment for import and export; import and export of goods traded by the Company (excluding prohibited goods under the law)	8299
20.	Cultivation of rubber trees	0125
21.	Cargo handling Details: Cargo handling at seaports; inland waterway ports; road transport	5224
22.	Inland water freight transport	5022
23.	Sea and coastal freight transport	5012
24.	Manufacture of iron, steel and cast iron Details: Production of iron, steel, pig iron and steel billets	2410
25.	Forging, pressing, stamping and roll-forming of metal; powder metallurgy Details: Production of hot-rolled and cold-rolled steel; manufacture of black steel pipes, galvanized steel pipes and alloy-coated steel pipes	2591
26.	Processing and preserving of meat and meat products (Excluding cultivation, production or processing of rare plants; breeding of rare wildlife; and processing of such animals and plants, including live animals and derived products)	1010
27.	Manufacture of fertilizers and nitrogen compounds	2012
28.	Wholesale of food (Excluding export, import and distribution rights for goods restricted to foreign investors or foreign-invested economic organizations)	4632

	under applicable laws)	
29.	Pig farming and breeding (Excluding breeding of rare wildlife and related processing; excluding research or use of new livestock genetic resources without approval of the Ministry of Agriculture and Environment)	0145
30.	Poultry farming (Excluding the breeding of endangered and rare wildlife species, and the processing or handling of such animals, including live animals and their products; (Excluding research on or use of new livestock genetic resources prior to appraisal and evaluation by the Ministry of Agriculture and Environment)	0146
31.	Animal production service activities	0162
32.	Casting of iron and steel	2431
33.	Manufacture of prepared animal feeds for livestock, poultry and aquaculture (excluding the cultivation, production or processing of rare and endangered plant species; the breeding of endangered and rare wildlife species; and the processing or handling of such animals or plants, including live animals and their derived products)	1080
34.	Leasing of motor vehicles Details: Car leasing	7710
35.	Mining and collection of lignite	0520
36.	Cattle and buffalo farming and breeding (Excluding the breeding of endangered and rare wildlife species, and the processing or handling of such animals, including live animals and their derived products) (Excluding research on or utilization of new livestock genetic resources prior to appraisal and evaluation by the Ministry of Agriculture and Environment)	0141
37.	Construction of residential buildings	4101
38.	Construction of non-residential buildings	4102
39.	Other mining support service activities Details: Exploration, beneficiation and processing of minerals	0990
40.	Manufacture of metal structures	2511

41.	Wholesale of other household goods Details: Wholesale of refrigerators and air conditioners; wholesale of beds, wardrobes, tables, chairs and similar furniture	4649
42.	Recycling of waste materials (excluding those prohibited by the State) Details: Recycling of metal scrap	3830
43.	Other supporting activities for transportation Details: Trading of raw materials for road and railway construction; provision of agency and freight forwarding services; logistics	5229
44.	Manufacture of coke (excluding mine clearance and blasting activities)	1910
45.	Machining; treatment and coating of metals Details: Manufacture of mechanical products (mainly construction machinery, office furniture); manufacture of galvanized steel roofing sheets, aluminum-zinc alloy coated sheets, pre-painted galvanized sheets and other alloy-coated products; metal plating, polishing and heat treatment	2592
46.	Water collection, treatment and supply	3600
47.	Construction of other public civil engineering projects	4229
48.	Construction of road works	4212
49.	Manufacture of concrete and products of concrete, cement and plaster	2395
50.	Drainage and wastewater treatment activities	3700
51.	Manufacture of cement, lime and plaster	2394
52.	Leasing of other machinery, equipment and tangible goods without operator Details: Leasing services of machinery, equipment and vehicles	7730
53.	Financial service support activities not elsewhere classified Details: Investment consultancy (excluding legal, financial, accounting, auditing, tax and securities consultancy)	6619
54.	Construction of other civil engineering projects Details: Investment in and development of synchronized infrastructure for industrial parks and urban areas; civil and industrial construction	4299
55.	Extraction of natural gas	0620

56.	Agents, brokers and auctioneers of goods Details: Agency for trading of goods (excluding goods and services subject to State monopoly in commercial activities)	4610
57.	Non-specialized wholesale trade (Excluding goods and services subject to State monopoly in commercial activities)	4690
58.	Other food service activities	5629
59.	Activities of head offices Details: Supervisory and management activities of head offices	7010
60.	Activities of call centers (excluding public opinion polling services)	8220
61.	Organization of trade promotion and commercial events	8230
62.	Construction of railways	4211
63.	General support services	8110
64.	Restaurants and mobile food service activities	5610
65.	Event catering and other occasional food service activities	5621
66.	Beverage serving activities	5630
67.	Other financial service activities not elsewhere classified (except insurance and pension funding) Details: Financial investment activities	6499
68.	Wholesale of automobiles and other motor vehicles	4661
69.	Retail sale of automobiles and other motor vehicles	4781
70.	Business management consultancy and other management consultancy activities Details: Domestic and foreign investment consultancy (excluding legal consultancy)	7020
71.	Manufacture of precious metals and non-ferrous metals (Excluding the exercise of export, import and distribution rights with respect to goods falling under the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import and distribution rights in accordance with applicable laws) Details: Manufacture and trading of non-ferrous metals and non-ferrous scrap; production of double-rolled steel; manufacture of roofing sheets	2420

72.	Wholesale of metals and metal ores (Excluding the exercise of export, import, and distribution rights with respect to goods included in the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights in accordance with the laws) Details: Wholesale of steel products, zinc ingots, other metals and alloys; wholesale of stainless steel pipes and alloy steel pipes; trading of aluminum products for construction and consumer use	4672
73.	Wholesale of construction materials and installation supplies Details: Trading of construction materials; wholesale of plastic construction materials including plastic resins, pipes, doors, frames and ceiling panels; wholesale of steel structures, frames and construction components	4673
74.	Manufacture of wooden beds, wardrobes, tables and chairs	3101
75.	Manufacture of metal beds, wardrobes, tables and chairs	3102
76.	Manufacture of beds, wardrobes, tables and chairs from other materials	3109
77.	Other specialized wholesale not elsewhere classified (Excluding the exercise of export, import, and distribution rights with respect to goods included in the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights in accordance with the laws) Details: Wholesale of chemicals (excluding chemicals prohibited by the State); wholesale of metal and non-metal scrap and waste; wholesale of equipment for the steelmaking and rolling industry; wholesale of packaging materials.	4679
78.	Other real estate activities on a fee or contract basis (Excluding land price consultancy services; and investment in construction of cemetery infrastructure for the purpose of transferring land use rights attached to such infrastructure.)	6829
79.	Wholesale of solid, liquid and gaseous fuels and related products Details: Wholesale of coal and other solid fuels (Excluding exercise of export, import, and distribution rights with respect to goods included in the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights in accordance with the laws)	4671
80.	Electric power transmission and distribution	3513

	(Excluding goods and services subject to State monopoly in commercial activities)	
81.	Office administrative and support activities	8210
82.	Computer consultancy and computer facilities management activities	6220
83.	Other information technology and computer service activities	6290
84.	Information technology infrastructure, data processing, hosting and related activities	6310

2. The Group is entitled to conduct business in sectors not prohibited by law. The General Meeting of Shareholders shall decide on any change or expansion of the Group's business lines in accordance with applicable laws.
3. The objectives of operation of the Group are to maximize profits, accumulate resources for investment and development, and contribute to the achievement of corporate development objectives.

IV. AUTHORIZED CAPITAL AND SHARES

Article 5. Authorized capital and shares

1. The authorized capital of the Group is: **VND 76,754,658,550,000** (*Seventy-six trillion seven hundred fifty-four billion six hundred fifty-eight million five hundred fifty thousand Vietnamese dong*).

The total authorized capital of the Group is divided into **7,675,465,855** (*Seven billion six hundred seventy-five million four hundred sixty-five thousand eight hundred fifty-five*) shares with a par value of VND 10,000 (ten thousand Vietnamese dong) per share.

2. The Group may change its authorized capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
3. All shares of the Group at the time of adoption of this Charter are ordinary shares. The rights and obligations attached to such shares are specified in Articles 9 and 10 of this Charter.
4. In addition to ordinary shares, the Group may issue other classes of preference shares subject to approval by the General Meeting of Shareholders from time to time and in accordance with applicable laws. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders; ordinary shares may not be converted into preference shares.
5. The number of shares authorized for offering of the Group shall be the total number of shares determined by the General Meeting of Shareholders for capital raising from time to time. The Board of Directors shall decide on the timing, method and

offering price of shares. The offering price of shares shall not be lower than the market price at the time of offering or the latest book value of the shares, except in the following cases:

- a. Shares offered to all Shareholders in proportion to their existing shareholding;
 - b. Shares issued to employees under an employee stock ownership plan (ESOP) approved by the General Meeting of Shareholders;
 - c. Other cases as approved by the General Meeting of Shareholders and in accordance with applicable laws.
6. Unless otherwise decided by the General Meeting of Shareholders, any ordinary shares proposed to be issued shall be first offered to existing shareholders in proportion to their respective holdings of ordinary shares. The procedures for offering shares to existing shareholders shall comply with the laws on securities. Shareholders shall have the right to transfer their pre-emptive subscription rights to other persons. Shares not subscribed for by shareholders shall be decided upon by the Board of Directors. The Board of Directors may allocate the right to purchase such shares to shareholders and/or other persons under terms and conditions deemed appropriate, provided that such terms are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or where shares are sold through a Stock Exchange.
7. The Group may redeem shares it has issued in accordance with the methods prescribed in this Charter and applicable laws.
8. The Group may issue other types of securities in accordance with applicable laws.

Article 6. Share certificates and shareholders' register

1. Shareholders of the Group shall be issued share certificates corresponding to the number and class of shares held.
2. A share certificate is a certificate issued by the Group, an entry in the book-entry system, or electronic data evidencing ownership of one or more shares of the Group. A share certificate shall contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. In the event of any error in the details or form of a share certificate issued by the Group, the rights and interests of the holder thereof shall not be affected. The legal representative of the Group shall be liable for any damage arising from such errors.
4. In case of transfer of a portion of shares, the old certificate shall be cancelled and a new certificate recording the number of shares transferred and the remaining shares shall be issued free of charge.

5. In the event that a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate upon request. Such request must include the following:
 - a. Information on the lost, damaged or otherwise destroyed share certificate;
 - b. A commitment to assume responsibility for any disputes arising from the re-issuance of the new certificate and to pay all related expenses to the Group.
6. All forms of share certificates, bonds or other securities of the Group (except for offering circulars, temporary certificates and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Group, unless otherwise provided in the terms and conditions of issuance.
7. The Shareholders' register or the List of securities holders of the Group shall be registered and maintained at Vietnam Securities Depository and Clearing Corporation (VSDC).
8. In case of any change to the information in the Shareholders' Register relating to any shareholder, such shareholder shall notify the Group (in case of non-deposited shares) or the securities company where the shares are deposited (in case of deposited shares) so that the Group/the securities company may update the shareholder's information in the Shareholders' Register or the list of securities holders at VSDC.

The Group shall not be liable in cases where it is unable to contact and/or send correspondence or documents to a shareholder due to the absence, inaccuracy or incompleteness of the shareholder's address for communication and/or delivery purposes. Such inability to contact or deliver shall not affect the procedures for convening the General Meeting of Shareholders, collecting shareholders' written opinions, sending documents to shareholders, or the validity of resolutions adopted by the General Meeting of Shareholders.

Article 7. Transfer of shares

1. All shares shall be freely transferable, unless otherwise provided by law or this Charter. Shares listed or registered for trading on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid up shall not be transferred and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from equity, the right to subscribe for newly offered shares, and other rights in accordance with applicable laws.
3. In the event that an individual shareholder dies, his/her heir(s) under a will or by law shall become shareholder(s) of the Group. However, this provision shall not

release the estate of the deceased shareholder from any obligations attached to the shares held by such shareholder.

4. In the event that shares of a deceased individual shareholder have no heir, or the heir refuses the inheritance or is disqualified from inheritance, such shares shall be handled in accordance with the civil laws.
5. Any individual or organization acquiring shares in the cases provided in this Article shall become a shareholder of the Group only upon full registration of their information in the Shareholders' Register. In the case of deposited shares, such individual or organization shall contact the securities company where the shares are deposited to carry out procedures for inheritance of shares in accordance with applicable laws.
6. A transfer of shares shall become effective upon registration of such transfer in the Shareholders' Register/List of securities holders or on the date of book-entry posting in the securities depository account at the Vietnam Securities Depository and Clearing Corporation. Only persons whose names are recorded in the Shareholders' Register/List of securities holders shall be recognized as lawful shareholders of the Group.
7. All shares listed on a Stock Exchange shall be transferred in accordance with the laws on securities and the regulations of the Stock Exchange.
8. The Board of Directors shall have full authority to refuse the registration of any transfer of shares that have not been fully paid up.

V. ORGANIZATION, MANAGEMENT AND CONTROL STRUCTURE

Article 8. Organization, management and control structure

The organizational structure for management, governance and control of the Group comprises:

- a. The General Meeting of Shareholders: comprising all shareholders with voting rights, being the highest decision-making body of the Group.
- b. The Board of Directors: being the management body of the Group, having full authority on behalf of the Group to decide and exercise the rights and obligations of the Group not falling within the authority of the General Meeting of Shareholders and/or to decide on matters as delegated by the General Meeting of Shareholders. The Board of Directors shall be responsible for managing the Group in the best interests of all shareholders.
- c. The Board of Supervisors: being the supervisory body overseeing the Board of Directors and the General Director in the management and operation of the Group.

The Board of Supervisors shall be accountable to the General Meeting of Shareholders for the performance of its assigned rights and duties.

- d. The General Director: being the person responsible for the day-to-day management of the business operations of the Group, subject to the supervision of the Board of Directors and the Board of Supervisors, and accountable to the Board of Directors and before the law for the performance of the assigned rights and duties.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 9. Rights of shareholders

1. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through authorized representatives or by other methods as prescribed by this Charter and applicable laws. Each ordinary share shall carry one vote;
 - b. To receive dividends at the rate determined by resolutions of the General Meeting of Shareholders;
 - c. To be given priority in subscribing for new shares in proportion to their shareholding in the Group;
 - d. To freely transfer their fully paid shares to others in accordance with this Charter and applicable laws;
 - e. To review, inspect and extract information relating to names and contact addresses in the list of shareholders with voting rights; to request the Group to correct inaccurate information if their shares are not deposited; or to request the securities company to correct inaccurate information if their shares are deposited;
 - f. To review, inspect, extract or copy the Charter, minutes of meetings and resolutions of the General Meeting of Shareholders;
 - g. Upon dissolution or bankruptcy of the Group, to receive a portion of the remaining assets corresponding to their shareholding ratio in the Group;
 - h. To request the Group to repurchase their shares in the cases provided under Article 132 of the Law on Enterprises;
 - i. To be treated equally. Each share of the same class shall confer equal rights, obligations and interests upon its holder. Where the Group has different classes of preference shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. To have full access to periodic and ad hoc information disclosed by the Group in accordance with applicable laws;

- k. To have their lawful rights and interests protected; to request suspension or annulment of resolutions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- l. Other rights as provided in this Charter and applicable laws.
- 2. A shareholder or a group of shareholders holding **05%** or more of the total ordinary shares shall have the following rights:
 - a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. To review, inspect and extract minutes and resolutions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors and other documents, except for documents relating to trade secrets and business secrets of the Group;
 - c. To request the Board of Supervisors to examine specific matters relating to the management and operation of the Group when deemed necessary. Such request must be made in writing and include the following particulars: full name, contact address, nationality and legal identification of an individual shareholder; name, enterprise code or legal identification and head office address of an institutional shareholder; number of shares and date of share registration of each shareholder, total number of shares held by the group and the percentage of ownership in the total shares of the Group; matters to be examined and the purpose of examination;
 - d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Group at least 10 working days prior to the opening date of the meeting, clearly stating the name of the shareholder, number of shares of each class held, and the matters proposed to be included in the agenda;
 - e. Other rights as provided in this Charter and applicable laws.
- 3. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination shall be conducted as follows:
 - a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the Group of the formation of such group and submit such notification prior to the opening of the General Meeting of Shareholders in accordance with the timeline specified in the election regulations of the Group;
 - b. Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this Clause shall be

entitled to nominate one or more candidates as determined by the General Meeting of Shareholders. In the event that the number of candidates nominated by such shareholders or group of shareholders is less than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

Article 10. Obligations of shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the number of shares subscribed in accordance with applicable regulations;
2. To comply with this Charter and the internal regulations of the Group;
3. To comply with resolutions of the General Meeting of Shareholders and the Board of Directors;
4. To keep confidential the information provided by the Group in accordance with this Charter and applicable laws; to use such information only for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, copy or transmit such information to any other organization or individual;
5. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attending and voting in person at the meeting;
 - b. Attending and voting by proxy at the meeting;
 - c. Attending and voting via online meetings, electronic voting or other electronic forms in accordance with the regulations of the Group applicable to each meeting;
 - d. Sending voting ballots to the meeting by post, fax or email in accordance with the regulations of the Group applicable to each meeting;
6. To bear personal liability when acting in the name of the Group in any form to carry out any of the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. Paying debts not yet due in the face of potential financial risks to the Group;
7. To provide an accurate address when subscribing for shares;
8. To fulfill other obligations as prescribed by applicable laws;

Article 11. General Meeting of Shareholders

1. The General Meeting of Shareholders shall convene an annual meeting once per year within 04 months from the end of the financial year. The Board of Directors may decide to extend the time limit for convening the annual meeting where necessary, but not exceeding 06 months from the end of the financial year. In addition to the annual meeting, extraordinary meetings may be convened. The place of the meeting shall be determined as the location where the Chairman attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and determine an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and this Charter, in particular approving the audited annual financial statements. Independent auditors shall be invited to attend the meeting to provide advice on the approval of the annual financial statements.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. Where it deems necessary for the interests of the Group;
 - b. Where the remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number prescribed by law;
 - c. Upon request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purposes of the meeting, and signed by the relevant shareholders (which may be executed in multiple counterparts);
 - d. Upon request of the Board of Supervisors;
 - e. Other cases as prescribed by law and this Charter
4. Convening an extraordinary General Meeting of Shareholders:
 - a. The Board of Directors must convene the meeting within 30 days from the date the circumstances specified in sub-paragraph b Clause 3 of this Article arise or from the date of receipt of the requests specified in Points c and d Clause 3 of this Article;
 - b. If the Board of Directors fails to convene the meeting as prescribed in Point a above, within the following 30 days, the Board of Supervisors shall convene the meeting in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;
 - c. If the Board of Supervisors also fails to convene the meeting, the shareholder(s) referred to in sub-paragraph c Clause 3 of this Article shall have the right to request a representative of the Group to convene the meeting in accordance with the Law on

- Enterprises. In such case, such shareholder(s) may request the business registration authority to supervise the order and procedures for convening, conducting the meeting and adopting resolutions of the General Meeting of Shareholders;
- d. All expenses for convening and conducting the meeting shall be reimbursed by the Group. Such expenses shall not include personal expenses incurred by shareholders when attending the meeting, including accommodation and travel expenses;
 - e. The procedures for organizing the meeting shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 12. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following rights and obligations:
 - a. To approve the development orientation of the Group;
 - b. To decide on the classes of shares and the total number of shares of each class authorized for offering; to determine the annual dividend rate for each class of shares;
 - c. To decide on the number of members of the Board of Directors and the Board of Supervisors; to elect, dismiss and remove members of the Board of Directors and the Board of Supervisors;
 - d. To decide on investments or the sale of assets with a value equal to or exceeding 50% of the total asset value as recorded in the most recent consolidated financial statements of the Group;
 - e. To decide on amendments and supplements to the Charter of the Group;
 - f. To approve the annual financial statements;
 - g. To decide on the repurchase of more than 10% of the total issued shares of each class;
 - h. To review and handle violations committed by members of the Board of Directors and the Board of Supervisors causing damage to the Group and its shareholders;
 - i. To decide on reorganization, dissolution or bankruptcy of the Group;
 - j. To decide on the budget or total remuneration, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
 - k. To approve the Internal Corporate Governance Regulations and the Regulations on operation of the Board of Directors and the Board of Supervisors;
 - l. To approve the list of independent auditing firms; to decide on the independent auditing firm to audit the operations of the Group and to dismiss such independent auditors when deemed necessary;

- m. To approve contracts and transactions as prescribed in Clause 3, Article 46 of this Charter;
 - n. Other rights and obligations as prescribed by applicable laws and this Charter.
2. The annual General Meeting of Shareholders shall discuss and approve the following matters:
 - a. The annual business plan of the Group;
 - b. The audited annual financial statements;
 - c. The report of the Board of Directors on corporate governance and the performance of the Board of Directors and each of its members;
 - d. The report of the Board of Supervisors on the business performance of the Group and the performance of the Board of Directors and the General Director;
 - e. The self-assessment report on the performance of the Board of Supervisors and its members;
 - f. The dividend level for each class of shares;
 - g. The division, separation, consolidation, merger or conversion of the Group's organizational form;
 - h. Other matters within the authority of the General Meeting of Shareholders as prescribed by law, this Charter and other regulations of the Group.
 3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 13. Attendance at the General Meeting of Shareholders by proxy

1. A shareholder or the authorized representative of an institutional shareholder may attend a meeting of the General Meeting of Shareholders in person, or appoint one or more proxies to attend and vote on his/her/its behalf, or participate through any of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The appointment of a proxy to attend and vote at the General Meeting of Shareholders must be made in writing. The proxy instrument shall be in the form prescribed by the Group or otherwise compliant with applicable civil laws, and shall specify: the name of the appointing shareholder; the name of the proxy; the number and class of shares represented; the scope and content of authorization; the term of the authorization; and the signatures of the principal and the proxy.

The proxy must submit the proxy instrument upon registration for attendance at the meeting, or the Proxy may be delivered to the Group at least 24 hours prior to the meeting. In the case of sub-authorization, the attendee must additionally present the original proxy instrument granted by the shareholder or the authorized

representative of an institutional shareholder (unless such document has been previously registered with the Group).

3. A shareholder shall be deemed to have attended and voted at the General Meeting of Shareholders in the following cases:
 - a. Attending and voting in person at the meeting;
 - b. Attending and voting by a duly appointed proxy;
 - c. Attending and voting via online meeting, electronic voting or other electronic means;
 - d. Submitting voting ballots to the meeting by post, fax or email;
 - e. Submitting voting ballots by other means as prescribed in this Charter.
4. Voting by a proxy within the scope of authorization shall remain valid notwithstanding the occurrence of any of the following events:
 - a. The appointing shareholder has died, has limited legal capacity or has lost legal capacity;
 - b. The appointing shareholder has revoked the nomination of proxy;
 - c. The appointing shareholder has revoked the authority of the proxy.

This provision shall not apply where the Group has received written notice of any such event at least 48 hours prior to the opening of the General Meeting of Shareholders or prior to any adjourned meeting.

Article 14. Variation of rights

1. Any variation or abrogation of the special rights associated with any class of preference shares shall be effective only upon approval by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting of the General Meeting of Shareholders. Any resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a class of preference shares shall be passed only if it is approved by shareholders holding at least 75% of the total number of such class of preference shares present at the meeting, or by shareholders holding at least 75% of the total number of such class of preference shares in the case of adoption by written resolution.
2. A meeting of shareholders of a particular class as mentioned above shall be valid only if attended by at least 02 shareholders (or their authorized representatives) holding not less than one-third of the total par value of the issued shares of that class. If the quorum is not met, a second meeting shall be convened within 30 days thereafter, and the shareholders holding shares of such class (regardless of the number of attendees or shares held) present in person or by proxy shall be deemed

to constitute a valid quorum. At such separate meetings, shareholders holding shares of that class, present in person or by proxy, may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of this Charter applicable to meetings of the General Meeting of Shareholders.
4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares having preferential rights in respect of the distribution of profits or assets of the Group shall not be deemed to be varied by the issuance of additional shares of the same class.

Article 15. Convening, agenda and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 11 of this Charter.
2. The convener of the General Meeting of Shareholders shall perform the following tasks:
 - a. To prepare the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. Such list shall be prepared no earlier than 10 days prior to the date of dispatch of the notice of meeting;
 - b. The Group shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;
 - c. To prepare the agenda and contents of the meeting;
 - d. To prepare documents for the meeting;
 - e. To prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items;
 - f. To determine the time and venue of the meeting;
 - g. To notify and send the notice of meeting to all shareholders entitled to attend;
 - h. To perform other tasks necessary for the organization of the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by methods ensuring delivery to the shareholders' contact addresses (including email, text message, postal mail or other appropriate methods as prescribed by the Group from time to time), and shall be simultaneously disclosed on the Group's website, the State Securities Commission and the Stock Exchange. The convener

must send the notice of meeting to all shareholders on the list of shareholders entitled to attend no later than 21 days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Group's website. In cases where such documents are not enclosed with the notice, the notice must specify the link to access the full set of meeting documents, including:

- a. The agenda and materials for the meeting;
 - b. The list and detailed information of candidates in case of election of members of the Board of Directors or the Board of Supervisors;
 - c. Voting ballots;
 - d. Draft resolutions for each agenda item.
4. A shareholder or a group of shareholders as specified in Clause 2, Article 9 of this Charter shall have the right to propose additional matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Group at least 10 working days prior to the opening date of the meeting. The proposal must specify the name of the shareholder, the number and class of shares held, and the proposed agenda item.
5. The convenor of the General Meeting of Shareholders shall have the right to refuse proposals specified in Clause 4 of this Article in any of the following cases:
- a. The proposal is not submitted within the prescribed time limit or does not contain sufficient or proper information;
 - b. At the time of submission, the shareholder or group of shareholders does not hold at least 05% of the ordinary shares as prescribed in Clause 2, Article 9 of this Charter;
 - c. The proposed matter does not fall within the authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by applicable laws and this Charter.
6. The convenor of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 5 of this Article; such proposals shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 16. Conditions for convening the General Meeting of Shareholders

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

2. If the first meeting fails to meet the quorum specified in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the scheduled date of the first meeting. The second meeting shall be duly convened when shareholders attending represent at least 33% of the total voting shares.
3. If the second meeting fails to meet the quorum requirement specified in Clause 2 of this Article, a notice of the third meeting shall be sent within 20 days from the scheduled date of the second meeting. The third meeting shall be duly convened regardless of the total number of voting shares represented by the shareholders attending the meeting.
4. Upon proposal by the Chairman of the meeting, the General Meeting of Shareholders may amend the agenda enclosed with the notice of meeting in accordance with Article 15 of this Charter.

Article 17. Procedures for convening meetings and voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Group shall carry out shareholder registration procedures and shall continue such registration until all shareholders entitled to attend the meeting have been duly registered, in accordance with the following:
 - a. Upon registration, each shareholder or proxy with voting rights shall be issued a voting card (in physical or electronic form via voting software), indicating the shareholder identification number, full name of the shareholder, full name of the proxy (if any), and the number of voting rights held. Voting shall commence upon the instruction of the Chairman and shall conclude when the last shareholder has cast his/her vote or upon the Chairman's instruction. Voting ballots may be encoded to facilitate computerized vote counting. Upon completion of voting, any shareholder who does not cast a vote shall be deemed to have abstained. The total number of valid/invalid votes, votes in favor/against/abstentions for each matter shall be announced by the vote-counting committee immediately prior to the closing of the meeting.
 - b. Any shareholder, authorized representative of an institutional shareholder, or proxy arriving after the opening of the meeting shall be entitled to register immediately and thereafter participate in and vote at the meeting. The Chairman shall not be required to suspend the meeting to accommodate late registration, and the validity of any matters already voted upon shall remain unaffected.
2. The election of the Chairman, secretary, and vote-counting committee shall be conducted as follows:

- a. The Chairman of the Board of Directors shall act as Chairman or may authorize another member of the Board of Directors to act as Chairman for meetings convened by the Board of Directors. In the absence or incapacity of the Chairman, the remaining members of the Board of Directors shall elect one among them to act as Chairman on a majority basis. If no Chairman can be elected, the Head of the Board of Supervisors shall preside over the meeting for the purpose of electing a Chairman from among the attendees, and the person receiving the highest number of votes shall act as Chairman.
- b. Except as provided in sub-paragraph a above, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairman, and the person receiving the highest number of votes shall act as Chairman;
- c. The Chairman shall appoint one or more persons to act as a secretary of the meeting;
- d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon nomination by the Chairman.
3. The agenda and matters of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda shall specify clearly and in detail the time allocated to each item.
4. Decisions of the Chairman regarding the order, procedures, or events arising outside the agenda of the General Meeting of Shareholders shall be final.
5. The Chairman shall have the authority to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees, including:
 - a. Regulating the number of attendees at the main meeting venue;
 - b. Ensuring the safety of all persons present;
 - c. Facilitating shareholders' attendance (or continued attendance) at the meeting.

The convenor of the General Meeting of Shareholders shall have full authority to vary such measures and to adopt all necessary actions, including issuing admission credentials or applying other selection methods.
6. The convenor or the Chairman shall have the following rights:
 - a. To require all attendees to undergo security checks or other lawful and reasonable security measures;
 - b. To request the competent authorities to maintain order at the meeting, and to remove any person who fails to comply with the Chairman's authority, deliberately

disrupts order, obstructs the normal conduct of the meeting, or fails to comply with security requirements.

7. The Chairman may adjourn a duly convened General Meeting of Shareholders for a period not exceeding 03 working days from the scheduled opening date, and may only adjourn or change the meeting venue in the following cases:
 - a. The meeting venue does not have sufficient seating capacity for all attendees;
 - b. The facilities at the venue do not ensure that shareholders can participate, discuss and vote;
 - c. There are acts of obstruction or disorder that may prevent the meeting from being conducted fairly and lawfully.
8. In the event that the Chairman adjourns or suspends the meeting in contravention of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman and preside over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.
9. Where the Group applies modern technology to organize the General Meeting of Shareholders via online meeting, the Group shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises.

Article 18. Conditions for adoption of resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting rights of all shareholders attending and voting at the General Meeting of Shareholders, except as otherwise provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a. Classes of shares and the total number of shares of each class;
 - b. Changes to business lines, trades and business sectors;
 - c. Changes to the organizational and management structure of the Group;
 - d. Investment projects or disposal of assets having a value equal to or exceeding 50% of the total assets recorded in the most recent consolidated financial statements of the Group;
 - e. Reorganization, dissolution or bankruptcy of the Group.
2. Other resolutions shall be adopted if approved by shareholders representing more than 50% of the total voting rights of all shareholders attending and voting at the

meeting, except as provided in Clause 1 and Clause 3 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. The election of members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares held multiplied by the number of positions to be elected, and may allocate all or part of such votes to one or more candidates. Successful candidates shall be determined in descending order of votes received, starting from the candidate with the highest number of votes until the required number of members as prescribed in this Charter is reached. In the event that 02 or more candidates receive equal votes for the final position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the criteria set out in the election regulations or this Charter.

Article 19. Authority and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors shall have the right to obtain shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders at any time if deemed necessary for the best interests of the Group.
2. The Board of Directors shall prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents. The opinion ballots together with the draft resolutions and explanatory documents must be sent to all shareholders entitled to vote at least 10 days prior to the deadline for returning the ballots. The requirements and methods for sending the ballots and accompanying documents shall comply with Clause 3, Article 15 of this Charter.
3. The opinion ballot must contain the following principal contents:
 - a. Name, head office address and enterprise registration number;
 - b. Purpose of obtaining opinions;
 - c. Full name, contact address, nationality and legal identification of an individual shareholder; name, enterprise registration number or legal identification, and head office address of an institutional shareholder; or full name, contact address, nationality and legal identification of the representative of an institutional shareholder; number of shares of each class and corresponding voting rights;
 - d. Matters on which opinions are sought;
 - e. Voting options, including approval, disapproval and abstention for each matter;
 - f. Deadline for returning the completed opinion ballots to the Group;

- g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Group.
4. Shareholders may return completed opinion ballots to the Group by one of the following methods:
 - a. By post: the completed ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of an institutional shareholder. Ballots sent to the Group must be enclosed in sealed envelopes and must not be opened prior to vote counting;
 - b. By fax or email: ballots sent by fax or email must be kept confidential until the time of vote counting;
 - c. Ballots received after the deadline specified in the ballot, or ballots that have been opened in the case of postal submission or disclosed in the case of fax or email, shall be invalid. Ballots not returned shall be deemed as non-voting
 5. The Board of Directors shall conduct vote counting and prepare minutes of vote counting in the presence of the Board of Supervisors or shareholders who do not hold managerial positions in the Group. The vote-counting minutes shall include the following principal details:
 - a. Name, head office address and business registration number;
 - b. Purpose and matters on which opinions are sought;
 - c. Number of shareholders and total voting rights participating, specifying valid and invalid votes, with an annex listing participating shareholders;
 - d. Total votes in favor, against and abstentions for each matter;
 - e. Matters adopted and corresponding approval ratios;
 - f. Full names and signatures of the Chairman of the Board of Directors, the legal representative of the Group, the vote-counting supervisors and the vote counters.
- Members of the Board of Directors, vote counters and vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and shall be jointly liable for any damage arising from resolutions adopted due to dishonest or inaccurate vote counting;
6. The vote-counting minutes and resolutions of the General Meeting of Shareholders must be published on the Group's website within 24 hours from the completion of vote counting.
 7. Completed opinion ballots, vote-counting minutes, adopted resolutions and all accompanying documents shall be archived at the head office of the Group.

8. A resolution adopted by written opinion shall be valid if approved by shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote, and shall have the same validity as a resolution adopted at a the General Meeting of Shareholders.

Article 20. Resolutions and minutes of the General Meeting of Shareholders

1. General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall contain the following principal details:
 - a. Name, head office address and business registration number of the Group;
 - b. Time and venue of the meeting;
 - c. Agenda and matters of the meeting;
 - d. Full name of the chairman and the secretary;
 - e. Summary of the proceedings of the meeting and opinions expressed at the meeting on each agenda item;
 - f. Number of shareholders and total voting rights of shareholders attending the meeting, together with an annexed list of attending shareholders and their representatives, indicating the number of shares and corresponding voting rights;
 - g. Total voting rights for each matter put to vote, specifying the method of voting, total valid votes, invalid votes, votes in favor, against and abstentions, and the corresponding percentages of the total voting rights of shareholders attending the meeting;
 - h. Matters adopted and corresponding approval ratios;
 - i. Full names and signatures of the Chairman and the secretary.

Where the chairman or the secretary refuses to sign the minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed above. The minutes shall clearly state the refusal of the chairman and/or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting. The Chairman, the secretary or any other signatories of the minutes shall be jointly responsible for the truthfulness and accuracy of the contents thereof.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy, the Vietnamese version shall prevail.
4. Resolutions and minutes of the General Meeting of Shareholders, the annexed list of attending shareholders bearing their signatures, proxies for attendance, all documents attached to the minutes (if any), and documents accompanying the notice of meeting must be disclosed in accordance with applicable laws on information disclosure in the securities market and shall be archived at the head office of the Group.
5. The minutes and resolutions of the General Meeting of Shareholders must be published on the Group's website within 24 hours from the closing of the meeting.

Article 21. Request for annulment of resolutions of the General Meeting of Shareholders

Within 90 days from the date on which the minutes of the General Meeting of Shareholders or the minutes of vote-counting results of written opinion collection are published on the Group's website, a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a competent Court or Arbitration to review and annul a resolution or part thereof of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except as provided in Clause 2, Article 22 of this Charter;
2. The contents of the resolution violate the law or the Charter of the General Meeting of Shareholders.

Article 22. Effect of resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date specified in such resolutions.
2. A resolution of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolution do not comply with the provisions of the Law on Enterprises and this Charter.
3. Where a shareholder or a group of shareholders requests a Court or Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain valid and enforceable until a decision annulling such resolution issued by the Court or Arbitration takes legal effect, except where interim emergency measures are applied pursuant to a decision of a competent authority.

VII. BOARD OF DIRECTORS

Article 23. Candidacy and nomination for members of the Board of Directors

1. Where candidates for the Board of Directors (the “BOD”) have been identified, the Group shall disclose information relating to such candidates on the Group’s website at least 10 days prior to the opening date of the General Meeting of Shareholders (“GMS”) so that shareholders may review the candidates before voting. Candidates for the BOD must provide a written undertaking as to the truthfulness and accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently, and in the best interests of the Group if elected as members of the BOD. Information relating to candidates for the BOD to be disclosed shall include:
 - a. Full name; date of birth;
 - b. Professional qualifications;
 - c. Working experience;
 - d. Other managerial positions (including positions as members of the board of directors of other companies);
 - e. Other information (if any) as prescribed in the Charter of the Group;
 - f. The Group shall disclose information on companies in which the candidate currently holds positions as a member of the board of directors or other managerial positions, and any related interests of such candidate with respect to such companies (if any).

2. A shareholder or group of shareholders holding from 10% or more of the total number of ordinary shares shall have the right to nominate candidates to the BOD in accordance with the Law on Enterprises and this Charter.
3. Where the number of candidates for the BOD nominated or self-nominated remains insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent BOD shall nominate additional candidates or organize nominations in accordance with the Charter, the Internal Regulations on Corporate Governance, and the Regulations on operation of the BOD. Any nomination of additional candidates by the incumbent BOD must be clearly disclosed prior to the GMS voting on the election of BOD members in accordance with applicable laws.
4. Members of the BOD must satisfy the standards and conditions as prescribed by the Law on Enterprises and the Charter of the Group.

Article 24. Composition and tenure of members of the Board of Directors

1. The BOD shall comprise not less than three (03) members and not more than eleven (11) members.
2. The tenure of a BOD member shall not exceed five (05) years; members of the BOD may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the BOD of a company for no more than two (02) consecutive terms. In the event that all members of the BOD simultaneously complete their terms of office, such members shall continue to serve as members of the BOD until new members are elected to replace them and assume their duties.
3. The composition of the BOD shall ensure an appropriate balance among members possessing expertise and experience in legal, financial, and the Group's business sectors.
4. A member of the BOD shall cease to hold office upon being dismissed, removed, or replaced by the General Meeting of Shareholders ("GMS") in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the BOD must be disclosed in accordance with the laws on information disclosure in the securities market.
6. Members of the BOD are not required to be shareholders of the Group.

Article 25. Powers and duties of the Board of Directors

1. The BOD is the management body of the Group and shall have full authority, on behalf of the Group, to decide and exercise the rights and perform the obligations of the Group, except for those falling within the authority of the GMS.

2. The powers and duties of the BOD shall be prescribed by law, this Charter, the internal regulations of the Group, and Resolutions of the GMS. In particular, the BOD shall have the following powers and duties:
 - a. To decide on strategies, medium-term development plans, and annual business plans of the Group;
 - b. To propose the classes of shares and the total number of shares of each class authorized for offering;
 - c. To decide on the sale of unsold shares within the scope of shares authorized for offering of each class; and to decide on additional capital mobilization by other means;
 - d. To determine the offering price of shares and bonds of the Group;
 - e. To decide on the redemption of shares in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
 - f. To decide on investment plans, investment projects, or the sale of assets with a value from 35% to less than 50% of the total assets as recorded in the most recent consolidated financial statements of the Group;
 - g. To decide on solutions for market development, marketing, and technology;
 - h. To approve contracts for purchase, sale, borrowing, lending, pledge, receipt of pledge, mortgage, receipt of mortgage, guarantee, receipt of guarantee, other secured transactions, indemnities, and other contracts and transactions with a value of 35% or more of the total assets as recorded in the most recent consolidated financial statements of the Group, except for those within the authority of the GMS;
 - i. To elect, remove, and dismiss the Chairman of the BOD; to appoint and dismiss the General Director and other key managers appointed by the BOD; and to decide on salaries, remuneration, bonuses, and other benefits of such managers;
 - j. To appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of companies in which the Group invests capital, and to decide on the remuneration and other benefits of such representatives;
 - k. To supervise and direct the General Director and other managers in the conduct of the daily business operations of the Group;
 - l. To decide on the organizational structure and internal management regulations of the Group; to decide on the establishment of subsidiaries, branches, representative offices, and on capital contribution or acquisition of shares in other enterprises;
 - m. To approve the agenda and contents of documents for GMS meetings; to convene GMS meetings or collect shareholders' opinions in writing;

- n. To submit the audited annual financial statements and corporate governance reports to the GMS;
 - o. To propose dividend rates; to decide on the timing and procedures for dividend payment or handling of business losses;
 - p. To propose the reorganization or dissolution of the Group; to request the bankruptcy of the Group;
 - q. To promulgate the Regulations on operation of the BOD and the Internal Corporate Governance Regulations after approval by the GMS; to promulgate the Regulations on operation of the Audit Committee under the BOD and the Information Disclosure Regulations of the Group;
 - r. To determine the valuation of non-cash contributed assets in connection with the issuance of shares or bonds of the Group, including gold, land use rights, intellectual property rights, technology, and technical know-how;
 - s. To decide on the redemption or recall of up to ten percent (10%) of each class of shares;
 - t. To approve contracts and transactions as specified in Clause 4 Article 46 of this Charter;
 - u. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, this Charter, and Resolutions of the GMS from time to time.
3. The BOD shall report on its activities at the annual GMS in accordance with subparagraph c Clause 3 Article 139 of the Law on Enterprises.
 4. The BOD may delegate its powers and duties to the Chairman of the BOD, members of the BOD, the General Director, or other managers

Article 26. Remuneration, bonuses and other benefits of members of the board of directors

1. The Group shall be entitled to pay remuneration and bonuses to members of the BOD based on business results and performance efficiency.
2. Members of the BOD shall be entitled to remuneration and bonuses. The aggregate remuneration and bonuses of the BOD shall be determined by GMS at the annual meeting. Such remuneration shall be allocated among BOD members in accordance with agreement within the BOD or, in the absence of such agreement, shall be distributed equally.
3. The remuneration of each BOD member shall be accounted for as a business expense of the Group in accordance with the laws on corporate income tax. The total remuneration paid to BOD members must be presented as a separate item in

the annual financial statements of the Group and reported to the GMS at the annual meeting.

4. A member of the BOD who holds an executive position or performs duties which, in the opinion of the BOD, fall outside the ordinary scope of responsibilities of a BOD member may be paid additional remuneration in the form of lump-sum fees per assignment, salary, commission, a percentage of profits, or in such other forms as decided by the BOD.
5. Members of the BOD shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties as BOD members, including expenses incurred in attending meetings of the BOD or the GMS.

Article 27. Chairman of the Board of Directors

1. The BOD shall elect from among its members a Chairman and one or more Vice Chairmen.
2. The Chairman of the BOD shall not concurrently hold the position of General Director of the Group.
3. The Chairman of the BOD shall have the following powers and duties:
 - a. To formulate programs and plans for the activities of the BOD;
 - b. To prepare or organize the preparation of agendas, contents, and documents for meetings; to convene and chair meetings of the BOD;
 - c. To organize the adoption of Resolutions of the BOD;
 - d. To supervise the implementation of Resolutions of the BOD;
 - e. To chair the GMS;
 - f. To promulgate regulations and rules on organization, management, and operation applicable to the Group, when necessary;
 - g. To organize the collection of shareholders' opinions in writing when deemed necessary;
 - h. To sign and promulgate Resolutions of the GMS and the BOD;
 - i. To decide on the appointment, dismissal, removal, reassignment, and disciplinary actions in respect of heads and deputy heads of departments under the Group;
 - j. To exercise other rights and perform other duties in accordance with the Law on Enterprises and the Charter of the Group.

4. In the event that the Chairman of the BOD resigns or is dismissed or removed, the BOD shall elect a replacement within 10 days from the date of receipt of the resignation or the date of dismissal or removal;
5. In the event that the Chairman of the BOD is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and perform the duties of the Chairman. In the absence of such authorization, or in the event that the Chairman dies, is missing, is detained, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds from residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions or practicing certain professions, the remaining members shall elect one among themselves as Chairman of the BOD in accordance with the majority principle until a new decision of the BOD is made.
6. Where deemed necessary and not in violation of prohibitions under applicable law, the Chairman of the BOD may delegate on a case-by-case or standing basis, or decentralize authority to the Vice Chairmen to sign documents on behalf of the Chairman and to perform certain rights, responsibilities, and duties of the Chairman. The Vice Chairmen so authorized shall be accountable to the Chairman for the performance of the delegated duties.

Article 28. Meetings of the Board of Directors

1. The Chairman of the BOD shall be elected at the first meeting of the BOD within 07 working days from the date of completion of the election of the BOD for such term. This meeting shall be convened and chaired by the member who has received the highest number or the highest proportion of votes. Where there is more than one member having an equal highest number or proportion of votes, such members shall elect, by majority vote, one among them to convene the BOD meeting.
2. The BOD shall meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the BOD shall convene a BOD meeting in the following cases:
 - a. Upon request of the Board of Supervisors (“BOS”) or an independent BOD member.
 - b. Upon request of the General Director or at least 05 other managers;
 - c. Upon request of at least 02 members of the BOD
4. A request as prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters to be decided within the authority of the BOD.

5. The Chairman of the BOD must convene a BOD meeting within 07 working days from the date of receipt of a request as prescribed in Clause 3 of this Article. In the event of failure to convene such meeting, the Chairman shall be liable for any damage caused to the Group; the requesting party shall have the right to convene the BOD meeting in place of the Chairman.

6. The Chairman of the BOD or the person convening the meeting must send a notice of meeting at least 03 days prior to the meeting date. The notice must specify the time and venue of the meeting, the agenda, and matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots of the members.

The notice of a BOD meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Charter, provided that it reaches the registered contact address of each BOD member.

7. The Chairman of the BOD or the convener shall send the notice of meeting and accompanying documents to members of the BOS in the same manner as to BOD members.

Members of the BOS shall have the right to attend BOD meetings, participate in discussions, but shall not have voting rights.

8. A BOD meeting shall be conducted when at least three-quarters (3/4) of the total number of members are present. If a meeting convened in accordance with this Clause does not meet the quorum requirement, a second meeting shall be convened within 07 days from the scheduled date of the first meeting. In such case, the meeting shall be conducted if more than one-half of the BOD members are present.

9. A BOD member shall be deemed to attend and vote at a meeting in the following cases:

a. Attending and voting in person at the meeting;

b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;

c. Attending and voting via online meeting, electronic voting, or other electronic means;

d. Sending voting ballots to the meeting by mail, fax, or email;

e. Sending voting ballots by other means as prescribed in the Charter of the Group.

10. In the case of sending voting ballots by mail, such ballots must be placed in a sealed envelope and delivered to the Chairman of the BOD no later than one (01) hour prior to the opening of the meeting. Such ballots shall only be opened in the presence of all attendees.

11. Members must attend all BOD meetings. A member may authorize another person to attend and vote on his/her behalf if approved by the majority of the BOD members.
12. A Resolution of the BOD shall be adopted if approved by a majority of members attending the meeting; in the event of a tie, the Chairman of the BOD shall have the casting vote.
13. A BOD meeting may be held in the form of an online conference or other formats in which some or all members are in different locations, provided that each participating member is able to:
 - a. Hear each other member speaking at the meeting; and
 - b. If they so wish, speak simultaneously to all other participants.

Members participating in such a meeting shall be deemed to be “present” at the meeting. The venue of the meeting organized in this manner shall be the location where the largest group of BOD members is assembled, or if no such group exists, the location where the Chairman is present.

Resolutions of the BOD adopted at such meetings shall be valid and effective as those adopted at in-person meetings, provided that they are approved by a majority of attending members.

14. Written consultation of BOD members

Where necessary, the Chairperson of the Board of Directors may solicit written opinions from one, several, or all members of the BOD. The solicitation of written opinions from one, several, or all members of the Board of Directors shall be applied in cases where such member(s), due to business or personal reasons, are unable to attend meetings in person. The procedures for obtaining written opinions from members of the Board of Directors shall be as follows:

- a. Sending written opinion forms together with relevant documents and draft Resolutions to BOD members;
- b. Members shall vote as requested by the Chairman and return the completed opinion forms within the specified timeframe;
- c. The Secretary or minute-taker shall compile the voting results in the minutes of the BOD meeting and retain all written opinions of BOD members;
- d. The Chairman shall, on behalf of the BOD, sign and promulgate the Resolution on matters approved by the BOD members.

Resolutions adopted by written consultation shall have the same validity and effect as Resolutions adopted at duly convened and held meetings of the BOD.

15. Minutes of BOD meetings: All BOD meetings must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. Minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, both having equal legal validity. In case of discrepancies, the Vietnamese version shall prevail.
16. Resolutions adopted at a BOD meeting with the unanimous approval of 100% of BOD members (whether attending in person, via online meeting, or other forms, or represented by proxy) shall be valid and effective even if the procedures for convening the meeting, the agenda, or the conduct of the meeting do not fully comply with the prescribed requirements.

Article 29. Right of Board Members to access information

1. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors, and other managers of the Group to provide information and documents relating to the financial status and business operations of the Group and its affiliated entities.
2. The requested managers must promptly, fully, and accurately provide the requested information and documents. The procedures for requesting and providing information shall be prescribed in the Regulations on operation of the Board of Directors.

Article 30. Person in charge of corporate governance

1. The Board of Directors shall appoint at least 01 person in charge of corporate governance to assist in the governance of the Group. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must not concurrently work for an approved auditing firm that is auditing the Group's financial statements.
3. The person in charge of corporate governance shall have the following rights and obligations:
4. To advise the Board of Directors in organizing the General Meeting of Shareholders and in handling relations between the Group and its shareholders;
5. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders upon request;
6. To advise on procedures of meetings;
7. To attend meetings;
8. To advise on procedures for preparation of Board resolutions in compliance with applicable laws;

9. To provide financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;
10. To monitor and report to the Board of Directors on the Group's information disclosure activities;
11. To act as a liaison with stakeholders;
12. To maintain confidentiality of information in accordance with laws and this Charter;
13. To perform other rights and obligations as prescribed by laws and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 31. Management organization

The management system of the Group must ensure that it is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Group. The Group shall have a General Director Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, or removal of such positions must be approved by resolutions of the Board of Directors.

Article 32. Executives

1. Upon proposal of the General Director and with approval of the Board of Directors, the Group may recruit other executives in such number and with such qualifications as appropriate to its organizational structure and management regulations as determined by the Board of Directors. Executives shall be responsible for supporting the Group in achieving its operational and organizational objectives.
2. Salaries of executives shall be recorded as business expenses of the Group in accordance with corporate income tax regulations, shall be presented as a separate item in the annual financial statements, and shall be reported to the GMS at the annual meeting.

Article 33. General Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to act as General Director.
2. The General Director shall be responsible for the daily management of the Group's business operations; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and to the law for the performance of assigned rights and duties.
3. The term of office of the General Director shall be 05 years and may be renewed for an unlimited number of terms. The General Director must satisfy the qualifications and conditions prescribed by law and this Charter.

4. The General Director shall have the following rights and obligations:
 - a. To organize the implementation of resolutions of the BOD and the GMS, including the utilization of Reward and Welfare Funds, Development Investment Funds, Executive Bonus Funds, and other funds as approved annually by the General Meeting of Shareholders;
 - b. To implement business plans and investment plans approved by the BOD and the GMS;
 - c. To decide on all matters relating to the daily business operations of the Group and other matters not falling under the authority of the BOD or the GMS as stipulated herein;
 - d. To propose organizational structure and internal management regulations;
 - e. To decide on issuance of internal regulations and rules relating to organization, finance, control, legal affairs, human resources, and other necessary operational matters.
 - f. To decide on recruitment, salaries, allowances, benefits, disciplinary actions, and other matters relating to Group's employees;
 - g. To execute the annual business plan approved by the GMS and the BOD;
 - h. To propose dividend distribution plans or loss recovery measures;
 - i. To propose measures to improve the Group's operations and management;
 - j. To prepare the Group's long-term, annual, and monthly budgets (hereinafter referred to as the "Budgets") to serve the Group's long-term, annual, and monthly management in accordance with the business plan. The annual Budget (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the BOD for approval and must include the information required under the Group's internal regulations.
 - k. To decide on contracts for purchase, sale, borrowing, lending, pledging, receipt of pledges, mortgage, receipt of mortgage, guarantee, receipt of guarantee, indemnity, and other contracts and transactions of the Group with a value of less than 35% of the total assets recorded in the most recent consolidated financial statements of the Group, except for those contracts and transactions falling under the decision-making authority of the GMS and the BOD.
 - l. To delegate to subordinates and other persons the performance of one or several tasks within his/her authority, and to be accountable before the law and the BOD for such delegation.
 - m. To perform other duties in accordance with this Charter, resolutions of the GMS and the BOD, the General Director's employment contract, and applicable laws.

- n. To decide on reward, welfare, and other policies applicable to the entire Hoa Phat Group.
- o. To decide on investment projects or disposal of assets with a value of less than 35% of total assets as recorded in the most recent consolidated financial statements of the Group.
5. The General Director shall manage the daily business operations of the Group in compliance with applicable laws, the Charter, the employment contract entered into with the Group, and the resolutions of the Board of Directors. In the event that the management is conducted in violation of this Clause and causes damage to the Group, the General Director shall be liable before the law and shall compensate the Group for such damages.
6. The BOD may dismiss the General Director upon approval by a majority of attending voting members of the Board (excluding the General Director's vote in such case) and appoint a replacement.

IX. BOARD OF SUPERVISORS

Article 34. Candidacy and nomination of members of the Board of Supervisors

1. The candidacy and nomination of members of the Board of Supervisors shall be conducted in accordance with Clauses 1 and 2 of Article 23 of this Charter.
2. In the event that the number of candidates nominated or self-nominated is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with this Charter, the internal corporate governance regulations, and the Regulation on operation of the Board of Supervisors. Any additional nominations by the incumbent Board of Supervisors must be clearly disclosed prior to the GMS voting on the election of members of the Board of Supervisors in accordance with applicable laws.

Article 35. Members of the Board of Supervisors

1. The BOS shall comprise from 03 to 05 Supervisors. The term of office of a member of the Board of Supervisors shall not exceed 05 years and may be renewed for an unlimited number of terms.
2. In the event that all Supervisors complete their terms at the same time but new Supervisors have not yet been elected, the incumbent Supervisors shall continue to exercise their rights and perform their duties until the newly elected Supervisors assume office.
3. Members of the BOS must satisfy the qualifications and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:

- a. Working in the accounting or finance department of the Group;
- b. Being a member or employee of an independent auditing firm that has audited the Company's financial statements within the preceding 03 consecutive years.
- 4. A member of the BOS shall be dismissed in the following cases:
 - a. No longer meeting the qualifications and conditions as prescribed in Clause 3 of this Article;
 - b. Submitting a resignation letter which is accepted;
- 5. A member of the BOS shall be removed from office in the following cases:
 - a. Failure to fulfill assigned duties and responsibilities;
 - b. Failure to exercise rights and perform obligations for 06 consecutive months, except in cases of force majeure;
 - c. Repeated violations or serious violations of obligations as prescribed by the Law on Enterprises and this Charter;
 - d. Other cases as per the Resolution of the GMS.

Article 36. Responsibilities of Supervisors

- 1. To comply with laws, this Charter, resolutions of the GMS, and professional ethics in the performance of assigned rights and obligations.
- 2. To perform assigned rights and obligations honestly, prudently, and in the best manner to ensure the maximum lawful interests of the Group.
- 3. To be loyal to the interests of the Group and its shareholders; not to abuse position or authority or use information, know-how, business opportunities, or other assets of the Group for personal gain or for the benefit of other organizations or individuals.
- 4. To perform other obligations as prescribed by this Charter.
- 5. In case of violation of Clauses 1, 2, 3, and 4 of this Article causing damage to the Group or others, the Supervisor shall be personally or jointly liable for compensation. Any income or benefits obtained from such violations must be returned to the Group.
- 6. Upon detecting any Supervisor committing violations in the performance of assigned rights and obligations, a written notice must be sent to the BOS, requesting the violating person to cease such violations and remedy the consequences.

Article 37. Head of the Board of Supervisors

- 1. The Head of the BOS shall be elected by the BOS from among its members in accordance with the majority principle; the election, dismissal, and removal shall

also follow the majority principle. More than half of the members of the BOS must reside in Vietnam. The Head of the BOS must hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the business activities of the enterprise.

2. Rights and obligations of the Head of the BOS:
 - a. To convene meetings of the BOS;
 - b. To request the BOD, the General Director and other executives to provide relevant information for reporting to the BOS;
 - c. To prepare and sign reports of the BOS, upon consultation with the BOD, for submission to the GMS.

Article 38. Rights and obligations of the BOS

The BOS shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following additional rights and obligations:

1. To propose and recommend to the GMS for approval the list of approved auditing firms to audit the Group's financial statements; to decide on the approved auditing firm to examine the Group's operations and to dismiss such approved auditors when deemed necessary.
2. To be accountable to shareholders for its supervisory activities;
3. To supervise the financial position of the Group and the compliance with laws by members of the BOD, the General Director, and other managers;
4. To ensure coordination with the BOD, the General Director, and shareholders;
5. Upon detecting any violations of law or of this Charter by members of the BOD, the General Director, or other executives, to notify the BOD in writing within 48 hours and request the violating person to cease the violation and take remedial measures;
6. To develop the Regulation on operation of the BOS and submit it to the GMS for approval;
7. To report to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of a number of articles of the Law on Securities;
8. To access documents and records of the Group maintained at the head office, branches, and other locations; to visit workplaces of managers and employees of the Group during working hours;
9. To request the BOD, its members, the General Director, and other managers to provide full, accurate, and timely information and documents relating to the management, administration, and business operations of the Group;

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

Article 39. Meetings of the Board of Supervisors

1. The BOS shall convene at least twice a year. The quorum for meetings shall be at least two-thirds of the total members. Minutes of meetings must be prepared in detail and clearly. The minute-taker and attending members must sign the minutes. Such minutes shall be retained to determine the responsibilities of each member of the BOS.
2. The BOS is entitled to request members of the BOD, the General Director, and representatives of approved auditing firms to attend meetings and provide explanations on matters requiring clarification.

Article 40. Right of the Board of Supervisors to access information

1. Documents and information must be provided to Supervisors at the same time and in the same manner as to members of the BOD, including:
 - a. Reports of the General Director submitted to the BOD or other documents issued by the Group.
 - b. Notices of meetings, written ballots for collection opinion from members of the BOD, and accompanying materials;
 - c. Resolutions and minutes of meetings of the GMS and the BOD;
 - d. Reports of the General Director submitted to the BOD and other documents issued by the Group.
2. Supervisors shall have the right to access documents and records of the Group maintained at the head office, branches, and other locations; and to visit workplaces of managers and employees during working hours.
3. The BOD, its members, the General Director, and other managers must provide full, accurate, and timely information and documents relating to management, administration, and business operations of the Group upon request of any Supervisor or the BOS.

Article 41. Salary, remuneration, bonuses and other benefits of members of the BOS

1. Members of the BOS shall be entitled to salaries, remuneration, bonuses, and other benefits in accordance with resolutions of the GMS. The GMS shall decide the total amount and the annual operating budget of the BOS.
2. Members of the BOS shall be reimbursed for accommodation, travel, and reasonable expenses, including independent consulting service fees. The total

remuneration and expenses must not exceed the annual operating budget approved by the GMS, unless otherwise decided.

3. Salaries and operating expenses of the BOS shall be recorded as business expenses in accordance with corporate income tax regulations and other relevant laws, and must be disclosed in the Company's annual financial statements.

X. RELATIONSHIP BETWEEN THE GROUP AND ITS SUBSIDIARIES

Article 42. Management and operation through investment, cooperation, transactions, and information exchange mechanisms

Subsidiaries within Hoa Phat Group may use the following forms to cooperate with each other:

1. Investment, purchase and sale of products and services; technology support and brand development among subsidiaries.
2. Agreement on internal credit mechanisms within Hoa Phat Group as well as credit guarantee mechanisms in accordance with applicable laws.
3. Organization of conferences or consultation meetings:
 - a. Between the Group's managers and executives and the Boards of Directors of subsidiaries, and representatives of the Group's capital contribution in subsidiaries, for orientation, coordination, and harmonization of operations
 - b. Between functional departments of the Group and those of subsidiaries to implement professional and technical matters.
4. Transfer of employees and personnel among subsidiaries within the Group to serve the Group's common activities.

Article 43. Capital invested by the Group in other entities

Capital invested by the Group in other entities includes the following:

1. Cash capital, value of land use rights or land lease rights, and value of tangible or intangible assets owned by the Group.
2. Capital borrowed by the Group for investment purposes.
3. Distributed profits derived from the Group's investment or capital contribution in enterprises, used for reinvestment in such enterprises.
4. Other forms of capital.

Article 44. Rights and obligations of the Group in managing investment capital in other entities

1. The Board of Directors, the Chairman of the Board of Directors, and the General Director shall exercise the rights and obligations of the owner with respect to single-

member limited liability companies; the rights and obligations of co-owners holding controlling shares or capital contributions in two-member limited liability companies and joint-stock companies; and the rights and obligations of co-owners not holding controlling shares or capital contributions in affiliated companies, in accordance with applicable laws and the Group's Charter.

2. The rights and obligations of the Group in managing investment capital in other enterprises, exercised by the Board of Directors and the Chairman of the Board of Directors, include but are not limited to the following:
 - a. The Board of Directors shall decide on investment and capital contribution to establish first-tier subsidiaries; increase or decrease charter capital of first-tier subsidiaries; increase or decrease investment capital in projects of subsidiaries; transfer or receive transfer of capital contributions in first-tier subsidiaries in accordance with relevant laws and the Charter of such subsidiaries.
 - b. The Chairman of the BOD shall decide on:
 - Appointment, dismissal, and removal of the Board of Directors and other managers of first-tier and second-tier subsidiaries;
 - Appointment, replacement, and removal of authorized representatives and capital management representatives of the Group in subsidiaries and affiliated companies;
 - Nomination of representatives to be elected to the Members' Council, Board of Directors, and Supervisory Board in accordance with the charters of subsidiaries and applicable laws;
 - Determination of salary levels, reward and disciplinary regimes, and allowances for the Board of Directors and representatives managing the Group's capital contributions in subsidiaries;
 - Other rights and obligations as provided in this Charter.

XI. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBER OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the BOD, members of the BOS, the General Director and other executives shall perform their duties in an honest and prudent manner, in the best interests of the Group.

Article 45. Duty of honesty and avoidance of conflicts of interest

1. Members of the BOD, members of the BOS, the General Director and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant laws.

2. Members of the BOD, members of the BOS, the General Director, other managers and their related persons may only use information obtained by virtue of their positions for the benefit of the Group.
3. Members of the BOD, members of the BOS, the General Director and other managers must notify the BOD and the BOS of transactions between the Group, its subsidiaries or companies in which the Group holds more than 50% of charter capital, and themselves or their related persons in accordance with the law. For such transactions approved by the GMS or the BOD, the Group must disclose information on such resolutions in accordance with securities laws on information disclosure.
4. A member of the BOD shall not vote on transactions that bring benefits to himself/herself or his/her related persons in accordance with the Law on Enterprises and the Charter of the Group.
5. Members of the BOD, members of the BOS, the General Director, other managers and their related persons must not use or disclose internal information to conduct related transactions.

Article 46. Transactions between the parent company and related persons, shareholders, managers and their related persons

1. The Group shall not provide loans or guarantees to individual shareholders or their related persons.
2. The Group shall not provide loans or guarantees to related persons of institutional shareholders, except where the Group and such related organizations are companies within the same group or under a group structure, including parent-subsidiary relationships or economic groups, and such transactions must be approved by the GMS or the BOD in accordance with Clauses 3 and 4 of this Article.
3. The Group may only conduct the following transactions upon approval by the GMS:
 - a. Granting loans or guarantees to members of the BOD, members of the BOS, the General Director, other managers who are not shareholders, and their related persons;

In cases where loans or guarantees are granted to organizations related to members of the BOD, members of the BOS, the General Director or other managers, and the Group and such organizations are companies within the same group including parent-subsidiary relationships or economic groups, the GMS shall approve transactions with a value of 35% or more of the total assets as stated in the most recent financial statements of the Group

- b. Contracts and transactions with a value of 35% or more of the total assets, or transactions that result in the total transaction value within 12 months from the first transaction reaching 35% or more of the total assets as recorded in the most recent consolidated financial statements, between the Group and:
 - Members of the BOD, members of the BOS, the General Director, other managers and their related persons;
 - Shareholders or authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Group and their related persons;
 - Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.
 - c. Loan agreements or asset sale transactions with a value exceeding 10% of the total assets as recorded in the most recent financial statements between the Group and shareholders holding 51% or more of the voting shares or their related persons.
4. The BOD shall approve the following contracts and transactions:
- a. Loans or guarantees as specified in sub-paragraph a, Clause 3 of this Article that do not fall under the authority of the GMS;
 - b. Contracts and transactions specified in sub-paragraph b, Clause 3 of this Article with a value of less than 35% of the total assets as recorded in the most recent consolidated financial statements of the Group;
 - c. Loan agreements, lending, or asset sale transactions specified in sub-paragraph c, Clause 3 of this Article with a value equal to or less than 10% of the total assets as recorded in the most recent consolidated financial statements of the Group.

Article 47. Liability for damages and indemnification

- 1. Members of the BOD, members of the BOS, the General Director and other executives who breach their duties of honesty and prudence, or fail to properly perform their obligations, shall be liable for any damages caused by such breaches.
- 2. The Group shall indemnify persons who have been, are, or may become parties to claims, lawsuits, or proceedings (including civil and administrative cases, but excluding cases initiated by the Group) if such persons are or were members of the BOD, members of the BOS, the General Director, other executives, employees, or authorized representatives of the Group, and have acted honestly, prudently, and in the best interests of the Group in compliance with the law, and there is no evidence that such persons have breached their duties.
- 3. Indemnification expenses shall include judgments, penalties, and actual expenses incurred (including legal fees) in resolving such matters within the scope permitted

by law. The Group may purchase insurance for such persons against the indemnification liabilities mentioned above.

Article 48. Right to initiate legal action against members of the BOD and the General Director

1. A shareholder or group of shareholders holding at least 01% of the total ordinary shares shall have the right, in their own name or on behalf of the Group, to initiate legal action to claim personal or joint liability against members of the BOD or the General Director to request restitution of benefits or compensation for damages to the Group or other persons in the following cases:
 - a. Breach of obligations of managers as prescribed in Article 165 of the Law on Enterprises;
 - b. Failure to perform, incomplete performance, untimely performance, or performance in violation of the law, the Charter, or resolutions of the BOD with respect to assigned rights and obligations;
 - c. Abuse of position and use of information, know-how, business opportunities, or other assets of the Group for personal gain or for the benefit of other organizations or individuals.
2. The order and procedures for initiating legal action shall comply with civil procedure laws. Litigation costs, in cases where shareholders or groups of shareholders initiate legal action on behalf of the Group, shall be borne by the Group, unless the claim is dismissed.
3. Shareholders or groups of shareholders specified in this Article shall have the right to examine, access, and extract necessary information pursuant to decisions of the Court or Arbitration before or during the litigation process.

XII. RIGHT TO INSPECT BOOKS AND RECORDS OF THE GROUP

Article 49. Right to inspect books and records

1. Ordinary shareholders shall have the right to inspect books and records as follows:
 - a. Ordinary shareholders shall be entitled to examine, access, and extract information on names and contact addresses in the list of shareholders entitled to vote; to request correction of inaccurate information; to examine, access, extract, or copy the Charter, minutes of the GMS, and resolutions of the GMS;
 - b. Shareholders or groups of shareholders holding 05% or more of the total ordinary shares shall have the right to examine, access, and extract minutes and resolutions of the BOD, interim and annual financial statements, reports of the BOS, and other documents, except those related to trade secrets or business secrets of the Group.

2. In cases where authorized representatives of shareholders or groups of shareholders request access to books and records, they must present a power of attorney or a notarized copy thereof from the shareholders or groups they represent.
3. Members of the BOD, members of the BOS, the General Director and other executives shall have the right to access the shareholder register, list of shareholders, and other books and records of the Group for purposes related to their positions, provided that such information must be kept confidential.
4. The Group must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the GMS and the BOD, minutes of meetings of the GMS and the BOD, reports of the BOD, reports of the BOS, annual financial statements, accounting books, and other documents in accordance with law at its head office or another location, provided that shareholders and the business registration authority are notified of the location of such documents.
5. The Charter of the Group must be published on the Group's official website.

XIII. EMPLOYEES AND TRADE UNION

Article 50. Employees and trade union

1. The General Director shall approve matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary actions applicable to employees and executives of the Group.
2. The General Director shall approve matters relating to the relationship between the Group and trade union organizations in accordance with best management practices, the provisions of this Charter, the Group's internal regulations, and applicable laws.

XIV. PROFIT DISTRIBUTION

Article 51. Profit distribution

1. Subject to the decision of the GMS and in accordance with law, dividends shall be declared and paid out of the retained earnings of the Group, but shall not exceed the level proposed by the BOD after consultation with shareholders at the GMS.
2. In accordance with the Law on Enterprises, the BOD may decide to pay interim dividends if such payment is consistent with the Group's profitability.
3. The Group shall not pay interest on dividend amounts or any amounts payable relating to any class of shares.
4. The BOD may propose that the GMS approve the payment of dividends, in whole or in part, in specific assets (such as fully paid shares or bonds issued by another company), and the BOD shall implement such resolution.

5. Where dividends or other payments relating to a class of shares are paid in cash, such payments shall be made in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. If the Group transfers funds in accordance with the details provided by a shareholder but the shareholder does not receive such funds, the Group shall not be liable for such transferred amount. Dividend payments for listed or registered securities may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
6. Subject to approval by the GMS, the BOD may decide and announce that holders of ordinary shares may receive dividends in the form of additional ordinary shares instead of cash. Such additional shares shall be deemed fully paid, with a value equivalent to the cash dividend amount.
7. In accordance with the Law on Enterprises and the Law on Securities, the BOD shall adopt a resolution specifying a record date for closing the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends or shares, as well as notices or other documents.
8. Other matters relating to profit distribution shall comply with applicable laws.

XV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 52. Bank accounts

1. The Group shall open bank accounts at Vietnamese banks or foreign bank branches licensed to operate in Vietnam.
2. Subject to prior approval from competent authorities, where necessary, the Group may open bank accounts abroad in accordance with applicable laws.
3. The Group shall conduct all payments and accounting transactions through its accounts in Vietnamese Dong or foreign currencies at the banks where it maintains accounts.

Article 53. Fiscal year

The financial year of the Group shall commence on January 01 and end on December 31 each year. The first financial year shall commence from the date of issuance of the Business Registration Certificate and end on December 31 immediately following such date.

Article 54. Accounting system

1. The Group shall apply the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.

2. The Group shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant regulations. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Group's transactions.
3. The accounting currency of the Group shall be Vietnamese Dong. In cases where most transactions are conducted in a foreign currency, the Group may select such foreign currency as its accounting currency, provided that it assumes responsibility for such selection before the law and notifies the directly managing tax authority

XVI. FINANCIAL STATEMENTS, ANNUAL REPORT AND DISCLOSURE OBLIGATIONS

Article 55. Annual, semi-annual and quarterly financial statements

1. The Group shall prepare annual financial statements, which must be audited in accordance with the law. The Group shall disclose the audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.
2. The annual financial statements must include all reports, appendices, and explanatory notes as required by the laws on corporate accounting. The annual financial statements must present fairly and accurately the operational results and financial position of the Group.
3. The Group shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.

Article 56. Annual report

The Group shall prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

Article 57. Disclosure

1. The Group shall submit audited annual financial statements to competent state authorities in accordance with the laws on accounting and other relevant laws.
2. The Group shall publish the following information on its official website:
 - a. The Charter of the Group;
 - b. Curriculum vitae, educational qualifications and professional experience of members of the BOD, members of the BOS, and the General Director;
 - c. Audited annual financial statements;
 - d. Reports on annual performance evaluation of the BOD and the BOS.

XVII. GROUP AUDIT

Article 58. Audit

1. The GMS shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the BOD to select one of such firms to audit the Group's financial statements for the next fiscal year.
2. The audit report shall be attached to the annual financial statements of the Group.
3. The auditors performing the audit of the Group shall be entitled to attend all meetings of the GMS and shall have the right to receive notices and other information relating to such meetings that shareholders are entitled to receive, and to express their opinions at the meetings on matters relating to the audit.

XVIII. SEAL

Article 59. Seal

1. The seal includes seals engraved at seal-making establishments or seals in the form of digital signatures in accordance with the laws on electronic transactions.
2. The BOD shall decide on the type, form, quantity, and content of the official seal of the Group, its branches, and representative offices.
3. The BOD and the General Director shall manage and use the seal in accordance with applicable laws, the Charter, and internal regulations of the Group.

XIX. DISSOLUTION OF THE GROUP

Article 60. Dissolution of the Group

1. The Group may be dissolved or cease operations in the following cases:
 - a. Upon expiration of its operating term as stated in the Charter without any extension decision;
 - b. Pursuant to a resolution of the GMS;
 - c. Its Business Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
 - d. Other cases as prescribed by law.
2. The dissolution of the Group prior to the expiry of its term (including any extended term) shall be decided by the GMS and implemented by the BOD. Such decision must be notified to or approved by competent authorities (where required by law) in accordance with applicable regulations.

Article 61. Extension of operation term

1. The BOD shall convene at the GMS at least 07 months prior to the expiry of the operation term so that shareholders may vote on the extension of the Group's operation upon proposal of the BOD.
2. The operation term shall be extended if shareholders representing at least 65% of the total voting shares of all attending shareholders approve such extension.

Article 62. Liquidation

1. At least 06 months prior to the expiry of the operation term of the Group or after a decision on dissolution is issued, the BOD shall establish a Liquidation Committee consisting of 03 members, of which 02 members shall be appointed by the GMS and 01 member shall be appointed by the BOD from an independent auditing firm. The Liquidation Committee shall establish its own operating regulations. Members of the Liquidation Committee may be selected from employees of the Group or independent experts. All costs related to liquidation shall be paid by the Group with priority over other liabilities.
2. The Liquidation Committee shall report to the business registration authority on the date of its establishment and commencement of operation. From that time, the Liquidation Committee shall represent the Group in all matters relating to liquidation before courts and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a. Liquidation expenses;
 - b. Outstanding salaries, severance allowances, social insurance obligations, and other benefits of employees under collective labor agreements and signed labor contracts;
 - c. Tax liabilities;
 - d. Other liabilities of the Group;
 - e. The remaining balance after payment of all sections from (a) to (d) shall be distributed to shareholders. Preference shares shall be prioritized for payment.

XX. INTERNAL DISPUTE RESOLUTION

Article 63. Internal dispute resolution

1. In the event of any dispute or complaint arising in connection with the operation of the Group, or the rights and obligations of shareholders under the Law on Enterprises, the Charter, other applicable laws, or agreements between:
 - a. Shareholders and the Group; or
 - b. Shareholders and the BOD, the BOS, the General Director, or other executives.

The relevant parties shall first attempt to resolve such dispute through negotiation and conciliation. Except for disputes involving the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution of the dispute and shall request each party to present the factual elements relevant to the dispute within 10 working days from the date the dispute arises. In the event that the dispute involves the BOD or the Chairman of the BOD, any party may request an independent expert to act as an arbitrator for the dispute resolution process.

2. If no conciliation decision is reached within 06 weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration or a competent court.
3. Each party shall bear its own costs incurred in negotiation and conciliation. Court costs shall be allocated in accordance with the judgment or decision of the court.

XXI. AMENDMENT AND SUPPLEMENT TO THE CHARTER

Article 64. Amendment and supplement to the Charter

1. Any amendment or supplement to this Charter must be considered and approved by the GMS.
2. In cases where the law provides for matters relating to the operation of the Group that are not stipulated in this Charter, or where new legal provisions differ from those set out in this Charter, such legal provisions shall prevail and govern the operation of the Group.

XXII. EFFECTIVE DATE

Article 65. Effective date

1. This Charter, consisting of 22 Chapters and 65 Articles, was unanimously adopted by the GMS of Hoa Phat Group Joint Stock Company on April 21, 2026 in Hanoi, and the full text of this Charter is hereby approved to take effect.
2. This Charter is made in 02 originals of equal legal validity and shall be kept at the head office of the Group.
3. This Charter constitutes the sole and official Charter of the Group.
4. The Chairman of the BOD, the General Director, or a person authorized by the General Director shall have the authority to issue certified true copies or extracts from the original Charter for provision to shareholders, partners, or competent state authorities.

Signature of the legal representative of the Group

(signed)