

REGAL GROUP JOINT STOCK COMPANY



CHARTER OF REGAL GROUP JOINT STOCK COMPANY

Da Nang, April 29, 2026

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FOREWORD

This Charter was approved in accordance with the resolution of the General Meeting of Shareholders at the General Meeting held on April 29, 2026

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:
 - a. **Company:** Regal Group Joint Stock Company
 - b. **Subsidiary:** A company falling into one of the following cases where the parent company:
 - Holds more than 50% of the charter capital or total number of ordinary shares;
 - Has the right, directly or indirectly, to decide on the appointment of the majority or all members of the Board of Directors and the General Director;
 - Has the right to decide on amendments to and supplements of the Charter.
 - c. **Delegation of Authority Regulation:** the regulation on delegation of management authority and approval competence attached to Decision No. 34A/2024/QĐ-RG issued by the Company.
 - d. **Charter Capital:** the total par value of shares sold as stipulated in Article 6 of this Charter;
 - e. **Law on Enterprises:** the prevailing Law on Enterprises;
 - f. **Law on Securities:** the prevailing Law on Securities;
 - g. **Establishment Date:** the date on which the Company is first granted the Enterprise Registration Certificate;
 - h. **Executives:** including the General Director (CEO), Deputy General Directors (Deputy CEOs), Chief Financial Officer, and Chief Accountant;
 - i. **Related Persons:** individuals and organizations as prescribed in Clause 23, Article 4 of the Law on Enterprises 2020 and Clause 46, Article 4 of the Law on Securities 2019;
 - j. **Major Shareholder:** a shareholder as defined in Clause 18, Article 4 of the Law on Securities 2019;
 - k. **Term of Operation:** the operating duration of the Company as stipulated in Article 2 of this Charter and any extension thereof (if any) approved by the General Meeting of Shareholders through a resolution;
 - l. **Stock Exchange:** Vietnam Stock Exchange and its subsidiaries.
 - m. **Vietnam:** the Socialist Republic of Vietnam;
2. In this Charter, references to any provision or document shall include any amendments thereto or replacements thereof.

3. Headings (chapters and articles of this Charter) are used for convenience of reference only and shall not affect the interpretation of this Charter.

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Name of the Company

- Vietnamese name: Regal Group Joint Stock Company
- English name: Regal Group Joint Stock Company
- Abbreviated name: Regal Group JSC

2. The Company is a joint stock company with legal entity status in accordance with the applicable laws of Vietnam.

3. The registered head office of the Company is:

- Head office address: 52-54 Vo Van Kiet, An Hai Ward, Da Nang City
- Phone: 02366.266.266
- Fax:
- E-mail: cbtt@regalgroup.vn
- Website: Regalgroup.vn

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

5. Unless the Company is terminated prior to its term in accordance with Clause 2, Article 54 or its term is extended in accordance with Article 55 of this Charter, the term of operation of the Company shall commence from the Establishment Date and shall be indefinite.

Article 3. Legal Representative of the Company

The General Director shall be the legal representative of the Company, unless the General Meeting of Shareholders (GMS) resolves otherwise to change or appoint additional legal representative(s) of the Company in accordance with applicable laws.

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

Article 4. Objectives of Operation of the Company

1. The business lines and trades of the Company shall include all business lines published on the National Enterprise Registration Portal.
2. Objectives of operation:

The Company is established for the purpose of mobilizing and efficiently utilizing capital to develop business and service activities with a view to maximizing profits; creating stable employment, improving working conditions and enhancing the welfare of employees; ensuring benefits for shareholders; and fulfilling obligations to the State budget.

Article 5. Scope of Business and Operations of the Company

The Company is entitled to plan and carry out all business activities in sectors and trades not prohibited by law, and to take appropriate measures to achieve its objectives.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The charter capital of the Company is VND 2,000,000,000,000 (in words: Two trillion Vietnamese Dong).

The total charter capital is divided into 200,000,000 shares (in words: Two hundred million shares) with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
3. As at the date of adoption of this Charter, the shares of the Company include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are specified in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preference shares subject to approval by the General Meeting of Shareholders and in accordance with applicable laws.
5. Ordinary shares shall be offered for sale to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to other persons on terms and conditions it deems appropriate, provided that such shares are not sold on terms more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase its own issued shares in accordance with the methods prescribed in this Charter and applicable laws. Shares repurchased by the Company shall be treasury shares, and the Board of Directors may dispose of such treasury shares in accordance with the Law on Securities, relevant implementing regulations, and this Charter.
7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

2. A share certificate is a document issued by the Company, a book-entry record, or electronic data evidencing ownership of one or more shares of the Company. A share certificate must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within five (05) days from the date of receipt of a complete dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within two (02) months (or such other period as stipulated in the terms of issuance) from the date of full payment for shares as prescribed in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company any costs for printing the share certificate.
4. In the event that a share certificate is lost, destroyed, or damaged, the shareholder may request the issuance of a new share certificate, provided that evidence of share ownership is furnished and all related costs are paid to the Company. Such request must include the following:
 - a) Information relating to the lost, damaged, or otherwise destroyed share certificate;
 - b) An undertaking to bear responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise provided in this Charter and applicable laws. 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 which have not been fully paid for shall not be transferred and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive shares issued for capital increase from equity sources, the right to subscribe for newly offered shares, and other rights and benefits in accordance with applicable laws.

Article 10. Forfeiture of Shares

1. In the event that a shareholder fails to fully and timely pay the amount payable for subscribed shares, the Board of Directors shall notify and has the right to require such shareholder to pay the outstanding amount together with interest thereon and any costs incurred by the Company as a result of such non-payment.
2. The notice of payment must specify a new payment deadline (which shall be at least seven [07] days from the date of dispatch of the notice), the place of payment, and clearly state that in the event of failure to comply, the unpaid shares shall be forfeited.
3. The Board of Directors shall have the right to forfeit shares that have not been fully and timely paid for if the requirements set out in the aforesaid notice are not fulfilled.

4. Forfeited shares shall be deemed shares eligible for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or reallocation of such shares on such terms and in such manner as it deems appropriate.
5. A shareholder whose shares have been forfeited shall cease to be a shareholder in respect of such shares but shall remain liable to pay all related amounts together with accrued interest (not exceeding the average interbank deposit interest rate for one year) as prescribed by the General Meeting of Shareholders (if any) at the time of forfeiture, in accordance with the decision of the Board of Directors, from the date of forfeiture until the date of full payment. The Board of Directors shall have full authority to enforce payment of the entire value of such shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture. The forfeiture shall remain valid notwithstanding any error or omission in the giving of such notice.

CHAPTER V. ORGANIZATION, GOVERNANCE AND SUPERVISION STRUCTURE

Article 11. Organization, Governance and Supervision Structure

The organizational, governance and supervision structure of the Company shall comprise:

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

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of shares they hold. Shareholders shall be liable for the debts and other property obligations of the Company only to the extent of the capital they have contributed to the Company.
2. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly at such meetings or through authorized representatives or by remote voting. Each ordinary share shall carry one vote;
 - b. To receive dividends at a rate as decided by the General Meeting of Shareholders;
 - c. To freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
 - d. To be given priority to subscribe for newly offered shares in proportion to their respective holdings of ordinary shares;

- e. To examine, look up and extract information relating to shareholders and request correction of any inaccurate information;
 - f. To examine, look up, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding after the Company has settled all debts (including obligations to the State, taxes and fees) and payments to holders of other classes of shares in accordance with law;
 - h. To request the Company to repurchase their shares in the cases specified in 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. Where the Company has 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 access to full periodic and extraordinary information disclosed by the Company in accordance with law;
 - k. To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises; and other rights as provided by law and this Charter.
3. A shareholder or a group of shareholders holding five percent (5%) or more of the total number of ordinary shares shall have the following rights:
- a. To examine, look up and extract minutes, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;
 - b. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Articles 115 and 140 of the Law on Enterprises;
 - c. To request the Board of Supervisors to examine specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include: full name, permanent address, nationality, number of Citizen Identification Card, Identity Card, passport or other lawful personal identification (for individual shareholders); name, enterprise code or establishment decision number, and head office address (for organizational shareholders); number of shares and registration time of shares of each shareholder, total number of shares of the group and the ownership ratio in the total shares of the Company; 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 Company at least three (03) working days prior to the opening date. The proposal must clearly state the name of the shareholder, the number of shares of each class held, and the matters proposed to be included in the agenda;

- e. Other rights as provided by law and this Charter.
- 4. A shareholder or a group of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the following rights:
 - a. To nominate candidates to the Board of Directors or the Board of Supervisors in accordance with Articles 25 and 36 of this Charter;
 - b. Other rights as provided by law and this Charter.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

- 1. To comply with the Company's Charter and internal regulations; and to abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 2. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another individual or organization to attend and vote at the meeting;
 - c. Attending and voting via online meetings, electronic voting or other electronic forms;
 - d. Sending voting ballots to the meeting by mail, fax, or email.
- 3. To fully and timely pay for the shares subscribed in accordance with regulations.
- 4. To provide an accurate address when subscribing for shares. The Company shall not be responsible in cases where it is unable to contact and/or send correspondence or documents to a shareholder due to the absence, inaccuracy, or insufficiency of such shareholder's address for communication and/or delivery purposes. Any failure in contact or delivery shall not affect the procedures for convening the General Meeting of Shareholders, collecting shareholders' opinions, or the validity of resolutions passed by the General Meeting of Shareholders. To fulfill other obligations in accordance with applicable laws.
- 5. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or transferred to another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and related persons in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and any damages incurred.
- 6. To bear personal liability when acting in the name of the Company 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 financial risks to the Company.

7. To keep confidential the information provided by the Company in accordance with the Charter and applicable laws; to use such information solely 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;
8. Other obligations as provided by law and this Charter.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) is the highest decision-making body of the Company. The annual GMS shall be held once every year. The GMS must be convened within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the annual GMS where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The venue of a GMS shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual GMS and determine an appropriate venue. The annual GMS shall decide on matters as prescribed by law and this Charter, in particular approving the annual financial statements and the business plan for the following fiscal year. In the event that the audited annual financial statements contain material qualifications, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing organization that conducted the audit to attend the GMS, and such representative shall be responsible for attending the GMS.
3. The Board of Directors must convene an extraordinary GMS in the following cases:
 - a. Where it deems necessary for the interests of the Company;
 - b. Where the quarterly, semi-annual, or audited annual financial statements reflect that the Company's equity has decreased to one-half (1/2) or less compared to the beginning of the period;
 - c. Where the number of members of the Board of Directors, independent members of the Board of Directors, or Supervisor is fewer than the number required by law, or where the number of members of the Board of Directors is reduced by more than one-third (1/3) as prescribed in this Charter;
 - d. Upon request by a shareholder or a group of shareholders as specified in Clause 3, Article 12 of this Charter. Such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders or be made in multiple documents collectively containing sufficient signatures;
 - e. Upon request by the Board of Supervisors where it has reasonable grounds to believe that members of the Board of Directors or other executives have seriously breached their obligations under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its authority;

- f. Where a member of the Board of Directors seriously breaches obligations under the Regulations on Operation of the Board of Directors or the Delegation of Authority Regulation of the Company.
 - g. Other cases as provided by this Charter and applicable laws.
4. Convening an Extraordinary GMS
- a. The Board of Directors must convene a GMS within thirty (30) days from the date the remaining number of members of the Board of Directors, independent members, or Supervisor falls below the level specified in point (c), Clause 3 of this Article, or from the date of receipt of a request specified in points (d), (e), and (f), Clause 3 of this Article. In case the Board of Directors fails to convene the meeting as required, the Chairman and members of the Board of Directors shall be liable for any damages incurred by the Company;
 - b. If the Board of Directors fails to convene the meeting as prescribed in point (a) of this Clause, within the following thirty (30) days, the Board of Supervisors shall replace the Board of Directors in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises;
 - c. If the Board of Supervisors also fails to convene the meeting as prescribed in point (b) of this Clause, within the following thirty (30) days, the shareholder or group of shareholders as specified in point (d), Clause 3 of this Article shall have the right to replace the Board of Directors and the Board of Supervisors in convening the GMS in accordance with Clause 4, Article 140 of the Law on Enterprises.
- In this 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 GMS. All expenses for convening and conducting the meeting shall be reimbursed by the Company. These expenses shall not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses.
- d. The procedures for organizing the GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

- 1. The annual GMS shall have the right to discuss and approve the following matters:
 - a. Audited annual financial statements;
 - b. Report of the Board of Directors;
 - c. Report of the Board of Supervisors;
 - d. Short-term and long-term development plans of the Company.
- 2. The GMS (whether annual or extraordinary) shall decide on the following matters:
 - a. Approval of the annual financial statements;

- b. The annual dividend rate for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. Such dividend shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the GMS;
- c. The number of members of the Board of Directors;
- d. Election, dismissal, removal, and replacement of members of the Board of Directors and Supervisor;
- e. The total remuneration and bonuses of members of the Board of Directors and the Board of Supervisors;
- f. Amendments to and supplements of the Company's Charter;
- g. Selection of an independent auditing firm;
- h. The types and number of new shares to be issued for each class of shares and the transfer of shares of founding shareholders within the first three (03) years from the establishment date;
- i. Allocation of funds, and the ratio and method of profit distribution;
- j. Increase or decrease of charter capital;
- k. Division, separation, consolidation, merger, or conversion of the Company;
- l. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- m. Inspection and handling of violations by the Board of Directors or the Board of Supervisors causing damage to the Company and its shareholders;
- n. Approval of investment policies or procurement leading to the formation of fixed assets, or disposal of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets as recorded in the most recent financial statements of the Company;
- o. Decisions on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- p. Approval of contracts and transactions between the Company and the persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding thirty-five percent (35%) of the total assets as recorded in the most recent financial statements of the Company;
- q. Approval of the initial Regulations on Organization and Operation of the Board of Directors and the Board of Supervisors; in case of amendments, the Board of Directors shall report to the GMS at the nearest meeting;
- r. Within its authority, the GMS may delegate to the Board of Directors the power to decide and implement certain matters when necessary;
- s. Other matters as provided by law and this Charter.
- t. Approval of transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

3. A shareholder shall not have the right to vote in the following cases:
 - a. Approval of contracts specified in Clause 2 of this Article where such shareholder or its related person is a party to the contract;
 - b. Repurchase of shares of such shareholder or its related person, except where the repurchase is conducted proportionally to all shareholders or carried out through order-matching transactions on the Stock Exchange or via a public tender offer in accordance with law.
4. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the GMS.

Article 16. Authorization to Attend Meetings of the General Meeting of Shareholders

1. A shareholder or an authorized representative of an institutional shareholder may attend a GMS in person, or authorize one or more individuals or organizations to attend the GMS on its/his/her behalf, or attend the meeting through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to attend the GMS in accordance with Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law regulations and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and contents of authorization, the term of authorization, and signatures of both the authorizing party and the authorized party.

The authorized attendee must submit the power of attorney upon registration for attendance at the GMS. In case of re-authorization, the attendee must additionally present the original authorization document from the shareholder or the authorized representative of the institutional shareholder (unless previously registered with the Company).

3. Voting ballots cast by an authorized attendee within the scope of authorization shall remain valid even if one of the following events occurs, except where:
 - a. The authorizing person has died, has limited legal capacity, or has lost civil act capacity;
 - b. The authorizing person has revoked the authorization appointment;
 - c. The authorizing person has revoked the authority of the authorized representative.

This provision shall not apply where the Company has received notice of one of the above events before the opening of the GMS or before the reconvened meeting.

Article 17. Variation of Rights

1. Any amendment to or cancellation of special rights attached to any class of preference shares shall be valid only upon approval by shareholders representing at least sixty-five percent (65%) of the total voting rights of attending shareholders at the GMS. A resolution of the GMS adversely affecting the rights and obligations of holders of a class of preference shares shall only be passed if approved by shareholders holding at least seventy-five percent (75%) of the total preference shares of the same class attending the meeting, or by shareholders holding at least

seventy-five percent (75%) of the total preference shares of such class in the case of written approval.

2. A meeting of holders of a class of preference shares to approve changes to such rights shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and shareholders holding such class of shares present in person or through authorized representatives, regardless of number of attendees or number of shares represented, shall be deemed sufficient to constitute a quorum. At such meetings, holders of such class of shares present in person or through representatives may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.
3. Procedures for conducting such separate meetings shall be implemented in accordance with Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares having preferential rights in relation to profit distribution or Company assets shall not be deemed varied by the issuance of additional shares of the same class.

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

1. The Board of Directors shall convene the GMS, or a GMS shall be convened in the cases specified in Clause 3, Article 14 of this Charter.
2. The convener of the GMS shall perform the following tasks:
 - a. To prepare a list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS shall be prepared not earlier than ten (10) days prior to the date of sending the notice of invitation to the GMS. The Company must disclose information on the preparation of the list of shareholders entitled to attend the GMS at least twenty (20) days prior to the record date;
 - b. To prepare the agenda and contents of the meeting;
 - c. To prepare documents for the meeting;
 - d. To draft resolutions of the GMS corresponding to the proposed agenda;
 - e. To determine the time and venue of the meeting;
 - f. To notify and send the notice of invitation to the GMS to all shareholders entitled to attend;
 - g. To perform other tasks necessary for the meeting.
3. The notice of invitation to the GMS shall be sent to all shareholders by a secure method, and concurrently published on the Company's website and on the portals of the State Securities Commission and the Stock Exchange (for listed or registered trading companies). The convener must send the notice to all shareholders in the list of shareholders entitled to attend the GMS no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent, prepaid, or deposited in the mailbox). The agenda and documents relating to matters to be voted on at the GMS shall be sent to shareholders and/or published on the

Company's website. In case such documents are not enclosed with the notice, the notice must clearly specify the link to access all meeting documents, including:

- a. The agenda and documents to be used at the meeting;
 - b. The list and detailed information of candidates in the case of election of members of the Board of Directors or Supervisor;
 - c. Voting ballots;
 - d. Draft resolutions for each matter included in the agenda.
4. A shareholder or a group of shareholders as specified in Clause 3, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the GMS. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the GMS. The proposal must include: full name, permanent address, nationality, number of Citizen Identification Card, Identity Card, passport or other lawful personal identification (for individual shareholders); name, enterprise code or establishment decision number, and head office address (for organizational shareholders); number and class of shares held, and the proposed matter to be included in the agenda.
5. The convener of the GMS may refuse proposals specified in Clause 4 of this Article in any of the following cases:
- a. The proposal is not submitted in accordance with Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of ordinary shares as prescribed in Clause 3, Article 12 of this Charter;
 - c. The proposed matter does not fall within the decision-making authority of the GMS;
 - d. Other cases as provided by law and this Charter.
6. The convener of the GMS 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 GMS.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. A meeting of the GMS shall be validly convened when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares;
2. If the first meeting does not meet the quorum as prescribed in Clause 1 of this Article, within sixty (60) minutes from the scheduled opening time, the convener shall cancel the meeting. The second GMS must be reconvened within thirty (30) days from the intended date of the first meeting. The second meeting shall be validly convened when shareholders attending represent at least thirty-three percent (33%) of the total voting shares.
3. If the second meeting does not meet the quorum as prescribed in Clause 2 of this Article, within sixty (60) minutes from the scheduled opening time, the convener shall cancel the meeting. The third GMS may be convened within twenty (20) days from the intended date of the second meeting. In such case, the meeting shall be valid irrespective of the total number of voting shares

represented by the attending shareholders and shall have the authority to decide on all matters that were intended to be approved at the first meeting.

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

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and continue such registration until all shareholders entitled to attend have completed registration, unless the convener cancels the meeting in accordance with Article 19 of this Charter.
2. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. When voting at the meeting, approval votes shall be collected first, followed by disapproval votes, and finally abstentions. The vote-counting committee shall aggregate the votes for approval, disapproval, and abstention. The voting results shall be announced by the chairperson before the closing of the meeting. The GMS shall appoint persons responsible for vote counting or supervision thereof upon the proposal of the chairperson. The number of members of the vote-counting committee shall be decided by the GMS based on the chairperson's proposal.
3. Shareholders or their authorized representatives arriving after the opening of the meeting may register immediately and shall have the right to participate and vote from the time of registration. The chairperson shall not be required to suspend the meeting to allow latecomers to register, and the validity of matters already voted on shall remain unaffected.
4. The Chairman of the Board of Directors shall act as the chairperson or may authorize another member of the Board of Directors to act as the chairperson of the GMS convened by the Board of Directors. In the absence of the Chairman or where the Chairman is temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one of their members as chairperson on a majority basis. If no chairperson can be elected, the Head of the Board of Supervisors shall preside over the election of a chairperson by the GMS from among the attendees, and the person receiving the highest number of votes shall act as chairperson.

In other cases, the person who signs the decision to convene the GMS shall preside over the election of the chairperson, and the person receiving the highest number of votes shall act as chairperson.

The chairperson shall appoint one or more persons to act as secretary(ies) of the meeting.

5. The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda must clearly and specifically allocate time for each item.
6. The chairperson has the right to adjourn a GMS that has sufficient registered attendees for a period not exceeding three (03) working days from the scheduled opening date and may only adjourn or change the venue in accordance with Clause 8, Article 146 of the Law on Enterprises.
7. The convener or the chairperson of the GMS has the right to require shareholders or their authorized representatives attending the meeting to undergo inspection or other lawful and reasonable security measures. Where a shareholder or authorized representative fails to comply

with such requirements, the convener, after careful consideration, may refuse entry to or expel such person from the meeting.

8. The chairperson has the right to implement necessary and reasonable measures to ensure that the GMS is conducted in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees, including:
 - a. Arranging seating at the meeting venue;
 - b. Ensuring the safety of all attendees;
 - c. Facilitating shareholders' attendance (or continued attendance) at the meeting.

The convener of the GMS shall have full authority to change the above measures and implement all necessary measures, including the issuance of entry passes or other selection methods.

9. Where the GMS applies the measures set out above, the convener, when determining the meeting venue, may:
 - a. Announce that the meeting shall be held at the location specified in the notice, where the chairperson is present ("Main Venue");
 - b. Arrange for shareholders or their authorized representatives who cannot attend at the Main Venue or who wish to participate from another location to attend the meeting simultaneously;

The notice of meeting is not required to specify in detail the organizational measures under this Clause.

10. In this Charter (unless the context otherwise requires), a shareholder shall be deemed to attend the meeting at the Main Venue.
11. The Company shall hold a GMS at least once per year. The annual GMS shall not be conducted in the form of written resolution.
12. Where the chairperson adjourns or suspends the GMS contrary to Clause 6 of this Article, the GMS shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid.
13. Where the Company applies modern technology to organize the GMS via online meeting, such meeting shall have the same legal validity as a physical meeting. The Company shall ensure that shareholders are able to attend and vote via electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government guiding the implementation of a number of articles of the Law on Securities.

Article 21. Adoption of Resolutions of the General Meeting of Shareholders

1. Except as provided in Clauses 2 and 3 of this Article, resolutions of the GMS shall be adopted when approved by more than fifty percent (50%) of the total voting rights of shareholders attending and voting at the meeting.

2. The election of members of the Board of Directors and the Board of Supervisors shall be conducted in accordance with Clause 3, Article 148 of the Law on Enterprises.
3. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of shareholders attending and voting at the meeting, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a. Amendments to and supplements of the Charter;
 - b. Types and number of shares to be offered;
 - c. Reorganization or dissolution of the Company;
 - d. Changes to business lines and sectors;
 - e. Transactions for purchase or sale of assets of the Company or its branches with a value equal to or exceeding thirty-five percent (35%) of the total assets as recorded in the most recent financial statements of the Company;
 - f. Changes to the organizational and management structure of the Company.
4. Resolutions of the GMS approved by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the order and procedures for adopting such resolutions are not fully complied with.

Article 22. 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 GMS shall be implemented as follows:

1. The Board of Directors shall have the right to obtain shareholders' written opinions to adopt resolutions of the GMS where deemed necessary for the interests of the Company, including matters specified in Article 21 of this Charter.
2. The Board of Directors shall prepare voting forms, draft resolutions of the GMS, and explanatory documents for such draft resolutions. The Board of Directors must ensure that such documents are sent and/or disclosed to shareholders within a reasonable period for consideration and voting, and must be sent at least ten (10) days prior to the deadline for submission of voting forms. The requirements and method of sending voting forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. The voting form must contain the following principal contents:
 - a. Name, head office address, and enterprise code of the Company;
 - b. Purpose of obtaining opinions;
 - c. Full name, contact address, nationality, and legal identification details of individual shareholders; name, enterprise code or establishment decision number or legal documents, and head office address of organizational shareholders; or full name, permanent address, nationality, and legal identification details of the authorized representative of an

organizational shareholder; number of shares of each class and the corresponding voting rights;

- d. Issues that need to be consulted for approval of decisions;
 - e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
 - f. Deadline for submission of completed voting forms to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors.
4. A completed voting form must bear the signature of the individual shareholder, or the legal representative of an organizational shareholder, or the authorized representative of such organization.
5. Voting forms may be returned to the Company by the following methods:
- a. By post: voting forms must be placed in sealed envelopes and must not be opened before vote counting;
 - b. By fax or email: voting forms must be kept confidential until the time of vote counting.

Voting forms received after the deadline specified in the form, or opened prior to vote counting (in the case of postal submission), or disclosed prior to vote counting (in the case of fax or email submission), shall be deemed invalid. Voting forms not returned shall be deemed as non-participation in voting.

6. The Board of Directors shall conduct vote counting and prepare a vote-counting record in the presence of the Board of Supervisors or of shareholders who are not executive officers. The vote-counting record must include the following principal contents:
- a. Name, head office address, and enterprise code of the Company;
 - b. Purpose and matters to be voted on;
 - c. Number of shareholders and total voting rights participating, including valid and invalid votes and method of submission, together with an appendix listing participating shareholders;
 - d. Total number of votes for approval, disapproval, and abstention for each matter;
 - e. Matters adopted and the corresponding voting ratios;
 - f. Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote-counting supervisors.

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

7. The vote-counting record and the adopted resolutions must be sent to shareholders within fifteen (15) days from the completion of vote counting. Where the Company has a website, such documents may instead be published on the Company's website within twenty-four (24) hours from the completion of vote counting.

8. Completed voting forms, the vote-counting record, adopted resolutions, and related documents shall be archived at the Company's head office.
9. Resolutions adopted by way of written opinions of shareholders shall be approved if shareholders representing at least fifty-one percent (51%) of the total voting shares agree, and such resolutions shall have the same validity as those adopted at a meeting of the GMS.

Article 23. Minutes of the General Meeting of Shareholders

1. Meetings of the GMS must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in English, and shall contain the following principal contents:
 - a. Name, head office address, and enterprise code of the Company;
 - b. Time and venue of the GMS;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chairperson and the secretary;
 - e. Summary of the proceedings of the meeting and opinions expressed at the GMS in respect of each agenda item;
 - f. Number of shareholders and total voting rights of shareholders attending the meeting; appendix listing registered shareholders and their representatives attending the meeting, with the corresponding number of shares and voting rights;
 - g. Total voting rights for each matter voted on, specifying the voting method, total number of valid and invalid votes, votes for approval, disapproval, and abstentions, and the corresponding percentages of the total voting rights of attending shareholders;
 - h. Matters adopted and the corresponding voting ratios;
 - i. Signatures of the chairperson and the secretary. In the event that the chairperson and/or the secretary refuse(s) to sign the minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all contents as prescribed in this Clause. The minutes must clearly state the refusal of the chairperson and/or the secretary to sign.

Minutes prepared in Vietnamese and English shall have equal legal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

2. The minutes of the GMS must be completed and approved before the closing of the meeting. The chairperson and the secretary of the meeting, or other signatories of the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. The minutes of the GMS must be published on the Company's website within twenty-four (24) hours (if any), or sent to all shareholders within fifteen (15) days from the end of the meeting.

4. The minutes of the GMS shall be deemed conclusive evidence of the matters conducted at the GMS, unless objections to the contents of the minutes are raised in accordance with prescribed procedures within ten (10) days from the date of dispatch of the minutes.
5. Resolutions, minutes of the GMS, appendices listing shareholders attending the meeting with their signatures, powers of attorney for attendance, and related documents must be disclosed in accordance with regulations on information disclosure in the securities market and shall be archived at the Company's head office.

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

Within ninety (90) days from the date of receipt of the minutes of the GMS or the vote-counting record of written opinions of shareholders, a shareholder or group of shareholders as specified in Clause 3, Article 12 of this Charter shall have the right to request a Court or Arbitration to review and annul a resolution of the GMS in the following cases:

1. The order and procedures for convening the meeting and adopting resolutions of the GMS seriously violate the provisions of the Law on Enterprises and this Charter, except as provided in Clause 4, Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

Where a resolution of the GMS is annulled by a decision of a Court or Arbitration, the person who convened the annulled GMS may consider reconvening the GMS within thirty (30) days in accordance with the procedures prescribed by the Law on Enterprises and this Charter.

CHAPTER VII. BOARD

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. In cases where candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the meeting documents of the General Meeting of Shareholders and disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website (if any) so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written commitment to the truthfulness, accuracy, and reasonableness of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors shall include, at a minimum, the following:
 - a. Full name, date of birth;
 - b. Educational background;
 - c. Professional qualifications;
 - d. Working experience;
 - e. Companies in which the candidate currently holds positions as a member of the Board of Directors or other managerial positions;
 - f. Interests related to the Company (if any);

- g. Full name(s) of the shareholder(s) or group of shareholders nominating such candidate (if any);
 - h. Other relevant information (if any).
2. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or a group of shareholders holding from 10% to under 20% of the total voting shares may nominate one (01) candidate; from 20% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% may nominate up to four (04) candidates; from 50% to under 60% may nominate up to five (05) candidates; from 60% to under 70% may nominate up to six (06) candidates; from 70% to under 80% may nominate up to seven (07) candidates; and from 80% to under 90% may nominate up to eight (08) candidates.
 3. Where the number of candidates for the Board of Directors nominated and self-nominated remains insufficient as required, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanisms stipulated in the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors in accordance with applicable laws.
 4. Members of the Board of Directors must satisfy the criteria and conditions as prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The Board of Directors shall consist of five (05) members. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve until new members are elected and assume their duties.
2. The structure of the Board of Directors shall be as follows:
 - a. The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors.
 - b. There must be at least one (01) independent member of the Board of Directors.
3. A member of the Board of Directors shall cease to hold office in the following cases:
 - a. Failing to meet the qualifications for being a member of the Board of Directors as prescribed by the Law on Enterprises or being prohibited by law from serving as a member of the Board of Directors;
 - b. Submitting a resignation letter which is accepted;
 - c. Suffering from mental disorder and other members of the Board of Directors have professional evidence proving that such person no longer has legal capacity;

- d. Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
 - e. Failing to fulfill assigned duties as decided by the General Meeting of Shareholders;
 - f. Providing inaccurate personal information to the Company as a candidate for the Board of Directors;
 - g. Other cases as prescribed by this Charter and applicable laws.
 - h. Other cases as decided by the General Meeting of Shareholders;
4. The appointment of members of the Board of Directors shall be carried out in accordance with decisions or election regulations approved by the General Meeting of Shareholders from time to time and must be disclosed in compliance with laws on information disclosure in the securities market.
5. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Rights and Obligations of the Board of Directors

1. The business operations and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body vested with full authority to exercise all rights and obligations of the Company, except those falling within the competence of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:
 - a. To decide on the Company's strategy, medium-term development plan, and annual business plan, and to amend the same when deemed necessary;
 - b. To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
 - c. To elect, remove, or dismiss the Chairman of the Board of Directors / the person in charge of corporate governance / the Secretary of the Board of Directors; to appoint, dismiss, enter into, and terminate contracts with the General Director and other executives (Deputy General Directors, Chief Financial Officer, Chief Accountant), and to determine their remuneration and other benefits;
 - d. To supervise and direct the General Director and other executives;
 - e. To resolve complaints of the Company against executives and to appoint representatives of the Company to handle matters relating to legal proceedings involving such executives;
 - f. To decide on the issuance or amendment of the Company's organizational and management structure (organizational chart), except for the organizational, governance, and control structure stipulated in the Charter;
 - g. To decide on the issuance or amendment of internal management regulations of the Company;

- h. To decide on the Regulations on organization and operation of the Board of Directors, the Regulations on organization and operation of the Board of Supervisors after obtaining approval in principle from the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;
- i. To decide on the establishment of subsidiaries, branches, and other related matters;
- j. To nominate persons to the Board of Directors of companies in which the Company has invested capital and/or exercises control for the purpose of governance and supervision;
- k. To appoint capital representatives to attend and vote at the General Meeting of Shareholders of companies in which the Company has invested capital and/or exercises control;
- l. To approve and implement compliance with the Group's Corporate Governance Regulations and related documents issued by the Group;
- m. To supervise, inspect, and review compliance with laws; to direct and evaluate the implementation of assigned objectives and tasks, operational results, and business efficiency; and to manage, utilize, preserve, and develop capital in subsidiaries;
- n. To decide on the purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad with a value of less than 35% (thirty-five percent) of the total assets recorded in the Company's most recent financial statements;
- o. To propose the reorganization or dissolution of the Company;
- p. To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or seek shareholders' opinions for decision-making;
- q. To propose the annual dividend rate and decide on the timing and procedures for dividend payment;
- r. To propose the types of shares to be issued and the total number of shares to be issued for each class;
- s. To propose the issuance of convertible bonds and bonds with warrants;
- t. To decide on the offering price of shares and bonds where authorized by the General Meeting of Shareholders;
- u. To submit audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;
- v. To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;
- w. To decide on investment policies and procurement for the formation of fixed assets, or the sale of assets with a value of less than 35% (thirty-five percent) of the total assets recorded in the Company's most recent financial statements;
- x. To decide on contracts for purchase, sale, borrowing, lending, pledge, mortgage, guarantee, secured transactions or indemnities, deposits, escrow, and other contracts with a value of less

than 35% (thirty-five percent) of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions falling under the authority of the General Meeting of Shareholders (including those specified in Point d, Clause 2, Article 138 and Clause 1 and Clause 3, Article 167 of the Law on Enterprises);

- y. To decide on plans for implementation of information technology software solutions; where such plans involve investment value, the approval authority limits between the General Meeting of Shareholders and the Board of Directors shall apply;
 - z. To determine the valuation of non-cash assets contributed to the Company in share or bond issuances, including gold, land use rights, intellectual property rights, technology, and technical know-how;
 - aa. To decide on the repurchase or redemption of no more than 10% (ten percent) of the total number of issued shares of each class within 12 (twelve) months;
 - bb. To determine the repurchase or redemption price of the Company's shares;
 - cc. To decide on other business matters or transactions that the Board of Directors deems necessary within its authority and responsibilities;
 - dd. To comply with the Charter, the Delegation of Authority Regulations, and internal regulations of the Company, including but not limited to those on investment, finance, human resources, information disclosure, delegation of authority, and other regulations (if any);
 - ee. To be responsible for coordination and implementation in accordance with the Charter, the Delegation of Authority Regulations, and internal regulations of the Company.
3. Where the exercise of rights and obligations specified in Clause 2 of this Article falls within the scope of the Delegation of Authority Regulations, the Board of Directors must strictly comply with such Regulations.
 4. The Board of Directors shall report to the General Meeting of Shareholders on its activities, in particular its supervision of the General Director and other executives during the financial year. In the event that the Board of Directors fails to submit such report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not yet approved by the Board of Directors.
 5. Unless otherwise provided by law or the Charter, the Board of Directors may delegate to subordinates and other executives the authority to act on behalf of the Company.

Article 28. Remuneration, Salary, and Other Benefits of Members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration and benefits for their services in their capacity as members of the Board of Directors. The total remuneration and other benefits of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration and benefits shall be allocated among the members of the Board of Directors in accordance with the agreement of the Board of Directors or equally divided in the absence of such agreement.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, rights to purchase shares, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies in which such member acts as a representative of contributed capital, must be fully disclosed in the Company's Annual Report. Remuneration of members of the Board of Directors shall be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
3. Members of the Board of Directors holding executive positions, or members working on committees of the Board of Directors, or performing duties which, in the opinion of the Board of Directors, fall outside the normal scope of responsibilities of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, percentage of profits, or in any other form as decided by the Board of Directors.
4. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, meal, and other reasonable expenses incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
5. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter by members of the Board of Directors.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members;
2. The Chairman of the Board of Directors must not concurrently hold the position of Director (General Director);
3. The Chairman of the Board of Directors shall be responsible for preparing agendas and documents, convening and chairing meetings of the Board of Directors, and chairing meetings of the General Meeting of Shareholders, and shall also have other rights and obligations as prescribed by the Law on Enterprises and this Charter;
4. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and supervisory reports of the Board of Directors to shareholders at the General Meeting of Shareholders;
5. The Chairman of the Board of Directors may be removed by resolution of the Board of Directors. In the event that the Chairman resigns or is removed, the Board of Directors must elect a replacement within ten (10) days;
6. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Chairman must authorize another member in writing to exercise the rights and perform

the obligations of the Chairman of the Board of Directors. In the absence of such authorization, or where the Chairman dies, is missing, is detained, is serving a prison sentence, is serving an administrative measure at a compulsory detoxification establishment or compulsory educational institution, absconds from his/her place of residence, has limited or lost legal capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding positions, practicing a profession, or performing certain work, the remaining members shall elect one of themselves to act as Chairman of the Board of Directors based on the majority approval of the remaining members until a new decision of the Board of Directors is issued.

Article 30. Meetings of the Board of Directors

1. In cases where the Board of Directors elects a Chairman, the Chairman of the Board of Directors shall be elected at the first meeting of the term of office of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors for such term. This meeting shall be convened and chaired by the member receiving the highest number or percentage of votes. Where more than one (01) member receives the highest number or percentage of votes, such members shall elect by majority vote one (01) among them to convene the meeting of the Board of Directors.
2. The Chairman of the Board of Directors shall convene regular and extraordinary meetings of the Board of Directors and determine the agenda, time, and venue of the meeting at least three (03) working days prior to the meeting date. The Chairman may convene meetings whenever deemed necessary, provided that the Board of Directors shall meet at least once every quarter.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors without unreasonable delay upon written request from any of the following persons, specifying the purpose of the meeting, matters to be discussed, and decisions falling within the authority of the Board of Directors:
 - a. The General Director or at least five (05) other executives;
 - b. The Board of Supervisors or an independent member of the Board of Directors;
 - c. At least two (02) members of the Board of Directors;
 - d. Other cases (if any).
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose of the meeting and matters to be discussed and decided within the authority of the Board of Directors. The Chairman of the Board of Directors must convene a meeting within seven (07) working days from the date of receipt of such request. If the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damages caused to the Company; the remaining members of the Board of Directors may convene the meeting if deemed necessary for the interests of the Company. Procedures for meetings and issuance of resolutions shall comply with this Article.
5. Upon request of the independent audit firm auditing the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meetings of the Board of Directors shall be held at the Company's head office or at another location in Vietnam or overseas as decided by the Chairman of the Board of Directors and approved by the Board of Directors.

7. Notice of meetings of the Board of Directors must be sent to members of the Board of Directors and Supervisors at least three (03) working days prior to the meeting date. A member of the Board of Directors may waive the notice requirement in writing, and such waiver may be amended or revoked in writing by such member. Notices of meetings of the Board of Directors must be made in Vietnamese and specify the time, venue, agenda, matters for discussion, accompanied by necessary documents relating to matters to be discussed and voted upon at the meeting, together with voting forms for members.

Notices of meetings may be sent by mail, fax, email, or other means, provided that they are delivered to the registered contact addresses of each member of the Board of Directors and Supervisors maintained by the Company.

8. Meetings of the Board of Directors shall be validly conducted when attended by at least three-fourths (3/4) of the total members of the Board of Directors, either in person or through representatives (authorized persons) if approved by the majority of the Board members.

Where the quorum is not satisfied, the meeting must be reconvened within seven (07) days from the intended date of the first meeting. The reconvened meeting shall be valid if attended by more than one-half (1/2) of the members of the Board of Directors.

9. Meetings of the Board of Directors may be conducted via online conference among members of the Board of Directors when all or some members are located in different places, provided that each participating member is able to:

- a. Hear every other participating member speaking at the meeting;
- b. Speak simultaneously with all other participating members. Discussions among members may take place directly by telephone or through other communication means, or by a combination of such methods. Members participating in such meetings shall be deemed to be "present" at the meeting. The venue of a meeting conducted under this provision shall be the place where the largest number of members are present, or where the Chairman of the meeting is present.

Resolutions adopted at meetings conducted by telephone or other lawful communication means shall take effect immediately upon conclusion of the meeting, provided such meetings are properly convened and conducted.

10. Members of the Board of Directors may send voting forms to the meeting by mail, fax, or email. Where voting forms are sent by mail, they must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Voting forms shall only be opened in the presence of all attendees.

11. Voting

- a. Except as provided in Point b, Clause 11 of this Article 30, each member of the Board of Directors or his/her authorized representative as prescribed in Clause 8 of this Article, attending the meeting in person, shall have one (01) vote;
 - b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member has interests that conflict or may conflict with the interests of the Company.
 - c. Subject to Point d, Clause 11 of this Article 30, where issues arise at a meeting relating to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily waive his/her voting right, the ruling of the Chairman of the meeting shall be final, except where the nature or extent of such member's interests has not been fully disclosed;
 - d. A member of the Board of Directors benefiting from a contract specified in Point a and Point b, Clause 5, Article 42 of this Charter shall be deemed to have a material interest in such contract;
 - e. Supervisors shall have the right to attend meetings of the Board of Directors, participate in discussions, but shall not have voting rights.
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction entered into or proposed to be entered into with the Company, and who is aware that he/she has an interest therein, must disclose such interest at the first meeting of the Board of Directors discussing the execution of such contract or transaction. Where the member was not aware at the time the contract or transaction was entered into that he/she or related persons had interests therein, such member must disclose the relevant interests at the first meeting of the Board of Directors held after becoming aware that he/she has or will have interests in such transaction or contract.
13. The Board of Directors shall adopt decisions and pass resolutions based on the approval of the majority of members attending the meeting, ensuring compliance with the Delegation of Authority Regulations. In the event of an equal number of votes for and against, the vote of the Chairman of the Board of Directors shall be the casting vote.
14. Resolutions adopted by way of written consultation shall be approved by the majority of members of the Board of Directors having voting rights, ensuring compliance with the Delegation of Authority Regulations. Such resolutions shall have the same validity and effect as resolutions passed at meetings.
15. The Chairman of the Board of Directors shall be responsible for sending minutes of meetings of the Board of Directors to members, and such minutes shall serve as conclusive evidence of the matters conducted at the meeting unless objections to the contents of the minutes are raised within ten (10) days from the date of dispatch. Minutes of meetings of the Board of Directors shall be made in Vietnamese and may also be made in English. The minutes must bear the signatures of the Chairman of the meeting and the minute-taker.
16. Minutes and resolutions of meetings of the Board of Directors may be prepared in the form of electronic data messages in accordance with the Law on Electronic Transactions No.

20/2023/QH15. Minutes of meetings of the Board of Directors prepared in the form of electronic data messages shall have the same validity and legal effect as written minutes only if they bear the digital signatures of the Chairman of the meeting, the minute-taker, and all members of the Board of Directors attending the meeting.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish subordinate committees in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors and must consist of at least three (03) members, including members of the Board of Directors and external members. Independent members of the Board of Directors and/or non-executive members of the Board of Directors should constitute the majority of the committee members, and one of such members shall be appointed as the Chairman of the committee by the Board of Directors. The operation of committees must comply with the regulations issued by the Board of Directors. Resolutions of a committee shall only be valid when approved by the majority of members attending and voting at the committee meeting.
2. The implementation of decisions of the Board of Directors, or committees under the Board of Directors, or persons acting in the capacity of committee members of the Board of Directors, must comply with applicable laws and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) person to act as the Person in Charge of Corporate Governance in order to support the effective implementation of corporate governance activities. 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. The term of office of the Person in Charge of Corporate Governance shall be decided by the Board of Directors and shall not exceed five (05) years.
2. The Person in Charge of Corporate Governance must satisfy the following criteria:
 - a. Having knowledge of law;
 - b. Not concurrently working for the independent auditing firm auditing the Company's financial statements;
 - c. Other criteria as prescribed by law, this Charter, and decisions of the Board of Directors.
3. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal is not contrary to the prevailing labor laws.
4. The Board of Directors may appoint a Secretary of the Board of Directors from time to time.
5. The Person in Charge of Corporate Governance shall have the following rights and obligations:
 - a. To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and shareholders;

- b. To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c. To advise on procedures for meetings;
- d. To attend meetings;
- e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with the law;
- f. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Supervisors;
- g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. To act as the contact point with stakeholders;
- i. To maintain confidentiality of information in accordance with the law and the Company's Charter;
- j. To perform other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

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

Article 34. Executives of the Company

1. Executives of the Company include the General Director, Deputy General Directors, Chief Accountant, and other executive positions appointed by the Board of Directors.
2. Upon the proposal of the General Director and subject to the approval of the Board of Directors, the Company may recruit other executives in numbers and with qualifications appropriate to the Company's organizational structure and management regulations as prescribed by the Board of Directors. Executives shall perform their duties with due care and diligence in supporting the Company to achieve its operational and organizational objectives.
3. The remuneration, salary, benefits, and other terms of the labor contract of the General Director shall be determined by the Board of Directors. Contracts with other executives shall be decided by the Board of Directors after consultation with the General Director.
4. Salaries of executives shall be accounted for as operating expenses of the Company in accordance with the laws on corporate income tax, presented as separate items in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, Dismissal, Duties, and Powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person to serve as the General Director and shall enter into a contract specifying remuneration, salary, and other benefits.
2. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. Such appointment may terminate in accordance with the provisions of the labor contract. The General Director must not be a person prohibited by law from holding such position and must satisfy the criteria and conditions prescribed by law and the Company's Charter.
3. The General Director shall have the following rights and obligations:
 - a. To implement resolutions of the Board of Directors and the General Meeting of Shareholders, and the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
 - b. To manage and decide on the daily business operations of the Company. An activity shall be deemed a daily business operation if it does not fall within the decision-making authority of the General Meeting of Shareholders or the Board of Directors;
 - c. To propose to the Board of Directors plans regarding the organizational structure and internal management regulations of the Company;
 - d. To propose measures to improve the Company's operations and management;
 - e. To recommend the number and categories of executives required to be recruited by the Company for appointment or dismissal by the Board of Directors in accordance with internal regulations, and to propose remuneration, salary, and other benefits for executives for decision by the Board of Directors;
 - f. To propose to the Board of Directors staffing plans and adjustments, salary funds, bonus funds, and personnel budget plans of the Company, and to make decisions in accordance with the delegation of authority of the Board of Directors from time to time;
 - g. To decide on policies regarding recruitment, salary, and other benefits; appointment, removal, dismissal, execution/re-execution of labor contracts, and termination of labor contracts for positions within the Company in accordance with the delegation of authority of the Board of Directors from time to time; and to authorize subordinates and other persons to perform one or more tasks within his/her authority, while remaining responsible before the law and the Board of Directors for such authorization;
 - h. To decide on investment policies; procurement for the formation of fixed assets; procurement or lease of goods/services; disposal of assets; or other transactions/security arrangements within the authority delegated by the Board of Directors. The Board of Directors shall issue regulations on delegation of approval authority to the General Director from time to time;
 - i. To decide on contracts for purchase, sale, borrowing, lending, pledge, mortgage, guarantee, secured transactions or indemnities, deposits/escrow, and other contracts not falling within

the authority of the General Meeting of Shareholders or the Board of Directors, and in compliance with other regulations issued by the Board of Directors from time to time.

- j. By October 31 each year, to submit to the Board of Directors for approval a detailed business plan for the following financial year on the basis of satisfying the requirements of the appropriate budget and the five (05)-year financial plan;
 - k. As soon as practicable before the annual General Meeting of Shareholders, to submit to the Board of Directors for approval the business plan for the following financial year on the basis of satisfying the requirements of the appropriate budget and the five-year financial plan; and to exercise other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and the labor contract signed with the Company.
 - l. To perform other activities within his/her responsibilities in accordance with the Charter, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, authorizations or delegations by the Board of Directors, the labor contract of the General Director, and applicable laws.
 - m. To comply with the Charter, the Delegation of Authority Regulations, and internal regulations of the Company, including but not limited to regulations on investment, finance, personnel, information disclosure, delegation of authority, and other regulations (if any).
4. Where the exercise of rights and obligations specified in Clause 3 of this Article falls within the scope of the Delegation of Authority Regulations, the General Director must strictly comply with such Regulations.
 5. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to such bodies upon request.
 6. The Board of Directors may dismiss the General Director where such dismissal is approved by the majority of members of the Board of Directors attending the meeting and having voting rights, and may appoint a new General Director in replacement thereof.

CHAPTER IX. BOARD OF SUPERVISORS

Article 36. Nomination and Candidacy of Supervisors

1. The nomination and candidacy of Supervisors shall be conducted as follows: Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Supervisors. A shareholder or group of shareholders holding from 10% to under 30% of the total voting shares may nominate one (01) candidate; from 30% to under 50% may nominate up to two (02) candidates; and from 50% to under 100% may nominate up to three (03) candidates;
2. Where the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanisms prescribed in the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on

Operation of the Board of Supervisors. The mechanism for nomination by the incumbent Board of Supervisors must be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination process.

Article 37. Composition of the Board of Supervisors

1. The Board of Supervisors shall consist of three (03) Supervisors. The term of office of a Supervisor shall not exceed five (05) years and Supervisors may be re-elected for an unlimited number of terms.
2. Supervisors must satisfy the criteria and conditions prescribed in Clause 1, Article 169 of the Law on Enterprises, the Company's Charter, and must not fall into any of the following cases:
 - a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of the independent auditing firm auditing the Company's financial statements within the preceding three (03) consecutive years.
3. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Supervisors in accordance with the principle of majority vote. More than one-half of the Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or another discipline related to the Company's business activities. The Head of the Board of Supervisors shall have the following rights and responsibilities:
 - a. To convene meetings of the Board of Supervisors;
 - b. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
 - c. To prepare and sign reports of the Board of Supervisors after consultation with the Board of Directors for submission to the General Meeting of Shareholders.
4. A Supervisor shall be removed from office in the following cases:
 - a. No longer satisfying the criteria and conditions for being a Supervisor as prescribed in Clause 2 of this Article;
 - b. Failing to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Submitting a resignation letter which is accepted;
 - d. Other cases prescribed by law or this Charter.
5. A Supervisor shall be dismissed in the following cases:
 - a. Failing to fulfill assigned duties and responsibilities;
 - b. Failing to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Seriously or repeatedly violating the obligations of Supervisors prescribed in the Law on Enterprises and the Company's Charter;

- d. Pursuant to a resolution of the General Meeting of Shareholders;
- e. Other cases prescribed by law or this Charter.

Article 38. Rights and Obligations of the Board of Supervisors

1. The Board of Supervisors shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:
 - a. To propose and recommend to the General Meeting of Shareholders for approval the list of independent auditing firms to audit the Company's financial statements; to decide on the approved auditing organization conducting inspections of the Company's operations; and to dismiss approved auditors where deemed necessary.
 - b. To be accountable to shareholders for its supervisory activities;
 - c. To supervise the Company's financial status, the legality of activities of members of the Board of Directors, the General Director, and other executives, and the coordination among the Board of Supervisors, the Board of Directors, the General Director, and shareholders;
 - d. To review, inspect, and evaluate the effectiveness and efficiency of internal control systems, internal audit, risk management, and early warning systems;
 - e. To recommend to the Board of Directors or the General Meeting of Shareholders measures for amendment, supplementation, and improvement of the organizational structure for management, supervision, and business operations;
 - f. Where violations prescribed in Article 165 of the Law on Enterprises, other relevant laws, the Company's Charter, or resolutions of the General Meeting of Shareholders by members of the Board of Directors, the General Director, or other executives are detected, to notify the Board of Directors in writing within forty-eight (48) hours, request the violating person to cease the violation, and implement remedial measures;
 - g. To report to the General Meeting of Shareholders in accordance with the Law on Enterprises.
 - h. To comply with the Charter and internal regulations of the Company, including but not limited to the regulations on organization and operation of the internal Board of Supervisors issued by the Company.
 - i. To ensure coordination and compliance with provisions of the Company's internal regulations relating to the organization and operation of the Board of Supervisors.
 - j. To exercise other rights and obligations prescribed by law and this Charter.
2. Members of the Board of Directors, the General Director, and other executives must provide complete, accurate, and timely information and documents relating to the management, administration, and operations of the Company upon request of the Board of Supervisors. The Person in Charge of Corporate Governance must ensure that copies of all resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors are simultaneously provided to Supervisors in the same manner as provided to shareholders and members of the Board of Directors.

Article 39. Meetings of the Board of Supervisors

1. The Board of Supervisors must hold at least two (02) meetings per year. The quorum for a meeting shall be at least two-thirds (2/3) of the total number of members of the Board of Supervisors. Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and the Supervisors attending the meeting must sign the minutes. Minutes of meetings of the Board of Supervisors shall be retained in order to determine the responsibilities of each Supervisor.
2. The Board of Supervisors shall have the right to request members of the Board of Directors, the Director (General Director), and representatives of approved auditing organizations to attend meetings and provide clarification on matters requiring explanation.

Article 40. Salary, Remuneration, Bonuses, and Other Benefits of Members of the Board of Supervisors

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

1. Members of the Board of Supervisors shall be entitled to salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total salary, remuneration, bonuses, other benefits, and annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for accommodation, travel expenses, and expenses for the use of independent consulting services at reasonable levels. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as operating expenses of the Company in accordance with the laws on corporate income tax and other relevant laws, and shall be separately presented in the Company's annual financial statements.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**Article 41. Responsibility for Caution**

1. Members of the Board of Directors, Supervisors, the General Director, and other executives shall perform their duties, including duties performed in the capacity of members of committees under the Board of Directors, honestly and prudently in the best interests of the Company.
2. Members of the Board of Directors, the Director or General Director, and other executives who violate the provisions of Clause 1, Article 164 of the Law on Enterprises shall be personally or jointly liable for compensation of lost benefits, return of improperly obtained benefits, and full compensation for damages caused to the Company and third parties.

Article 42. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Supervisors, the General Director, and other executives must disclose related interests in accordance with Article 164 of the Law on Enterprises and other relevant legal provisions.
2. Members of the Board of Directors, Supervisors, the General Director, and other executives must not use business opportunities of the Company for personal gain, nor use information obtained by virtue of their positions for personal benefit or for the benefit of other organizations or individuals.
3. Members of the Board of Directors, Supervisors, the General Director, and other executives shall be obliged to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, subsidiaries, or other companies in which the public company holds more than 50% of the charter capital and such persons or their related persons in accordance with law. For the aforesaid transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information relating to such resolutions in accordance with securities laws on information disclosure.
4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or provide guarantees to members of the Board of Directors, Supervisors, the General Director, other executives, and related individuals or organizations of such persons, or legal entities in which such persons have financial interests, except where the Company and organizations related to such persons are companies within the same group structure, including parent company–subsidiary relationships, economic groups, or where specialized laws provide otherwise.
5. Contracts or transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), other executives, and related individuals or organizations of such persons shall not be invalidated in the following cases:
 - a. For contracts or transactions with a value equal to or less than 35% of the total assets recorded in the most recent financial statements, where the material contents of such contracts or transactions, together with the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), or other executives, have been reported to the Board of Directors and approved by the majority of disinterested members of the Board of Directors;
 - b. For contracts or transactions with a value exceeding 35% of the total assets recorded in the most recent financial statements, or transactions resulting in aggregate transaction value within twelve (12) months from the date of the first transaction reaching 35% or more of the total assets recorded in the most recent financial statements, where the material contents of such transactions together with the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), or other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of shareholders without related interests;

- c. Where such contracts or transactions are considered fair and reasonable in all respects relating to the shareholders of the Company by an independent consulting organization at the time such contracts or transactions are approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, the General Director, other executives, and related organizations and individuals of such persons must not use undisclosed information of the Company or disclose such information to others for conducting related transactions.

Article 43. Liability for Damages and Indemnification

1. Members of the Board of Directors, Supervisor, the General Director, and other executives who breach their obligations and duties of honesty and prudence, fail to perform their duties with due diligence and professional competence, or violate the Charter or internal regulations of the Company, shall be liable for any damages arising from their violations.
2. The Company shall indemnify persons who have been, are, or may become involved parties in complaints, lawsuits, or legal proceedings (including civil and administrative proceedings and excluding cases initiated by the Company itself) if such persons are or were members of the Board of Directors, Supervisor, the General Director, other executives, employees, or authorized representatives of the Company, or acted at the request of the Company in such capacities, provided that such persons acted honestly, prudently, and diligently for the benefit of, or not contrary to the interests of, the Company, in compliance with applicable laws, the Charter, the Delegation of Authority Regulations, and the internal regulations of the Company, and there is no evidence confirming that such persons breached their responsibilities.
3. In performing their functions, duties, or authorized tasks on behalf of the Company, members of the Board of Directors, Supervisor, other executives, employees, or authorized representatives of the Company shall be indemnified by the Company when they become involved parties in complaints, lawsuits, or legal proceedings (excluding cases initiated by the Company itself) in the following circumstances:
 - a. They acted honestly, prudently, and diligently for the benefit of, and not contrary to the interests of, the Company;
 - b. They complied with applicable laws, the Charter, and the internal regulations of the Company, and there is no evidence confirming any failure to perform their responsibilities.
4. Indemnification expenses shall include incurred costs (including legal fees), judgment costs, fines, and amounts actually paid or reasonably deemed payable in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons against the indemnification liabilities mentioned above.

CHAPTER XI. INSPECTION RIGHTS OVER COMPANY BOOKS AND RECORDS

Article 44. Rights to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect books and records as follows:
 - a) Ordinary shareholders shall have the right to examine, inspect, and extract information relating to names and contact addresses in the list of voting shareholders; request correction of

inaccurate information relating to themselves; examine, inspect, extract, or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- b) Shareholders or groups of shareholders owning 5% or more of the total ordinary shares shall have the right to examine, inspect, and extract minutes books, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisor, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets.
2. Where an authorized representative of a shareholder or group of shareholders requests inspection of books and records, such request must be accompanied by a power of attorney from the shareholder or shareholder group represented by such person or a notarized copy thereof.
3. Members of the Board of Directors, Supervisor, the General Director, and other executives shall have the right to inspect the Company's shareholder register, shareholder lists, books, and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company shall retain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisor, annual financial statements, accounting books, and other documents as required by law at the head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are stored.
5. The Company Charter must be published on the Company's website.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary actions applicable to employees and executives of the Company.
2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations in accordance with best management standards, practices and policies, the provisions of this Charter, the Company's internal regulations, and applicable laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

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

2. The Company shall not pay interest on dividends or any other amounts payable relating to any class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of all or part of dividends in shares, and the Board of Directors shall implement such resolution.
4. In cases where dividends or other amounts relating to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong. Such payment may be made directly or through banks based on the bank account details provided by shareholders. Where the Company has transferred funds in accordance with the bank details provided by a shareholder but such shareholder does not receive the payment, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares listed/registered for trading on a stock exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date for finalizing the list of shareholders. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank Account

1. The Company shall open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. Subject to prior approval by the competent authority, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts opened by the Company at banks.

Article 48. Financial Year

The financial year of the Company shall commence on the first day of January each year and end on the thirty-first (31st) day of December of the same year. The first financial year shall commence from the date of issuance of the Enterprise Registration Certificate and end on the thirty-first (31st) day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 49. Accounting System

1. The accounting system adopted by the Company shall be the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or any other specialized accounting regime promulgated by the competent authority and approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese and preserve accounting records in accordance with the laws on accounting and relevant laws. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the transactions of the Company.
3. The accounting currency used by the Company shall be Vietnamese Dong. In cases where the Company's major economic transactions are conducted in a foreign currency, the Company may choose such foreign currency as its accounting currency, shall be legally responsible for such choice, and shall notify the directly managing tax authority thereof.

CHAPTER XV. ANNUAL REPORTS AND FINANCIAL STATEMENTS

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

1. The Company shall prepare annual financial statements in accordance with applicable laws. Such statements must be audited in accordance with Article 50 of this Charter. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities;
2. The annual financial statements must include an income statement fairly and accurately reflecting the profit/loss of the Company during the financial year, a statement of financial position fairly and accurately reflecting the operational status of the Company as of the reporting date, a cash flow statement, and notes to the financial statements;
3. The Company shall prepare and disclose quarterly financial statements, reviewed semi-annual financial statements, and audited annual financial statements (including the auditor's opinion) in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities;

Article 51. Annual Report

The Company shall prepare and disclose its annual report in accordance with the laws on securities and the securities market.

CHAPTER XVI. COMPANY AUDIT

Article 52. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following financial year based on terms and conditions agreed with the Board of Directors. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the financial year;
2. The audit report shall be attached to the Company's annual financial statements;
3. Independent auditors conducting the audit of the Company may attend meetings of the General Meeting of Shareholders and shall have the right to receive notices and other information relating to meetings of the General Meeting of Shareholders which shareholders are entitled to receive, and to express opinions at such meetings on matters relating to the audit of the Company's financial statements.

CHAPTER XVII. SEALS**Article 53. Seal**

1. The seal includes seals engraved by seal-making establishments or seals in the form of digital signatures in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and contents of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

CHAPTER XVIII. TERMINATION OF OPERATION AND LIQUIDATION**Article 54. Termination of Operation**

1. The Company may be dissolved in the following cases:
 - a. Upon expiry of the operation term stated in the Company Charter without any resolution on extension;
 - b. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;
 - c. Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
 - d. Other cases as prescribed by law.
2. The early dissolution of the Company before the expiry of its operation term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with applicable regulations.

Article 55. Extension of Operation Term

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiry of the Company's operation term so that shareholders may vote on the extension of the Company's operation term upon proposal of the Board of Directors.
2. The operation term shall be extended if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of shareholders attending the meeting directly or through authorized representatives at the General Meeting of Shareholders.

Article 56. Liquidation

1. At least six (06) months prior to the expiry of the Company's operation term or upon issuance of a decision on dissolution of the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to liquidation shall be paid by the Company in priority before other liabilities of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority on the date of its establishment and commencement of operation. From such time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before courts and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order of priority:
 - a. Liquidation expenses;
 - b. Outstanding salaries, severance allowances, social insurance obligations, and other benefits of employees pursuant to collective labor agreements and signed labor contracts;
 - c. Tax liabilities;
 - d. Other liabilities of the Company;
 - e. The remaining balance after payment of all liabilities specified in items (a) through (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In the event of disputes or complaints arising in connection with the operation of the Company or the rights and obligations of shareholders under the Law on Enterprises, other applicable laws, the Company Charter, or regulations between:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, the Board of Supervisor, the General Director, or other executives;

The relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and request each party to provide information relating to the dispute within ten (10) working days from the date the dispute arises. In the event the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the General Meeting of Shareholders to appoint an independent expert to act as mediator for the dispute resolution process.

2. If no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to Economic Arbitration or the Economic Court.
3. The parties shall bear their own costs relating to negotiation and conciliation procedures. Court costs shall be paid in accordance with the judgment or decision of the Court.

CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 58. Company Charter

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

2. In the event that any legal provisions relating to the operation of the Company are not provided for in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the operations of the Company.

CHAPTER XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This Charter, comprising twenty-one (21) chapters and fifty-nine (59) articles, was unanimously approved by the General Meeting of Shareholders of Regal Group Joint Stock Company on April 29, 2026, and the full text of this Charter shall take effect accordingly.
2. This Charter is made in three (03) originals of equal validity and shall be kept at the head office of the Company.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company Charter shall be valid only if bearing the signature of the Chairman of the Board of Directors, or at least one-half (1/2) of the total members of the Board of Directors, or the General Director.

LEGAL REPRESENTATIVE

(Signed)

TRAN NGOC THANH