



MEKONG GROUP

Think your way

CHARTER
NAM MEKONG GROUP JOINT STOCK
COMPANY

Hanoi, September 23rd, 2026



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INTRODUCTION

This Charter of Nam Mekong Group Joint Stock Company (hereinafter referred to as the "Company") is the legal basis for all activities of the Company, a joint stock company established and operating under the Law on Enterprises. The Charter, the Company's internal regulations, and resolutions of the General Shareholders Meeting and the Board of Directors that have been duly passed in accordance with relevant laws shall be the binding rules and regulations for conducting the Company's business activities.

This Charter was adopted pursuant to a valid resolution of the General Meeting of Shareholders of Nam Me Kong Group Joint Stock Company dated 27 April 2021 and has been amended and supplemented pursuant to resolutions of the General Meeting of Shareholders of Nam Me Kong Group Joint Stock Company from time to time.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall be understood as follows:
 - a) "Charter Capital" is the total par value of shares sold or registered for purchase upon the establishment of the enterprise, as specified in Article 6 of this Charter;Article 6
 - b) "Voting capital" is the share capital according to which the owner has the right to vote on matters under the decision-making authority of the General Shareholders Meeting;
 - c) "Law on Enterprises" is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) "Law on Securities" is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e) "Vietnam" is the Socialist Republic of Vietnam;
 - f) "Company" is Nam Mekong Group Joint Stock Company;
 - g) "Date of establishment" is the date the Company is granted its initial Enterprise Registration Certificate (or Business Registration Certificate and equivalent valid documents);
 - h) "Term of operation" is the duration of the Company's operation as specified in Article 2 of this Charter and any extension period (if any) passed by the General Shareholders Meeting of the Company via Resolution;Article 2
 - i) "Executive manager" is the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, and other managers as provided for in the Company's Charter;
 - j) "Enterprise manager" is a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Chief Executive

Officer, and other individuals holding managerial positions as provided for in the Company's Charter;

- k) "Related person" is an individual or organization as specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - l) "Shareholder" is an individual or organization owning at least one share of the joint stock company;
 - m) "Founding shareholder" is a shareholder who owns at least one ordinary share and signs the list of founding shareholders of the joint stock company;
 - n) "Major shareholder" is a shareholder as specified in Clause 18, Article 4 of the Law on Securities;
 - o) "Stock Exchange" is the Vietnam Stock Exchange and its subsidiaries.
- 2. In this Charter, references to one or more regulations or other documents shall include any amendments or documents replacing them.
 - 3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.
 - 4. Words or terms defined in the Law on Enterprises (if not conflicting with the subject or context) shall have the same meaning in this Charter.

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

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

- 1. Company name
 - Vietnamese name: NAM ME KONG GROUP JOINT STOCK COMPANY
 - English name: NAM MEKONG GROUP JOINT STOCK COMPANY
 - Trading name:
 - Abbreviated name:
- 2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.
- 3. Legal form and legal entity status
 - a) Nam Mekong Group Joint Stock Company operates in the form of a joint stock company, operates under the Law on Enterprises, and has full legal entity status in accordance with the provisions of the Law.
 - b) The Company has its own seal, is independent in terms of assets, and is authorized to

open accounts at the State Treasury and domestic and foreign banks in accordance with the law.

- c) Has a Charter for organization and operation of the Company.
 - d) Responsible for debts with all of the Company's equity.
 - e) Self-responsible for business results, independently economically accounted, and financially autonomous.
4. The registered headquarters of the Company is:
- Address: 11th Floor, Geleximco Building, No. 36 Hoang Cau, O Cho Dua Ward, Hanoi City, Vietnam.
 - Phone: 0243.7560333
 - Fax: 0243.7560332
 - E-mail: Info@nammekong.net
 - Website: nammekong.net; nammekong.org.
5. The Company may establish branches and representative offices at business locations to carry out the Company's operational objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.
6. Unless the operation is terminated before the deadline specified in Article 54 or extended according to Article 55 of this Charter, the Company's term of operation shall begin from the date of establishment and shall be indefinite.

Article 3. Legal representative of the Company

1. The Company has two legal representatives, including the Chairman of the Board of Directors and the Chief Executive Officer of the Company.
- [2. The rights and obligations of the legal representative shall be exercised in accordance with Article 27 and Article 35 of this Charter, while referencing the provisions on the rights and obligations of an enterprise's legal representative stated in the 2015 Civil Code and the Law on Enterprises for application.]

2. The rights and obligations of each legal representative are delineated as follows:

Legal representative: is the person representing the Company in exercising rights and obligations arising from the Company's transactions, representing the Company in the capacity as a requester for civil matters, plaintiff, defendant, or person with related interests and obligations before Arbitrators and Courts, and other rights and obligations as prescribed by law.

The rights and obligations of each legal representative are delineated according to the decision of the Board of Directors.

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

Article 4. Objectives of the Company

1. The Company's business lines are:

Business line code	Name of business line
6499	Other financial service activities not elsewhere classified (except insurance and pension fund activities) Details: Debt trading activities
4101	Construction of residential houses
0810	Mining of stone, sand, gravel, clay
4102	Construction of non-residential buildings
2511	Manufacture of metal structures
7730	Rental of machinery, equipment, and other tangible goods without an operator Details: Rental and repair/maintenance services for motorcycles; construction equipment business
2512	Manufacture of metal tanks, reservoirs, and containers
2592	Machining; treatment and coating of metals
2599	Manufacture of other fabricated metal products not elsewhere classified Details: Manufacture of metal articles for kitchens, bathrooms, and dining rooms
3512	Electricity generation from renewable energy sources Details: Electricity generation (excluding: transmission and dispatching of the national electricity system; construction and operation of multi-purpose hydropower and nuclear power plants that have special socio-economic significance)

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3513	Electricity transmission and distribution (excluding: transmission and dispatching of the national electricity system; construction and operation of multi-purpose hydropower and nuclear power plants that have special socio-economic significance)
3530	Steam, hot water, air conditioning, and ice production and distribution
3830	Recycling of waste
3900	Pollution treatment and other waste management activities
4212	Construction of road works
4222	Construction of water supply and drainage works
4223	Construction of telecommunications and communication works
4229	Construction of other public utility works
4292	Construction of mining works
4293	Construction of processing and manufacturing works
4311	Demolition
4321	Installation of electrical systems
4322	Installation of water supply, drainage, heating, and air conditioning systems
4330	Completion of construction works
4390	Other specialized construction activities
4633	Wholesale of beverages
4653	Wholesale of machinery, equipment, and spare parts for agriculture
4679	Wholesale of other specialized products not elsewhere classified Details: Wholesale of fertilizers, pesticides, and other chemicals used in agriculture, other chemicals (excluding those used in agriculture), primary plastics, rubber, silk, fiber, textile fibers, garment and footwear accessories, waste, and scrap of metal and non-metal.
4723	Retail sale of beverages.
4751	Retail sale of fabrics, wool, yarn, sewing thread, and other textile products.
4752	Retail sale of hardware, paints, glass, and other installation materials and equipment in construction.

4753	Retail sale of carpets, rugs, blankets, curtains, wall and floor coverings.
4759	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and lighting sets, and other household items not elsewhere classified.
4762	Retail sale of fitness and sports equipment.
4763	Retail sale of games and toys. (excluding games and toys prohibited by the state)
4771	Retail sale of clothing, footwear, leather, and imitation leather goods.
5210	Warehousing and storage of goods
5225	Service activities incidental to land transportation
5229	Other service activities related to transportation Details: Agency and freight forwarding services; Logistics; Shipping agency. (excluding: - Services of establishing, operating, maintaining, and servicing maritime signals, water areas, public maritime channels, and maritime routes; survey services for water areas, public maritime channels, and maritime routes serving the publication of Maritime Notices; survey, construction, and publication services for nautical charts of water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications; - Maritime safety regulation services in water areas and public maritime channels; maritime electronic information services. - Maritime pilotage and services related to air transport support)
5610	Restaurants and mobile food service activities
5630	Beverage serving services
7721	Rental of sports and recreational equipment
7729	Rental of other personal and household goods Details: Rental of video tapes and discs; Rental of other personal and household goods
8110	Combined facilities support services
8121	General cleaning of buildings

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8129	Other cleaning services Details: Industrial cleaning and specialized facility cleaning
8130	Landscape service activities Details: Landscape care and maintenance services
8230	Organization of trade fairs and conventions (excluding press conferences)
8292	Packaging activities
9321	Activities of amusement parks and theme parks
6810 (Main)	Real estate activities with own or leased property Details: Real estate business <i>(excluding investment in construction of cemetery and graveyard infrastructure for the transfer of land use rights associated with infrastructure)</i>
4329	Other construction installation Details: Installation of concrete structures, steel components, technical building systems, machinery, and equipment (elevators, air conditioning, ventilation, fire prevention and fighting, water supply and drainage);
4673	Wholesale of other construction materials and installation equipment Details: Trading of construction materials: bricks, tiles, stone, sand, gravel, cement, roofing sheets used in construction
2392	Manufacture of clay building materials Details: Manufacture of construction materials: bricks, tiles, stone, sand, gravel, cement, roofing sheets used in construction
1622	Manufacture of builders' carpentry and joinery Details: Wood used in construction, production and trading of consumer wood products
6619	Other activities auxiliary to financial service activities, not elsewhere classified Details: Construction investment consulting, implementation of investment projects (excluding legal, financial, tax, auditing, accounting, and securities consulting);
3600	Water collection, treatment and supply
3700	Sewerage and wastewater treatment

5510	Hotels and similar accommodation services Details: Short-term accommodation services
5590	Other accommodation
7710	Rental and leasing of motor vehicles
6829	Other real estate activities on a fee or contract basis Details: Apartment building management and operation
4299	Construction of other civil engineering projects Details: Contracting for civil, industrial, post, irrigation, road traffic, airport, port, bridge, sewer, urban and industrial zone infrastructure, transmission line and transformer station projects up to 110KV; ground leveling and foundation construction; soft soil treatment; water supply and drainage construction; installation of technological and pressure pipelines, refrigeration, interior and exterior decoration; processing and installation of aluminum and glass frames of all kinds.

2. Objectives of the Company

- a) To conduct business profitably, preserve and develop the capital of shareholders invested in the Company, and complete the tasks approved by the General Shareholders Meeting.
- b) To maximize the overall operational efficiency of the Company.

Article 5. Scope of business and operations of the Company

1. The Company is permitted to plan and conduct all business activities according to the business lines (specified in this Charter) registered, notify changes in registration content with the business registration authority, and publicly announce them on the National Business Registration Portal.
2. In case of conducting conditional business lines, the Company shall only operate when it meets all business conditions prescribed by the Law on Investment and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, shares, founding shareholders

1. The Company's Charter Capital is contributed by shareholders voluntarily from their legal capital sources.
2. Charter Capital is contributed in Vietnamese Dong, foreign currency, or in-kind assets and is converted into a unified unit of Vietnamese Dong.

3. The Company's Charter Capital is 1,487,950,340,000 VND (One trillion, four hundred eighty-seven billion, nine hundred fifty million, three hundred forty thousand Vietnamese Dong).
4. The total Charter Capital of the Company is divided into 148,795,034 shares (One hundred forty-eight million, seven hundred ninety-five thousand, thirty-four shares) with a par value of 10,000 VND/share.
5. The Company may change its Charter Capital when approved by the General Shareholders Meeting and in accordance with the provisions of the law.
6. At the time of passing this amended and supplemented Charter, all shares issued by the Company are ordinary shares, and the owners of ordinary shares are called ordinary shareholders (hereinafter referred to as shareholders). The rights and obligations of shareholders are specified in Article 12 and Article 13 of this Charter.
7. The Company may issue other types of preference shares after approval by the General Shareholders Meeting and in accordance with the provisions of the law.
8. As of the date of passing this Charter, the Company's founding shareholders are no longer restricted from transferring shares as stipulated in the Law on Enterprises.

Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ownership of ordinary shares in the Company, except where the General Shareholders Meeting decides otherwise. The number of shares that shareholders do not register to buy will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to subjects under conditions and in a manner that the Board of Directors deems appropriate, but they may not sell those shares under conditions more favorable than those offered to existing shareholders, except where the General Shareholders Meeting approves otherwise or in cases where shares are sold via the Stock Exchange by auction method.

9. The Company may buy back shares issued by the Company itself in the manners specified in this Charter and current laws.
10. The Company may issue other types of securities when approved by the General Shareholders Meeting and in accordance with the provisions of the law.

Article 7. Share certificates

1. Shareholders of the Company are issued share certificates corresponding to the number of shares and the type of shares owned.
2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the issuer's share capital. Share certificates must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within thirty (30) days from the date of submitting a complete file requesting the

transfer of share ownership according to the Company's regulations, or within two (02) months from the date of full payment for the shares according to the Company's share issuance plan (or another duration as stipulated in the issuance terms), the owner of the shares shall be issued a share certificate. The shareholder is not required to pay the cost of printing the share certificate to the Company.

4. In case a share certificate is lost, damaged, or destroyed in other forms, the owner of that share may request to be issued a new share certificate, provided that they must provide evidence of share ownership and pay all related costs to the Company.

The shareholder's request must contain the following information:

- a) Information about the share certificate that was lost, damaged, or destroyed in other forms; in case of loss, there must be an undertaking that a thorough search has been conducted and if found, it will be returned to the Company for destruction.
- b) Commitment to take responsibility for disputes arising from the re-issuance of the new share certificate.

For shares with a total par value of over ten million Vietnamese Dong, before receiving the request for a new share certificate, the Company's legal representative may require the share owner to post a notice regarding the share certificate being lost, destroyed, or damaged in other forms, and after fifteen (15) days from the date of posting the notice, they may request the Company to issue a new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company issued 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 by this Charter and the law. Shares listed on the Stock Exchange are transferred according to the provisions of the law on securities and the stock market.
2. Shares not yet fully paid for may not be transferred and shall not enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Redemption of shares

1. In case a shareholder does not pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to require that shareholder to pay the remaining amount along with interest on that amount and any costs incurred by the failure to pay in full to the Company.
2. The payment notice mentioned above must clearly state the new payment deadline (at least

seven (07) days from the date of sending the notice), the place of payment, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be redeemed.

3. The Board of Directors has the right to redeem shares not paid for in full and on time in case the requirements in the aforementioned notice are not met.
4. Redeemed shares are considered shares authorized 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 redistribution under conditions and in a manner that the Board of Directors deems appropriate.
5. The shareholder holding the redeemed shares must relinquish their status as a shareholder regarding those shares, but must still pay all related amounts plus interest at a proportional rate (not exceeding the non-term lending interest rate of the Joint Stock Commercial Bank for Foreign Trade of Vietnam) at the time of redemption according to the decision of the Board of Directors from the date of redemption until the date of payment. The Board of Directors has full authority to decide on the forced payment of the entire share value at the time of redemption or may waive or reduce a portion or the entirety of that amount.
6. The redemption notice shall be sent to the holder of the shares to be redeemed before the time of redemption. The redemption shall remain effective even in the event of errors or carelessness in sending the notice.

V. ORGANIZATIONAL, GOVERNANCE, AND SUPERVISORY STRUCTURE

Article 11. Governance and supervisory structure

The Company's management, governance, and supervisory structure includes:

1. General Shareholders Meeting.
2. Board of Directors.
3. Board of Supervisors.
4. Chief Executive Officer.

VI. SHAREHOLDERS AND GENERAL SHAREHOLDERS MEETING

Article 12. Rights of shareholders

1. A shareholder is an individual or organization owning at least one share of the Company, having rights and obligations corresponding to the number of shares and type of shares they own. Shareholders are only responsible for the debts and other property obligations of the Company within the scope of the capital contributed to the Company.
2. Ordinary shareholders have the following rights:

- a) To attend and speak at General Shareholders Meetings and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each ordinary share has one vote;
 - b) To receive dividends at a level decided by the General Shareholders Meeting;
 - c) To freely transfer their fully paid shares to others, except for cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of the law;
 - d) To be prioritized to purchase new shares corresponding to the ratio of ordinary share ownership of each shareholder in the Company; to review, look up, and extract information related to names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information;
 - e) To review, look up, extract, or copy the Company's Charter, minutes of General Shareholders Meetings, and resolutions of the General Shareholders Meeting;
 - f) In case the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the ratio of share ownership in the Company after the Company has paid its debts (including debt obligations to the state, taxes, fees) and paid shareholders holding other types of shares of the Company as prescribed by law;
 - g) To request the Company to buy back their shares in cases stipulated in Article 132 of the Law on Enterprises;
 - h) To be treated equally. Each share of the same type gives the owning shareholder equal rights, obligations, and benefits. In case the Company has preference shares, the rights and obligations attached to the preference shares must be approved by the General Shareholders Meeting and fully disclosed to shareholders;
 - i) To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;
 - j) To have their legal rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Shareholders Meeting or the Board of Directors as prescribed by the Law on Enterprises;
 - k) Other rights as prescribed by this Charter and the law.
3. Shareholders or groups of shareholders owning 5% of total ordinary shares or more have the following rights:
- a) To request the Board of Directors to convene a General Shareholders Meeting according to the provisions in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To review, look up, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of

Supervisors, contracts, and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

- c) To nominate candidates for the Board of Directors or the Board of Supervisors as specified in Articles 25 and 36 of this Charter respectively. The nomination of persons to the Board of Directors and the Board of Supervisors is carried out as follows:
 - Ordinary shareholders forming a group to nominate persons to the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting about the group formation before the opening of the General Shareholders Meeting;
 - Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more persons as decided by the General Shareholders Meeting to be candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Shareholders Meeting, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.
- d) To request the Board of Supervisors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing; it must include the following information: full name, contact address, nationality, number of Citizen Identity Card/People's Identity Card/Passport or other legal personal identification for individual shareholders; name, enterprise identification number or legal document number of the organization, address of the headquarters for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the whole group of shareholders, and the ownership ratio in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;
- e) To recommend issues to be included in the agenda of the General Shareholders Meeting. The recommendation must be in writing and sent to the Company at least three (03) working days before the opening date. The recommendation must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue recommended to be included in the agenda;
- f) Other rights as prescribed by law and this Charter.

Article 13. Obligations of shareholders

Shareholders have the following obligations:

1. To pay for the shares committed to purchase in full and on time and provide the correct address when registering to purchase shares.
2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except where shares are bought back by the Company or another person. In case a shareholder withdraws a portion or all of the contributed share capital contrary to the provisions of this clause, that shareholder and related persons in the Company must jointly and severally be responsible for the Company's debts and other property obligations within the scope of the value of the withdrawn shares and damages incurred.
3. To comply with the Company's Charter and the Company's internal management regulations.
4. To obey the resolutions and decisions of the General Shareholders Meeting and the Board of Directors.
5. To keep confidential information provided by the Company as prescribed by the Company's Charter and the law; to use the provided information only to exercise and protect their legal rights and interests; strictly prohibited from disseminating, copying, or sending information provided by the Company to other organizations or individuals.
6. To attend the General Shareholders Meeting and exercise the right to vote through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing other individuals or organizations to attend and vote at the meeting;
 - c) Attend and vote through online conferences, electronic voting, or other electronic forms;
 - d) Send voting ballots to the meeting via mail, fax, or email.
7. Be personally responsible when acting in the name of the Company in any form to commit one of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying off debts that are not yet due before financial risks may occur to the Company.
8. Fulfilling other obligations as prescribed by current law and the Company's Charter.

Article 14. General Shareholders Meeting

1. The General Shareholders Meeting consists of all shareholders with voting rights and is the highest authority of the Company. The Annual General Shareholders Meeting is held once (01) per year. The General Shareholders Meeting must hold an annual

meeting within four (4) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Shareholders Meeting in necessary cases, but no later than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Shareholders Meeting may hold extraordinary meetings. The venue for the General Shareholders Meeting is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Shareholders Meeting and select a suitable venue and form of organization (in-person meeting, online meeting, or a combination of in-person and online meeting). The Annual General Shareholders Meeting shall decide on matters as prescribed by law and the Company's Charter, in particular, approving the annual financial statements and financial plans for the next fiscal year. In case the Audit Report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite the representative of the approved auditing firm that performed the audit of the Company's financial statements to attend the Annual General Shareholders Meeting, and the aforementioned representative of the approved auditing firm is responsible for attending the Company's Annual General Shareholders Meeting.
3. The Board of Directors must convene an extraordinary General Shareholders Meeting in the following cases:
 - a) The Board of Directors considers it necessary for the interests of the Company;
 - b) The audited quarterly, six (06)-month, or annual financial statements show that the owner's equity has lost half (1/2) compared to the beginning of the period;
 - c) When the number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is fewer than the number of members prescribed by law, or the number of members of the Board of Directors has decreased by more than one-third (1/3) compared to the number of members prescribed in this Charter;
 - d) A shareholder or group of shareholders as stipulated in Clause 3, Article 12 of this Charter requests the convening of a General Shareholders Meeting. The request to convene a General Shareholders Meeting must be made in writing, clearly stating the reason and purpose of the meeting, and must have sufficient signatures of the relevant shareholders, or the request document may be made in multiple copies and collected with sufficient signatures of the relevant shareholders;Article 12
 - e) The Board of Supervisors shall request the convening of a meeting if it has reason to believe that members of the Board of Directors or other executive managers have seriously breached their obligations under Article 165 of the Law on Enterprises or that the Board of Directors is acting or intends to act beyond the scope of its authority;
 - f) Other cases as prescribed by law and this Charter.

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4. Convening an extraordinary General Shareholders Meeting

- a) The Board of Directors must convene a General Shareholders Meeting within thirty (30) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors is as prescribed in Point c, Clause 3 of this Article, or from the date of receiving the request as prescribed in Point d and Point e, Clause 3 of this Article;
- b) In case the Board of Directors fails to convene a General Shareholders Meeting as prescribed in Point a, Clause 4 of this Article, then within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene the General Shareholders Meeting in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c) In case the Board of Supervisors fails to convene a General Shareholders Meeting as prescribed in Point b, Clause 4 of this Article, then the shareholder or group of shareholders as prescribed in Point d, Clause 3 of this Article has the right to represent the Company to convene the General Shareholders Meeting in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Shareholders Meeting has the right to request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and making decisions of the General Shareholders Meeting. All costs for convening and conducting the General Shareholders Meeting shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Shareholders Meeting, including accommodation and travel expenses.

- d) Procedures for organizing the General Shareholders Meeting shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and duties of the General Shareholders Meeting

- 1. The General Shareholders Meeting has the following rights and duties:
 - a) Approving the Company's development orientation;
 - b) Deciding on the type of shares and the total number of shares of each type authorized for offering; deciding on the annual dividend rate for each type of share;
 - c) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
 - d) Deciding on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - e) Deciding on amendments and supplements to the Company's Charter;
 - f) Approving annual financial statements;

- g) Deciding on the repurchase of more than 10% of the total sold shares of each type;
 - h) Considering and handling violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
 - i) Deciding on the reorganization or dissolution of the Company;
 - j) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - k) Approving the Internal Governance Regulations; Operating Regulations of the Board of Directors and the Board of Supervisors;
 - l) Approving the list of approved auditing firms; deciding on the approved auditing firm to inspect the Company's operations, and removing the approved auditor when deemed unnecessary;
 - m) Other rights and duties as prescribed by law.
2. The General Shareholders Meeting discusses and approves the following matters:
- a) The Company's annual business plan;
 - b) Audited annual financial statements;
 - c) The Board of Directors' report on governance and the performance results of the Board of Directors and each member of the Board of Directors;
 - d) The Board of Supervisors' report on the Company's business results and the performance of the Board of Directors and the Chief Executive Officer;
 - e) Self-assessment report on the performance results of the Board of Supervisors and its members;
 - f) The annual dividend rate paid for each type of share in accordance with the Law on Enterprises and the rights attached to that type of share. This dividend rate shall not be higher than the rate proposed by the Board of Directors after consulting with shareholders at the General Shareholders Meeting;
 - g) The number of members of the Board of Directors and the Board of Supervisors;
 - h) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
 - i) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - j) Approving the list of approved auditing firms; deciding on the approved auditing firm to inspect the Company's operations when deemed necessary;
 - k) Supplementing and amending the Company's Charter;

- l) Deciding on the type of shares and the number of new shares to be issued for each type of share.
 - m) Dividing, splitting, consolidating, merging, or converting the Company;
 - n) Deciding on the reorganization and dissolution (liquidation) of the Company and appointing a liquidator;
 - o) Inspecting and handling violations by the Board of Directors and the Board of Supervisors that cause damage to the Company and its shareholders;
 - p) Deciding on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent audited financial statements;
 - q) Deciding on the repurchase of more than 10% of the total issued shares of each type of share;
 - r) The Company enters into contracts or transactions with the subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value of 35% or more of the total asset value of the Company recorded in the most recent audited financial statements;
 - s) Approving transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
 - t) Approving the Internal Regulations on Corporate Governance, Operating Regulations of the Board of Directors, and Operating Regulations of the Board of Supervisors;
 - u) Other matters as prescribed by this Charter.
3. Shareholders are not allowed to participate in voting in the following cases:
- a) Contracts prescribed in Clause 2 of this Article when that shareholder or a person related to that shareholder is a party to the contract.
 - b) Repurchase of shares of that shareholder or of a person related to that shareholder, except where the share repurchase is performed in proportion to the ownership ratio of all shareholders or the repurchase is performed through order matching or public tender offer on the Stock Exchange or public tender offer in accordance with the law.
4. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Shareholders Meeting.

Article 16. Authorization to attend the General Shareholders Meeting

- 1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend or attend through one of the forms prescribed in this Charter. In case there is more than one authorized representative, the specific number of shares and voting rights

authorized for each representative must be determined.

2. Authorization for individuals or organizations to represent at the General Shareholders Meeting as prescribed in Clause 1 of this Article must be made in writing according to the Company's template and must have signatures in accordance with the following regulations:
 - a) In case an individual shareholder is the authorizer, the power of attorney must have the signature of that shareholder and the individual or legal representative of the authorized organization attending the meeting;
 - b) In case an institutional shareholder is the authorizer, the power of attorney must have the signature of the authorized representative and the legal representative of the authorized institutional shareholder attending the meeting;
 - c) In other cases, the power of attorney must have the signature of the shareholder's legal representative and the person authorized to attend the meeting.

The person authorized to attend the General Shareholders Meeting must submit the power of attorney when registering to attend before entering the meeting room. In case of re-authorization, the meeting attendee must present the original power of attorney of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. In case a lawyer signs the appointment of a representative on behalf of the authorizer, the appointment of a representative in this case is only considered valid if that appointment document is presented together with the power of attorney for the lawyer (if not previously registered with the Company).
4. Except for the case prescribed in Clause 3 of this Article, the vote of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:
 - a) The authorizer has died, has limited civil act capacity, or has lost civil act capacity;
 - b) The authorizer has revoked the appointment of authorization;
 - c) The authorizer has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives notice of one of the above events before the opening time of the General Shareholders Meeting or before the meeting is reconvened.

Article 17. Variation of rights

1. The variation or cancellation of special rights attached to a type of preference share is effective when approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting. A resolution of the General Shareholders Meeting regarding content that unfavorably changes the rights and

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obligations of shareholders owning preference shares shall only be passed if it is approved by shareholders of the same type of preference shares attending the meeting who own 75% or more of the total preference shares of that type, or if it is approved by shareholders of the same type of preference shares who own 75% or more of the total preference shares of that type in case the resolution is passed in the form of written opinion collection.

2. Organizing a meeting of shareholders holding a type of preference share to approve the variation of rights mentioned above is only valid when there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that type. In case there is not enough quorum as mentioned above, the meeting shall be reconvened within thirty (30) days thereafter, and those holding shares of that type (regardless of the number of people and number of shares) present in person or through an authorized representative are considered to have sufficient quorum. At the meetings of shareholders holding the aforementioned preference shares, those holding shares of that type present in person or through a representative may request a secret ballot. Each share of the same type has equal voting rights at the aforementioned meetings.
3. Procedures for conducting such separate meetings shall be performed similarly to the provisions in Articles 19, 20, and 21 of this Charter.
4. Unless the terms of share issuance provide otherwise, the special rights attached to types of shares with preference rights regarding some or all matters related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening meetings, meeting agendas, and notices of the General Shareholders Meeting

1. The Board of Directors convenes the Annual and Extraordinary General Shareholders Meetings. The Board of Directors convenes the extraordinary General Shareholders Meeting in the cases prescribed in Clause 3, Article 14 of this Charter.
2. The person convening the General Shareholders Meeting must perform the following duties:
 - a) Preparing a list of shareholders eligible to attend and vote at the General Shareholders Meeting. The list of shareholders eligible to attend the General Shareholders Meeting shall be established no earlier than ten (10) days before the date of sending the notice of the General Shareholders Meeting. The Company must announce information about the establishment of the list of shareholders eligible to attend the General Shareholders Meeting at least twenty (20) days before the final registration date;
 - b) Preparing the agenda and contents of the meeting;

- c) Preparing documents for the meeting;
 - d) Drafting the resolution of the General Shareholders Meeting according to the expected content of the meeting;
 - e) Determining the time and venue for the meeting;
 - f) Notifying and sending the notice of the General Shareholders Meeting to all shareholders eligible to attend;
 - g) Other tasks serving the meeting.
3. The notice of the General Shareholders Meeting shall be sent to all shareholders by a secure method to the contact address of the shareholder, and simultaneously announced on the website of the Company and the State Securities Commission of Vietnam, and the Stock Exchange where the Company's shares are listed. The person convening the General Shareholders Meeting must send the notice of the meeting to all shareholders in the List of shareholders eligible to attend no later than twenty-one (21) days before the opening date of the General Shareholders Meeting (calculated from the date the notice is sent or dispatched in a valid manner, paid for, or dropped into a mailbox). The agenda of the General Shareholders Meeting and documents related to matters to be voted on at the meeting shall be sent to shareholders or/and posted on the Company's website. In case documents are not sent with the notice of the General Shareholders Meeting, the meeting notice must clearly state the link to all meeting documents so that shareholders can access them, including:
- a) Meeting agenda and documents used in the meeting;
 - b) List and detailed information of candidates in case of electing members of the Board of Directors and members of the Board of Supervisors;
 - c) Voting ballot;
 - d) Template for appointing an authorized representative to attend the meeting;
 - e) Draft resolution for each matter in the meeting agenda.
4. Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Shareholders Meeting. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Shareholders Meeting. The proposal must include the full name of the shareholder, contact address, nationality, number of Citizen Identity Card/People's Identity Card/Passport or other legal personal identification for individual shareholders; name, enterprise identification number or establishment decision number, and head office address for institutional shareholders; the number and type of shares held by such shareholder, and the content of the proposal to be included in the meeting agenda. Article 12

5. The person convening the General Shareholders Meeting has the right to refuse proposals related to Clause 4 of this Article if they fall into one of the following cases:
 - a) The proposal is sent late or is insufficient or incorrect in content;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 3, Article 12 of this Charter;Article 12
 - c) The proposed matter does not fall within the decision-making authority of the General Shareholders Meeting;
 - d) Other cases as prescribed by law and this Charter.
6. The person convening the General Shareholders Meeting must accept and include the proposal prescribed in Clause 4 of this Article in the expected agenda and contents of the meeting, except in the case prescribed in Clause 5 of this Article; the proposal is officially added to the agenda and contents of the meeting if approved by the General Shareholders Meeting.

Article 19. Conditions for conducting the General Shareholders Meeting

1. The General Shareholders Meeting is conducted when shareholders representing over 50% of the total voting shares are present.
2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The General Shareholders Meeting convened for the second time is only conducted when shareholders representing at least 33% of the voting shares are present.
3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. In this case, the meeting is conducted regardless of the number of shareholders or authorized representatives attending and is considered valid and has the right to decide on all matters that the first General Shareholders Meeting could have approved.
4. Only the General Shareholders Meeting has the right to change the meeting agenda that has been sent with the notice of the meeting as prescribed in Clause 3, Article 18 of this Charter.

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

1. Before opening the meeting, the Company must conduct shareholder registration and must carry out registration until all shareholders eligible to attend have registered in the following order:

- a) When conducting shareholder registration, the Company will issue to each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of that shareholder are recorded. The General Shareholders Meeting discusses and votes on each issue in the agenda. Voting is conducted by voting for, against, and abstaining. At the meeting, the number of cards for the resolution is collected first, the number of cards against the resolution is collected later, and finally, the total number of votes for or against is counted to make a decision. The results of the vote count are announced by the Chairperson immediately before closing the meeting. The meeting elects those responsible for counting votes or supervising the vote count as proposed by the Chairperson. The number of members of the vote counting committee is decided by the General Shareholders Meeting based on the proposal of the meeting Chairperson;
 - b) Shareholders or authorized representatives of institutional shareholders or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of the votes cast before the late-arriving shareholders attended will not be affected.
2. The election of the chairperson, secretary, and vote counting committee is prescribed as follows:
- a) The Chairman of the Board of Directors acts as the Chairperson or authorizes another member of the Board of Directors to act as the Chairperson for a General Shareholders Meeting convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors elect one of them to act as the Chairperson of the meeting by majority principle. In case a person cannot be elected as Chairperson, the Head of the Board of Supervisors shall preside so that the General Shareholders Meeting elects a Chairperson for the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
 - b) Except for the case prescribed in Point a of this Clause, the person who signed to convene the General Shareholders Meeting presides so that the General Shareholders Meeting elects a Chairperson for the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
 - c) The Chairperson appoints one or more people to act as the secretary of the meeting;
 - d) The General Shareholders Meeting elects one or more people to the vote counting committee as proposed by the meeting chairperson.
3. The agenda and contents of the meeting must be approved by the General Shareholders Meeting in the opening session. The agenda must clearly and specifically specify the

time for each issue in the meeting agenda.

4. The chairperson of the meeting may take necessary measures to conduct the General Shareholders Meeting in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees:
 - a) Arranging seating at the venue of the General Shareholders Meeting;
 - b) Ensuring safety for everyone present at the meeting locations;
 - c) Creating conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Shareholders Meeting has full authority to change the aforementioned measures and apply all necessary measures. The applied measures can be issuing entry passes or using other forms.
5. The General Shareholders Meeting discusses and votes on each issue in the agenda. Voting is conducted by voting for, against, and abstaining. The results of the vote count are announced by the Chairperson immediately before closing the meeting.
6. Shareholders or authorized persons attending the meeting who arrive after the meeting has opened may still register and have the right to participate in voting immediately after registration; in this case, the validity of the contents already voted on before that remains unchanged.
7. The person convening the meeting or the Chairperson of the General Shareholders Meeting has the following rights:
 - a) Requiring all meeting attendees to undergo inspection or other lawful and reasonable security measures;
 - b) Requesting competent authorities to maintain order at the meeting; expelling those who do not comply with the Chairperson's right to preside, intentionally cause disorder, prevent the normal progress of the meeting, or do not comply with security check requirements from the General Shareholders Meeting.
8. The Chairperson has the right to postpone the General Shareholders Meeting that has sufficient registered attendees for a maximum of three (03) working days from the intended opening date, and may only postpone the meeting or change the meeting venue in the following cases:
 - a) The meeting venue does not have enough convenient seating for all attendees;
 - b) Communication facilities at the meeting venue do not ensure that shareholders attending can participate, discuss, and vote;
 - c) There are meeting attendees who obstruct, cause disorder, or risk making the meeting unable to be conducted in a fair and lawful manner.
9. In case the Chairperson postpones or pauses the General Shareholders Meeting contrary

to the provisions in Clause 8 of this Article, the General Shareholders Meeting shall elect another person from among the attendees to replace the Chairperson to preside over the meeting until it ends; all resolutions passed at that meeting are effective and enforceable.

10. In case the Company applies modern technology to organize the General Shareholders Meeting through an online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 173 of Decree No. 155/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for a Resolution of the General Shareholders Meeting to be passed

1. A resolution on the following content is passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except in the cases prescribed in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
 - a) Type of shares and total number of shares of each type;
 - b) Changing the lines of business and business sectors;
 - c) Changing the Company's management organizational structure;
 - d) Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, unless the Company's Charter provides for a different ratio or value;
 - e) Reorganizing or dissolving the Company.
2. Resolutions are passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending the meeting, except in the cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.
3. Resolutions of the General Shareholders Meeting passed by 100% of the total voting shares are lawful and effective even if the order and procedures for convening the meeting and passing that resolution violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Shareholders Meeting

The authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Shareholders Meeting shall be performed in accordance with the following regulations: