SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

CHARTER

DONG TAY LAND CORPORATION

DONG TAY LAND

Ho Chi Minh City, September 28, 2026

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INTRODUCTION

This Charter of Dong Tay Land Corporation (hereinafter referred to as "Dong Tay Land") serves as the legal basis for all operations of Dong Tay Land, an enterprise established in accordance with the prevailing Law on Enterprises.

This Charter is ratified under the Resolution No. ... dated ... of the GMS

I. DEFINITIONS

Article 1. Definitions

1. For the purpose of this Charter, the terms below are construed as follows:

a) *Charter capital* means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;

b) *Voting capital* means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the GMS;

c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and amending and supplementing documents;

d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and amending and supplementing documents;

dd) *Vietnam* means the Socialist Republic of Vietnam;

e) *Establishment date* means the day on which the Company's first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;

g) *Executives* include the General Director, Deputy General Director, chief accountant and other executives prescribed by the Company's Charter;

h) *Managers* include the Chairman of the Board of Directors, members of the Board of Directors, the General Director and persons holding other managerial positions prescribed by the Company's Charter;

i) *Related persons* are the organizations and individuals defined in Clause 23 Article 4 of the Law on Enterprises and Clause 46 Article 4 of the Law on Securities;

k) *Shareholder* means an individual or organization that owns at least one share of the Company;

l) *Founding shareholder* means a shareholder that holds at least one ordinary share and is included in the Company's list of founding shareholder;

m) *Major shareholder* is defined in Clause 18 Article 4 of the Law on Securities;

n) *Operating period* is the period specified in Article 2 of this Charter and may be extended if approved by the GMS;

o) *Stock Exchanges* include Vietnam Exchange (VNX) and its subsidiary companies.

2. The references in this Charter also include their amendments or replacements.

3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company

1. Name of the Company

- Vietnamese name: **CÔNG TY CỔ PHẦN ĐÔNG TÂY LAND**

- Foreign language name: **DONG TAY LAND CORPORATION**

- Abbreviated name: **DONG TAY LAND CORP**

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

3. Headquarters:

- Address: 192 Tran Nao Street, Quarter 2, An Khanh Ward, Ho Chi Minh City, Vietnam

- Phone number: 028.7308.7777

- E-mail: info@dongtayland.vn

- Website: www.dongtayland.vn

4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the law.

5. Unless dissolved or terminated in accordance with Article 54 of this Charter, the Company shall have an indefinite term of operation commencing from the date of its establishment.

Article 3. The Company's legal representatives

The Company has 01 legal representative as follows:

Mr. Nguyen Thai Binh Gender: Male

Title: Chairman of the Board of Directors

Date of birth: July 23, 1982 Ethnicity: Kinh Nationality: Vietnamese

Citizen identification No.: 080082000247

Date of issue: December 30, 2022 Place of issue: Police Department for Administrative Management of Social Order

Permanent residential address: L6.0403, 02 Ton Duc Thang Street, Sai Gon Ward, Ho Chi Minh City, Vietnam

Current residential address: L6.0403, 02 Ton Duc Thang Street, Sai Gon Ward, Ho Chi Minh City, Vietnam

III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Targets of the Company

1. The Company's business lines:

No.	Business lines	Business code
1.	Manufacture of construction materials from clay (not operating at the head office)	2392
2.	Printing (excluding printing on metal packaging; printing on textile, woven, knitted and garment products)	1811
3.	Wholesale of metals and metal ores Details: Trading in jewelry and fine art gold products (excluding trading in gold bullion)	4662
4.	Retail sale of hardware, paints, glass, and other installation equipment in specialized stores	4752
5.	Demolition	4311
6.	Site preparation	4312
7.	Finishing of construction works	4330
8.	Other financial service support activities not elsewhere classified Details: Investment consultancy services (excluding financial and accounting consultancy services)	6619
9.	Real estate business, land use rights owned, used or leased Details: Real estate business	6810
10.	Real estate consultancy, brokerage and auction services; auction of land use rights Details: Consultancy, brokerage, management, valuation, and real estate trading floor services (excluding legal consultancy services)	6820
11.	Architectural activities and related technical consultancy Details: Preparation of investment projects, bidding consultancy, preparation of total construction cost estimates, and mapping and surveying activities	7110
12.	Advertising	7310
13.	Specialized design activities (excluding construction design activities)	7410
14.	Other professional, scientific and technological activities not elsewhere classified Details: Technology transfer consultancy and commercial brokerage services (excluding bill payment services, quantity ratio information services, and securities consultancy services)	7490
15.	Photocopying, document preparation and other specialized office	8219

No.	Business lines	Business code
	support activities	
	Details: Photocopying and document preparation services	
16.	Sale of motor vehicles and other motor vehicles through agents	4513
17.	Urban and suburban passenger land transport (excluding transport by buses) Details: Passenger transport services for tourists by automobile; passenger transport services under contracts by automobile	4931
18.	Service activities incidental to railway transportation Details: Railway ticket agency services	5221
19.	Other support activities for transportation Details: Airline ticket agency services for airlines; shipping agency services	5229
20.	Short-term accommodation services Details: Hotels, tourist villas, tourist apartments, guesthouses, and houses with rooms for tourist rental	5510
21.	Other accommodation services (not operating at the head office)	5590
22.	Restaurants and mobile food service activities	5610
23.	Event catering services	5621
24.	Other food service activities	5629
25.	Beverage serving activities	5630
26.	Travel agency activities	7911
27.	Tour operator activities	7912
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2. The Company's operating targets:

To mobilize and utilize capital effectively in business operations in order to maximize profits, increase returns for shareholders, create employment and income for employees, contribute to the state budget, and further strengthen and expand the Company.

Article 5. Scope of business and operation of the Company

The Company may conduct business within the business lines specified in this Charter and changes thereof which have been registered to the business registration authority and published on the National Enterprise Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's Charter capital is 800,000,000,000 VND (in words: Eight hundred billion VND)

The Company's Charter capital is divided into 80,000,000 shares with a nominal value of 10,000 VND/share.

2. The Company's Charter capital may be changed if approved by the GMS and conformable with regulations of law.

3. The Company's shares on the ratification date of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.

4. The Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.

5. Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the GMS.

6. The Company may repurchase its own shares following the methods specified in this Charter and applicable laws.

7. The Company may issues other types of shares as prescribed by law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.

3. Within 30 days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within 15 days from the day on which the shares are fully paid for under the Company's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.

4. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:

a) Information about the lost or damaged share certificate;

b) Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

Article 8. Other securities certificates

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

Article 9. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with regulations of law on securities and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

Article 10. Withdrawal of shares

1. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.

2. The notice shall specify the new deadline (at least [07 days] from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.

3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.

4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.

5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.

6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or the notice is not successfully sent.

V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL

Article 11. Organizational structure, administration and control

Organizational structure, administration and control of the Company include:

1. The GMS;

2. The Board of Directors, Board of Supervisors;

3. The General Director.

VI. SHAREHOLDERS AND GMS

Article 12. Rights of shareholders

1. Ordinary shareholders have the right to:

a) Participate, comment in the GMS; exercise the right to vote directly or through authorized representatives or another method prescribed by the Company's Charter and the law. Each ordinary share has one vote;

b) Receive dividends at the rate decided by the GMS;

c) Priority when buying new shares in proportion to each shareholder's holding of ordinary shares;

d) Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;

dd) Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;

e) Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the GMS;

g) When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;

h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) Equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders;

k) Access to periodic and extraordinary information disclosed by the Company as prescribed by law;

l) Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;

m) Other rights prescribed by law and the Company's Charter.

2. The shareholder or group of shareholders that holds at least 05% of total ordinary shares has the rights to:

a) Request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;

b) Examine, extract the minutes, resolutions and decisions of the Board of Directors, semi-annual 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 documents relevant to the Company's trade secrets;

c) Request the Board of Supervisors to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and headquarters addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;

d) Propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;

dd) Other rights prescribed by law and the Company's Charter.

3. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors and the Board of Supervisors. Unless otherwise prescribed by the Company's Charter, candidates shall be nominated as follows:

a) The group of shareholders that nominate candidates to the Board of Directors and the Board of Supervisors must inform the participating shareholders before the opening of the GMS;

b) Depending on the quantity of members of the Board of Directors and the Board of Supervisors, the shareholders or groups of shareholders prescribed in this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Directors and the Board of Supervisors. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors, the Board of Supervisors and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the obligations to:

1. Fully and punctually pay for the subscribed shares.

2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.

3. Comply with the Company's Charter and internal regulations on corporate governance.

4. Comply with resolutions and decisions of the GMS and the Board of Directors.

5. Protect the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.

6. Participate in the GMS and exercise the right to vote in the following manners:

a) Participate and vote in person at the meeting;

b) Authorize other organizations and individuals to participate and vote at the meeting;

c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;

d) Send votes by mail, fax or email;

dd) Send votes using other means prescribed by the Company's Charter.

7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:

a) Violations of law;

b) Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;

c) Paying undue debts while the Company is facing financial risks.

8. Fulfill other obligations prescribed by applicable regulations of law.

Article 14. General Meeting of Shareholders (GMS)

1. The GMS consists of all voting shareholders and is the highest decision-making body of the Company. The GMS shall be conducted annually and within 04 months from the ending date of the fiscal year. Unless otherwise prescribed by the Company's Charter, the Board of Directors may delay the date of conducting the annual GMS but still within 06 months from the ending date of the fiscal year. Extraordinary GMS may be conducted in additional to annual GMS. The location of GMS is where the chairperson participates in and must be within Vietnam's territory.

2. The Board of Directors shall convene the annual GMS and choose a suitable location. The annual GMS shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited audit organization that audited the Company's financial statement to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS.

3. The Board of Directors shall convene an extraordinary GMS in the following cases:

a) It is considered necessary for the Company's interests by the Board of Directors;

b) The remaining number of Board of Directors or Board of Supervisors is smaller than the minimum number prescribed by law;

c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting and bearing the signatures of the relevant shareholders, or be prepared in multiple copies collecting the necessary signatures from said shareholders; the request must be accompanied by documents and evidence regarding violations by the Board of Directors, the severity of such violations, or decisions made in excess of authority. The shareholder or group of shareholders bears full legal responsibility for the accuracy and veracity of the documents and evidence provided to the competent authority when requesting the convening of a General Meeting of Shareholders;

d) It is requested by the Board of Supervisors;

dd) Other cases prescribed by law and this Charter.

4. Convening the extraordinary GMS

a) The Board of Directors shall convene the GMS within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors falls below the minimum number mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;

b) In case the Board of Directors fails to convene the GMS as prescribed in Point a Clause 4 of this Article, the Board of Supervisors shall convene the GMS instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the GMS as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article is entitled to request the Company's representatives to convene the GMS in accordance with the Law on Enterprises;

In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the GMS. The costs of convening and conducting the GMS shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including lodging and travel costs.]

d) The GMS shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises;

Article 15. Rights and obligations of the GMS

1. The GMS has following rights and obligations:

a) Approve the Company's development orientations;

b) Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;

c) Elect, dismiss and discharge members of the Board of Directors and members of the Board of Supervisors;

d) Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;

dd) Decide revisions to the Company's Charter;

e) Approve annual financial statements;

g) Decide repurchase of over 10% of shares of each type;

h) Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Supervisors if they cause damage to the Company and its shareholders;

i) Decide re-organization and dissolution of the Company;

k) Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;

l) Approve internal regulations on corporate governance, operation of the Board of Directors and the Board of Supervisors;

m) Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;

n) Other rights and obligations prescribed by law.

2. The GMS shall discuss and approve the following issues:

a) The Company's annual business plan;

b) The audited annual financial statement;

c) The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;

d) The report of the Board of Supervisors on the Company's business performance, performance of the Board of Directors, the General Director;

dd) The self-assessment report on performance of the Board of Supervisors and its members;

e) Dividend per share of each type;

g) The quantity of members of the Board of Directors and the Board of Supervisors;

h) Election, dismissal and discharge of members of the Board of Directors and members of the Board of Supervisors;

i) The budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;

k) Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;

l) Revisions to the Company's Charter;

m) Types and quantity of additional shares of each type and transfer of shares by founders within the first 03 years after the establishment date;

n) Division, consolidation, merger or conversion of the Company;

o) Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;

p) Investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;

q) Repurchase of over 10% of shares of each type;

r) Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;

s) Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

t) Internal regulations on corporate governance, operation of the Board of Directors and the Board of Supervisors;

u) Other issues prescribed by law and this Charter.

3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

Article 16. Authorizing participation in GMS

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate in the GMS in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

The authorized participants shall submit the authorization documents when registering their participation in the meeting. A person authorized to attend GMS may not authorize a third party.

3. Voting ballot of the authorized participants within authorization scope shall be effective unless:

a) The authorizing person is dead, has limited legal capacity or is incapacitated;

b) The authorizing person has cancelled the authorization;

c) The authorizing person has cancelled the authority of the authorized person;

This Clause does not apply in case the Company receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is re-convened.

Article 17. Changes of rights

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.

2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening, agenda and invitations to the GMS

1. The Board of Directors shall convene annual and extraordinary GMS. The Board of Directors shall convene extraordinary GMS in the cases specified in Clause 3 Article 14 of this Charter.

2. The person who convenes the GMS shall perform the following tasks:

a) Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;

b) Prepare the meeting agenda and contents;

c) Prepare meeting documents;

d) Draft the resolution of the GMS according to the meeting contents;

dd) Determine the meeting time and location;

e) Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS;

g) Perform other tasks serving the general meeting.

3. The invitations to the GMS shall be sent to mailing addresses of all shareholders by express mail and posted on the websites of the Company, SSC and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least 21 days before the opening date of the GMS (from the day on which the invitation is validly sent). The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or posted on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents, including:

a) The meeting agenda and documents to be used during the meeting;

b) The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors (in case of election thereof);

c) Voting ballot;

d) Draft resolution on each issue mentioned in the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 2 Article 12 of this Charter is entitled to propose inclusion of other issues to the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date of the GMS. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues.

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:

a) The proposal is sent against the regulations of Clause 4 of this Article;

b) The proposing shareholder or group of shareholders is holding less than 5% of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of this Charter;

c) The proposed issue is outside the jurisdiction of the GMS;

d) Other cases prescribed by law and this Charter.

6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

Article 19. Conditions for opening the GMS

1. The GMS shall be carried out when it is participated in by a number of shareholders that represent over 50% of the votes.

2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% of the votes.

3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of votes of participating shareholders.

Article 20. Procedures for carrying out and voting at the GMS

1. Before opening the GMS, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:

a) The Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include approval votes, disapproval votes and abstentions. Approval votes shall be collected first, disapproval votes later. Approval votes and disapproval votes shall be counted. The vote counting result shall be announced by the chairperson right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the chairperson. The number of members of the vote counting board shall be decided by the GMS at the request of the chairperson;

b) The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chairperson does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.

2. Election of the chairperson, secretary and vote counting committee:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the Chairman of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chairperson under the majority rule. In case a chairperson cannot be elected, the Head of Board of Supervisors shall preside over the election of the chairperson among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;

b) In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS preside over the election of the chairperson by the GMS. The person who receives the most votes shall chair the meeting;

c) The chairperson shall appoint one or some people as secretaries of the meeting;

d) The GMS shall elect one or some persons to the vote counting committee at the request of the chairperson.

3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.

4. The chairperson is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.

a) Arrange seats at the meeting location;

b) Ensure safety of the participants;

c) Enable shareholders to participate in (or be authorized to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

5. The GMS shall discuss and vote on each issue in the agenda. Votes include approval, disapproval and abstentions. The vote counting result shall be announced right before the meeting is closed.

6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.

7. The person who convenes the GMS or the chairperson has the rights to:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chairperson's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

8. The chairperson is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:

a) The current location does not have adequate convenient seats for all participants;

b) Communications equipment is not sufficient for discussion and voting by participating shareholders;

c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

9. In case the chairperson delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chairperson, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

10. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/NĐ-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

Article 21. Conditions for ratification of resolutions of the GMS

1. Resolutions on the following issues shall be issued if they receive at least 65% approval votes from participating shareholders, except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:

a) Types of shares and quantity of each type;

b) Change of business lines;

c) Changes to the Company's organizational structure;

d) Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;

dd)) Re-organization, dissolution of the Company;

e) Other issues specified in the Company's Charter.

2. A resolution shall be ratified when it is voted for by a number of shareholders that hold over 50% of the votes of all participating shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, 6 Article 148 of the Law on Enterprises.

3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for carrying out questionnaire survey for ratification of resolutions of the GMS

The authority and procedures for ratifying resolutions of the GMS by questionnaire survey:

1. The Board of Directors is entitled to carry out a questionnaire survey to ratify resolutions of the GMS when it is considered necessary for the Company's interests, except for the cases specified in Clause 2 Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the GMS, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the questionnaires. The request and method for sending questionnaires and

accompanying documents shall be implemented in accordance with Clause 3, Article 18 of this Charter.

3. A questionnaire shall contain the following information:

a) The enterprise's name, headquarters address, identification number;

b) Purposes of the survey;

c) Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;

d) The issues being voted on;

dd) Voting options for each issue, including approval, disapproval and abstentions;

e) Submission deadline;

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

4. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:

a) The questionnaire that is sent by mail shall bear the signature of the shareholder that is an individual or signature of the authorized representative of the shareholder that is an organization. The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;

b) Questionnaires that are sent by fax or email must be kept confidential until vote counting time;

c) The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.

5. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Board of Supervisors or shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:

a) The enterprise's name, headquarters address, identification number;

b) The purposes and issues voted on;

c) The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;

d) Quantity of approval votes, disapproval votes and abstentions on each issue;

dd) Ratified issues and ratio of approval votes;

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

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting.

6. The vote counting record and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed.

7. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.

8. A resolution shall be ratified by questionnaire survey if it receive at least 50% approval votes from voting shareholders and has the same value as those ratified at the GMS.

Article 23. Resolutions and minutes of meetings of the GMS

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

a) The enterprise's name, headquarters address, identification number;

b) Time and location of the GMS;

c) Agenda and contents of the meeting;

d) Full names of the chairperson and secretaries;

dd) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;

e) The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;

g) Total votes on each issue, voting method, numbers of valid votes, invalid votes, approval votes, disapproval votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;

h) Ratified issues and ratios of approval votes;

i) Full name and signatures of the chairperson and secretaries. In case the chairperson or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chairperson or secretary refuses to sign it.

2. The GMS minutes shall be completed and ratified before the meeting ends. The chairperson and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters.

Article 24. Requesting cancellation of a resolution of the GMS

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the following cases:

1. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 3 Article 21 of this Charter.

2. The contents of the resolution violate regulations of law or this Charter.

VII. The BOARD OF DIRECTORS

Article 25. Nomination and self-nomination of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

a) Full name, date of birth;

b) Qualifications;

c) Work experience;

d) Other managerial positions (including positions in the Board of Directors/Members' Council of other companies);

dd) Interests relevant to the Company and the Company's related parties;

e) Other information (if any) specified in the Company's Charter;

g) The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors/Members' Council and other managerial positions and their interests in these companies (if any).

2. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors in accordance with the Law on Enterprises. A shareholder or group of shareholders holding from 10% to less than 30% of the voting shares shall be entitled to nominate 01 candidate; from 30% to less than 50% shall be entitled to nominate 02 candidates; and from 50% or more shall be entitled to nominate 03 candidates.

3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, internal regulations on corporate governance and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company's Charter.

Article 26. Term and composition of the Board of Directors

1. The Board of Directors has 05 members;

2. The term of members of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. In case the term of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.

3. Composition of the Board of Directors:

At least one member of the Board of Directors is a non-executive member. The Company shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises.

5. Information about designation of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.

6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:

a) Decide the strategy, medium-term development and annual business plans of the Company;

b) Propose types of authorized shares and quantity of each type;

c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;

d) Decide selling prices for shares and bonds of the Company;

dd) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;

e) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;

g) Decide solutions for market development, marketing and technology;

h) Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, contracts and

transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;

i) Elect, dismiss, discharge the Chairman of the Board of Directors; designate, discharge, conclude and terminate contracts with the General Director and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;

k) Supervise the General Director and other managers operating everyday business of the Company;

l) Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;

m) Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;

n) Submit audited annual financial statements to the GMS;

o) Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;

p) Propose re-organization, dissolution of the Company; request bankruptcy of the Company;

q) Decide promulgation of operation regulations of the Board of Directors, internal regulations on corporate governance after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;

r) Organize training and capacity-building sessions on corporate governance and essential skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other company managers;

s) Effect dividend payments to shareholders in accordance with the law following approval by the Annual General Meeting of Shareholders;

t) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.

3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

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

1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each

member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.

3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.

3. Rights and obligations of the Chairman of the Board of Directors:

a) Formulate operating plans and programs of the Board of Directors;

b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;

c) Organize the ratification of resolutions and decisions of the Board of Directors;

d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;

dd) Chair the GMS;

e) Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within 10 days from the resignation or dismissal date.

5. In case the Chairman of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is

prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member who receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

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

a) The meeting is requested by the Board of Supervisors or independent members of the Board of Directors;

b) The meeting is requested by the General Director or at least 05 more managers;

c) The meeting is requested by at least 02 members of the Board of Directors;

d) Other cases prescribed by the Company's Charter.

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The Chairman of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors.

6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 working days before the meeting unless otherwise prescribed by the Company's Charter. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Supervisors.

Members of the Board of Supervisors are entitled to attend meetings of the Board of Directors; they are entitled to discuss but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The

second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. It is considered that a member of the Board of Directors has participated in and voted at a meeting when he/she:

a) Participate and vote in person at the meeting;

b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;

c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;

d) Send votes by mail, fax or email;

dd) Sends his/her votes using other means prescribed by the Company's Charter.

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. Unless a higher ratio is prescribed by the Company's Charter, a resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairman of the Board of Directors shall have the casting vote.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 03 persons that are members of the Board of Directors and external members. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and internal regulations on corporate governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company shall appoint at least 01 person in charge of corporate governance, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.

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

a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;

b) Prepare for meetings of the Board of Directors, the Board of Supervisors and the GMS as requested by the Board of Directors or the Board of Supervisors;

c) Provide consultancy on meeting procedures;

d) Participate in the meetings;

dd) Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors

e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Supervisors;

g) Supervise and report to the Board of Directors on the Company's information disclosure;

h) Assist in contact between parties with relevant interests;

i) Protect confidentiality of in accordance with regulations of law and the Company's Charter;

k) Other rights and obligations prescribed by law and the Company's Charter.

VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The Company's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a General Director, Deputy General Directors, a Chief Accountant and persons designated by the Board of Directors to hold other managerial positions. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

Article 34. The Company's executives

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives prescribed by the Company's Charter.

2. When requested by the General Director and approved by the Board of Directors, the Company may recruit other executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the Board of Directors. Executives shall assist the Company in achieving its organizational and business objectives.

3. The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.

4. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

Article 35. Designation, dismissal, duties and entitlements of the General Director

1. The Board of Directors shall designate 01 member of the Board of Directors or hires a person as the General Director.

2. The General Director shall administer the Company' everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.

3. The term of the General Director shall not exceed 05 years without term limit. The General Director shall satisfy the requirements prescribed by law and the Company's Charter.

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

a) Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors;

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

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

d) Propose organizational structure and internal internal regulations of corporate governance of the Company;

dd) Designate, dismiss and discharge managerial positions in the Company, except for those within the jurisdiction of the Board of Directors;

e) Decide the salaries and other benefits of the Company's employees, including the managers designated by the General Director;

g) Recruit employees;:

h) Propose dividend payment plan or business loss settlement;

i) Other rights and obligations prescribed by law and the Company's Charter, resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director if it is approved by the majority of members of the Board of Directors who have the right to vote and participate in the meeting, and designate a new General Director.

IV. THE BOARD OF SUPERVISORS

Article 36. Nomination and self-nomination of members of the Board of Supervisors (Controllers)

1. The nomination and self-nomination of members of the Board of Supervisors shall comply with Clause 1 and Clause 2 Article 25 of this Decree.

2. In case the number of nominated and self-nominated candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall nominate more candidates or organize the nomination in accordance with the Company's Charter and internal regulations of corporate governance and regulations on operation of the Board of Supervisors. This must be announced before the GMS starts to vote for members of the Board of Supervisors as prescribed by law.

Article 37. Composition of the Board of Supervisors

1. The Board of Supervisors has 03 members. The term of office of members of the Board of Supervisors shall not exceed 05 years without term limit.

2. Members of the Board of Supervisors shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises and the Company's Charter and shall not:

a) Work in the Company's accounting or finance department;

b) Be a member of employee of the independent accredited audit organization that is auditing the Company's financial statements over the last 03 years.

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

a) He/she no longer fully satisfies the requirements specified in Clause 2 of this Article;

b) He/she hands in resignation letter which is accepted;

c) Other cases prescribed by law and this Charter.

4. A member of the Board of Supervisors will be discharged in the following cases:

a) He/she fails to fulfill the assigned tasks and duties;

b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;

c) He/she commits multiple or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter.

d) Other cases specified in the resolution of the GMS.

Article 38. Head of Board of Supervisors

1. The Head of Board of Supervisors shall be elected by the Board of Supervisors among its members under the majority rule. More than half of the members of the Board of Supervisors shall be residents of Vietnam. The Head of Board of Supervisors shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.

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

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;

c) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the GMS.

Article 39. Rights and obligations of the Board of Supervisors

In addition to the rights and obligations in Article 170 of the Law on Enterprises and the Company's Charter, the Board of Supervisors also has the following rights and obligations:

1. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; choose the accredited audit organization that audits the Company's operation; discharge accredited auditors where necessary.

2. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors.

3. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers.

4. Cooperate with the Board of Directors, the General Director and shareholders.

5. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.

6. Formulate the Regulations on Operation of the Board of Supervisors and submit them to the GMS for ratification.

7. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

8. Access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.

9. Request the Board of Directors, its members, the General Director and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation.

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

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Board of Supervisors must be retained in order to attribute responsibility of each member.

2. The Board of Supervisors is entitled to request members of the Board of Directors, the General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

Article 41. Salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors

Unless otherwise prescribed by the Company's Charter, the salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall comply with the regulations below:

1. Members of the Board of Supervisors shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Supervisors which has been approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating costs of the Board of Supervisors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

X. RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives shall fulfill their duties as members of subcommittees of the Board of Directors in a truthful and prudent manner to serve the interests of the Company.

Article 42. Responsibility for honesty and prevention of conflict of interest

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

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

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers shall send written notices to the Board of Directors and the Board of Supervisors of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

4. Members of the Board of Supervisors must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

6. Transactions between the Company with one or some members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives and their related persons shall not be invalidated in the following cases:

a) For transactions whose value do not exceed 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;

a) For transactions whose separate value or cumulative value over 12 months from the day the first transaction is conducted from 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been disclosed to the shareholders and are approved by the GMS by votes of shareholders without relevant interests.

Article 43. Responsibility for damage and compensation

1. Any members of the Board of Directors, members of the Board of Supervisors, the General Director or other executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.

2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, members of the Board of Supervisors, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.

3. Costs of compensation include judgment costs, fines, amounts payable in reality (including lawyer payment) during the settlement of these cases. The Company may purchase insurance for these people in order to avoid this liability.

XI. RIGHTS TO ACCESS THE COMPANY'S DOCUMENTS AND RECORDS

Article 44. Rights to access the Company's documents and records

1. Ordinary shareholders have the rights to access the Company's documents and records. To be specific:

a) Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, minutes and resolutions of the GMS;

b) The shareholder or group of shareholders that hold at least 05% of ordinary shares is entitled to examine, access extract the minutes, resolutions and decisions of the Board of Directors, semi-annual 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 documents relevant to the Company's trade secrets.

2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives are entitled to access the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.

4. The Company shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assts, resolutions of the GMS and the Board of Directors, minutes of the GMS and the Board of Directors, reports of the Board of Directors and the Board of Supervisors, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.

5. The Company's Charter shall be posted on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, discipline and commendation of employees and executives.

2. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to the Company's relationships with trade union organizations according to best standards, practice and management policies, the practice and policies specified in this Charter, the Company's regulations and applicable laws.

XIII. DISTRIBUTION OF PROFITS

Article 46. Distribution of profits

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.

2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.

3. The Board of Directors may request the GMS to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.

4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDC.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.

6. Other issues relevant to profit distribution prescribed by law.

XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING

Article 47. Bank accounts

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

2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of law.

3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

Article 48. Fiscal year

The Company's fiscal year begins on 01/01 and ends on 31/12 every year. The first fiscal year begins on the date of issuance of the Certificate of Enterprise Registration and ends on 31/12/2023.

Article 49. Accounting

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.

2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions.

3. The accounting currency shall be VND. If the Company's transactions primarily use a foreign currency, the Company may use it as accounting currency, take legal responsibility and send a notice to its supervisory tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 50. Annual, semi-annual and quarterly financial statements

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.

3. The Company shall prepare and disclose examined biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

Article 51. Annual reports

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

XVI. AUDIT

Article 52. Audit

1. The GMS shall appoint an independent audit company or authorize the Board of Directors to select one on the list of independent audit companies, which will audit the Company's financial statements of the next year under agreements with the Board of Directors.

2. Audit reports shall be enclosed with the Company's annual financial statements.

3. Independent auditors that audit the Company's financial statements are entitled to participate in the GMS, receive notices and information relevant to the GMS, comment at the GMS on the issues relevant to the audit of the Company's financial statements.

XVII. THE COMPANY'S SEALS

Article 53. The Company's seals

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.

2. The Board of Directors shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable regulations of law.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

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

a) The operating period specified in the Company's Charter expires without a decision on extension;

b) The dissolution is decided under a resolution or decision of the GMS;

b) The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;

d) Other cases prescribed by law.

2. Dissolution of the Company ahead of schedule (including extensions) shall be decided by the GMS and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

Article 55. Extension of operating period

1. The Board of Directors shall convene the GMS at least 7 months before the expiry of the operating period for shareholders to vote on extension of the operating period of the Company at the request of the Board of Directors.

2. The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least [65%] of the votes of all participating shareholders.

Article 56. Liquidation

1. At least 06 months before the expiry of the Company's operating period or after a decision on dissolution of the Company is issued, the Board of Directors shall establish a liquidation board, which consists of 03 members, 02 of whom shall be appointed by the GMS and 01 by the Board of Directors from 01 independent audit company. The liquidation board shall formulate its own operating regulations. Members of the liquidation board may be selected from the Company's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of the Company.

2. The liquidation board shall inform the business registration authority of its establishment date and commencement date. From that date, the liquidation board shall perform all liquidation tasks on behalf of the Company in the court and administrative authorities.

3. Revenues from the liquidation shall be used in the following order:

a) Liquidation costs;

b) Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;

c) Tax debts;

d) Other debts of the Company;

dd) The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 57. Settlement of internal disputes

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:

a) The shareholders and the Company;

b) The shareholders and the Board of Directors, the Board of Supervisors, the General Director or other executives;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 30 working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party is entitled to request Board of Supervisors to appoint an independent expert as a mediator.

2. In case the dispute cannot be settled through mediation within [06 weeks] or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.

3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

XX. REVISING THE COMPANY'S CHARTER

Article 58. The Company's Charter

1. Revisions to this Charter are subject to approval by the GMS.

2. In case regulations of law that are relevant to the Company's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company's operation.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter has 21 Sections, 59 Articles and is fully ratified by the GMS of Dong Tay Land Corporation on 28/09/2026 and the full validity of this Charter was simultaneously accepted.

2. This Charter shall be made into 05 copies with equal value and retained at the Company's headquarters.

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

4. Copies and extracts of this Charter shall be effective when they bear the signature of the Chairman of the Board of Directors or at least half of the members of the Board of Directors.

LEGAL REPRESENTATIVE

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signed and sealed)

NGUYEN THAI BINH