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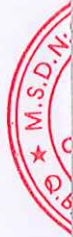
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PREAMBLE

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at the 9th session on June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at the 8th session on November 26, 2019;

Pursuant to the Decree No. 155/2020/ND-CP dated December 31, 2020 detailing a number of articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government;

This Charter is approved by Resolution dated April 24, 2025 of the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company.

CHAPTER I. DEFINITION OF TERMS

Article 1. Interpretation of terms

1. In this Charter, the following terms will be understood as follows:

- a) *Charter capital* means the total par value of shares already sold or registered for purchase upon the establishment of the company and stipulated in Article 6 of this Charter;
- b) *Voting capital* is equity capital, entitling its holder to vote on matters falling under the deciding competence of the General Meeting of Shareholders;
- c) *Enterprise Law* means Enterprise Law No. 59/2020/ QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated June 17, 2020;
- d) *Securities Law* means the Securities Law No. 54/2019/ QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2019;
- dd) *Vietnam* means the Socialist Republic of Vietnam.
- e) *Date of establishment* is the date on which the Company is granted the Business Registration Certificate (the Business Registration Certificate and other papers with equivalent value) for the first time;
- g) *Company's Executive officers* means Director, Deputy Director, Chief Accountant;
- h) *Manager* means the company's manager, including the Chairman of the Board of Directors, members of the Board of Directors, Director, Deputy Director, Chief Accountant of the Company, Directors/Heads of branches and representative offices of the Company;
- i) *Related person* means individual or organization defined in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholder* means an individual or organization that holds at least one share of a joint stock company;
- l) *Founding shareholder* means a shareholder that holds at least one ordinary share and signs in the list of founding shareholders of a joint stock company;
- m) *Major shareholder* means a shareholder defined in Clause 18, Article 4 of the Law on Securities;

n) *Operation period* means the time limit for the Company's activities defined in Article 2 of the Charter and the extension time (if any) adopted by the General meeting of shareholders of the Company;

o) *Stock Exchange* means the Stock Exchange of Vietnam.

2. In this Charter, the reference to one or more of the provisions or other documents shall include amendments and supplements or replacements of such provisions.

3. The titles (sections and articles of this Charter) are used to facilitate the understanding of content and do not affect the content of this Charter.

4. "Company" means HUDLAND Real Estate Investment and Development Joint Stock Company.

CHAPTER II. NAME, TYPE, HEADQUARTER, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, type, head office, branch, representative office, business location and duration of operation of the Company

1. Name of the Company

- Name of company in Vietnamese: Công ty Cổ phần Đầu tư và Phát triển Bất động sản HUDLAND;
- Name of company in foreign language: HUDLAND Real Estate Investment and Development Joint Stock Company;
- Abbreviated name in English: HUDLAND., JSC.

2. The Company is a joint-stock company with legal personality in accordance with the current law of Vietnam.

3. Registered office of the Company:

- Address of Head Office: HUDLAND Tower Building, Lot A-CC7, Linh Dam General Service Area, Hoang Liet Ward, Hoang Mai District, Hanoi City, Vietnam
- Phone number: 0243 652 3862;
- Fax: 0243 652 3864;
- E-mail: hudland@hudland.com.vn;
- Website: www.hudland.com.vn;

4. The Company may establish its branches and representative offices in the area of business in order to carry out the objectives in accordance with resolutions of the Board of Directors and to the extent permitted by law.

5. Except for termination of operation before the time limit specified in Clause 2 Article 54 of this Charter, the term of operation of the Company is indefinite from the date of establishment.

Article 3. Legal representative of the company

1. The company has 01 legal representative as the Chairman of the Board of Directors;

2. The rights and obligations of the legal representative shall be implemented in accordance with the provisions of Article 12 of the Law on Enterprises.
3. The at-law representative of an enterprise has the following responsibilities:
- a) To exercise and perform the assigned rights and obligations in an honest, prudent and best manner in order to guarantee the lawful interests of the enterprise;
 - b) To be loyal to the interests of the enterprise; neither to abuse his/her title or position nor to use business information, know-hows or opportunities or other assets of the enterprise for personal gain or for the interests of other organizations or individuals;
 - c) To notify the enterprise in a timely, complete and accurate manner of other enterprises which he/she or his/her related party owns or in which he/she or his/her related party has shares or contributed capital amounts in accordance with this Law.
4. The legal representative of the enterprise shall bear personal responsibility for damage caused to the enterprise due to breach of the aforementioned obligations.
5. In case the Chairman of the Board of Directors is no longer qualified as prescribed in Clause 4, Article 27 of the Charter, the Board of Directors shall appoint another person as the legal representative of the company.

CHAPTER III. OBJECTIVES, SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

1. The Company's business lines are as follows:

No.	Name of business line	Code
1.	Business in real estate, land use rights of the owner, user or lessee Details: Real estate business, excluding investment in construction of infrastructure of cemeteries or graveyards to transfer land use rights associated with infrastructure	6810 (Main)
2.	Architectural activities and relevant technical consultancy. Details: - Consulting on investment in construction of houses and urban infrastructure works; - Management of construction projects	7110
3.	Other specialized construction activities	4390
4.	Installation of other building systems	4329
5.	Completion of construction works	4330
6.	Dismantling,	4311
7.	Plan preparation	4312

No.	Name of business line	Code
	Details: Excluding blasting services	
8.	Installation of electrical systems	4321
9.	Wholesale of other installing materials and equipment in construction; Details: Excluding: Exercising export, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights according to law.	4663
10.	Wholesale of machinery, equipment and other spare parts; Details: Excluding: Exercising export, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights according to law.	4659
11.	Short-stay services	5510
12.	Restaurants and catering services served under mobile manner	5610
13.	Beverage service	5630
14.	Rental of sports equipment, entertainment equipment	7721
15.	Other business support service activities not yet categorized Details: Import and export of construction materials, interior and exterior equipment, specialized construction machinery and equipment; Excluding: Exercising export, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights according to law.	8299
16.	Service of landscape maintenance and care	8130
17.	Other entertainment activities not yet categorized	9329
18.	Housing construction	4101
19.	Sauna, massage and similar health promotion services (except sports activities). Details: Sauna and massage services	9610

No.	Name of business line	Code
20.	Non-residential housing construction	4102
21.	Operation of amusement parks and theme parks (For business lines with conditions, the Enterprise only operates when meeting conditions as prescribed by the law)	9321
22.	Construction of other civil engineering works	4299
23.	Power work construction Details: Excluding Construction and operation of multi-purpose hydropower and nuclear power with special economic and social importance	4221
24.	Construction of water supply and drainage works	4222
25.	Construction of telecommunications and communication works	4223
26.	Retail of beverages in specialized stores	4723
27.	Retail of gymnastics and sports equipment and tools in specialized stores	4763
28.	Construction of other public works	4229
29.	Installation of water supply, drainage system, heaters and air conditioners	4322
30.	On-demand retail by post or Internet Details: Excluding retail auction activities via the Internet and excluding: Exercising export, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights according to law.	4791
31.	Other catering services	5629
32.	Sports and recreation education	8551
33.	Operation of sports facilities	9311
34.	Activities of sports clubs Details: Excluding the activities of professional sports clubs	9312

2. The Company's operational objectives is to become one of the leading real estate investment and development organizations in Vietnam, with the maintenance and development of human resources as the core and most valuable asset of the Company; The Company always aims to ensure stable growth, increase benefits for shareholders and

investors based on the convenience, comfort and satisfaction of customers with the products provided by the Company.

Article 5. Business scope and operations of the Company

The company is allowed to carry out business activities according to the business lines specified in this Charter and has registered, notified the change of registration information with the business registration agency and has announced it on National business registration portal.

CHAPTER IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company is VND 315,999,610,000 (In words: Three hundred fifteen billion, nine hundred ninety-nine million, six hundred ten thousand dong)

Total charter capital of the Company is divided into 31,599,961 shares with par value of VND 10,000/ share.

2. The Company's charter capital can be changed upon the approval of General meeting of shareholders and in accordance with the provisions of the law.

3. The Company's shares on the date of adoption of this Charter include:

- Ordinary shares: 31,599,961 shares;
- Preferred shares: None;

The rights and obligations of shareholders holding each type of shares are specified in Article 12 and Article 13 of this Charter.

4. The Company can issue other classes of preferred shares after the approval of the General meeting of shareholders and in accordance with the provisions of the law.

5. Name, address, number of shares and other information on the founding shareholders are as follows:

- **Housing and Urban Development Corporation (HUD):**

- Business Registration Certificate No. 0100106144 changed several times and changed for the eighth (08th) time issued by the Business Registration Office - Hanoi Department of Planning and Investment on November 4, 2022.

- Address of Head Office: Floor 28, 29, 30, 31, 32, HUDTOWER Commercial Office Building, No. 37 Le Van Luong Street, Nhan Chinh Ward, Thanh Xuan District, Hanoi City, Vietnam

- Number of shares owned: 16,116,000 shares, representing 51% of charter capital.

- **COTANA,JSC (Now, Cotana Group Joint Stock Company):**

- Business Registration Certificate No. 0103003621 issued by the Business Registration Office - Hanoi Department of Planning and Investment for the first time on February 4, 2004. On August 31, 2017, the Company changed its name to Cotana Group Joint Stock Company.

- Head Office address: CC5 Linh Dam Peninsula, Hoang Liet Ward, Hoang Mai District, Hanoi City.

- Number of shares owned: 0 shares, representing 0% of charter capital.

• **Ha Nam Textile Company:**

- Business Registration Certificate No. 0700101268 issued by the Business Registration Office - Department of Planning and Investment of Ha Nam province for the first time on December 11, 1996, and the 12th change on December 29, 2016.
- Head Office address: Van Son, Chau Son commune, Phu Ly city, Ha Nam province;
- Number of shares owned: 0 shares, representing 0% of charter capital.

Information of founding shareholders may change from time to time and will be published on the Company's website and notified to the Securities Commission and the Depository Center.

Common shares must be preferentially offered to existing shareholders in proportion to the percentage of ownership of their common shares in the Company, unless General Meeting of Shareholders has other provisions, the shares without subscribed by shareholders will be under the decisions of Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions that are not more favorable than those offered to existing shareholders, except for other approvals of General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable law.

7. The company can issue other types of securities in accordance with the law.

Article 7. Stock certificates

1. The Shareholders of the Company is issued stock certificate corresponding to the number of shares and type of owned shares.

2. Stock is a type of securities certifying the legitimate rights and interests of the owner for a part of the share capital of issuing organization. The shares must have all the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of the full dossiers requesting transfer of ownership of shares under the provisions of the Company, or within 20 days from the date of full payment for the shares in accordance with the provisions of the plan to issue shares of the Company (or another period as prescribed in the issuance terms), the owner of the shares will be issued stock certificates. The owner of shares shall pay no cost to the Company for printing the share certificate.

4. In case any share is lost, destroyed or damaged in another form, the share will be re-issued upon a request made by its shareholder. The shareholder's proposal must include the following contents:

- a) Information on shares lost, damaged or otherwise destroyed;
- b) Be responsible for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other certificates of securities of the Company are issued with the and signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless this Charter and other laws provide, shares listed or registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and stock market.
2. The shares that have not been paid in full will not be transferable and entitled to benefits such as the right to receive dividends, the right to receive issued shares to increase the share capital from equity, the right to offered new shares and other benefits as prescribed by law.

Article 10. Withdrawal of shares

1. In case the shareholder fails to pay in full and on time the amount to be paid to buy shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and take responsibility corresponding to the total par value of shares registered for purchase with respect to the financial obligations of the Company arising from failure to pay in full.
2. The above payment notice must specify a new payment period (minimum 07 days, maximum 14 days from the date of notification), place of payment and the notice must specify the case of non-payment as required, the unpaid stock will be withdrawn.
3. The Board of Directors has the right to recover the outstanding shares in full and timely manner in case the requirements stated in the notice are not fulfilled.
4. The recovered shares are regarded as shares entitled to be offered as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or indirectly authorize the sale, redistribution in accordance with the conditions and manner deemed appropriate by the Board of Management.
5. Shareholders holding forfeited shares must give up their status as shareholders for such shares, but are still responsible for the total par value of shares registered to buy for the financial obligations of the Company arising at the time of withdrawal according to the decision of the Board of Directors from the date of withdrawal until the date of payment. Board of Directors reserves the right to decide on the forced payment of the entire value of the stock at the time of recovery.
6. Notice of recovery shall be sent to the person holding the recovered shares prior to the time of recovery. The revocation remains effective even in the event of error or negligence in sending the notice.

CHAPTER V. COMPANY STRUCTURE, GOVERNANCE AND SUPERVISION

Article 11. Company Structure, Governance and Supervision

Company Structure, Governance and Supervision of the Company include:

1. General Meeting of Shareholders.
2. Board of Management, the Audit Committee under the Board of Directors.
3. Director

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. An ordinary shareholder shall have the following rights:

- a) Attend, speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or by other means prescribed by the company's charter, law. Each ordinary share shall have one vote;
- b) To receive dividends at the rate decided by the General meeting of shareholders;
- c) Prioritize the purchase of new shares in proportion to the proportion of common shares owned by each shareholder in the Company;
- d) Freely transfer their shares to others, except for the case in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
- dd) Check, review and extract information about names and contacts in the list of shareholders with voting rights; request to correct their inaccurate information;
- e) Check, review and extract or copy the Charter, Minute book and other resolutions of the General Meeting of Shareholders;
- g) Receive the remaining part of the assets in proportion to his shares in the Company upon the dissolution or bankruptcy of the Company;
- h) Request the Company to redeem their shares in the cases specified in Article 132 of the Law on Enterprises;
- i) Equal treatment. Each share of the same class gives shareholders the same rights, obligations and interests. In case, the Company has different types of preference shares, the rights and obligations attached to the type of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) Have full access to periodical and extraordinary information published by the Company in accordance with the provisions of law;
- l) Have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights are prescribed by law.

2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:

- a) Require the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Review, look up and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions to be approved by Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;

c) Propose issues to be included in the agenda of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to the Company no later than three working days prior to the date of opening. The recommendation must contain the name of shareholders, the number of each class of shares of the shareholders, petitions included in the agenda;

d) Other rights are prescribed by law.

3. A shareholder or a group of shareholders owning 10% or more of the total number of ordinary shares has the right to nominate persons to the Board of Directors. In case the nomination of candidates to the Board of Directors shall be carried out as follows:

a) The ordinary shareholders who gather in a group to nominate the members of Board of Directors shall inform the group formation to the shareholders attending the meeting before the opening time of the General Meeting of Shareholders;

b) Based on the number of members of Board of Directors, the shareholder or group of shareholders as stipulated in this clause shall be entitled to nominate one or several persons as decided by the General meeting of shareholders as a candidate in the Board of Directors. If the number of candidates nominated by any shareholder or a group of shareholders is lower than the number entitled to nominate under decisions of the General meeting of shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of Shareholders

An ordinary shareholder has the following obligations:

1. Pay in full and on time the number of shares committed to purchase.

2. Not be entitled to withdraw the paid-up capital made in form of ordinary shares unless otherwise those shares are bought back by the Company or another person. If the paid-up capital in form of ordinary shares is withdrawn partially or wholly by a shareholder in contrary to this Article, such shareholder and related person in the company shall be jointly liable to debts and other obligations of the Company to the extent of the revoked capital.

3. Comply with the Charter and internal rules of the Company.

4. Comply with decisions of the General meeting of shareholders, Board of Directors.

5. Make confidentiality of the information provided by the Company in accordance with the Company's rules, regulations and other provisions and laws; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to distribute, copy or send information provided by the Company to other organizations and individuals.

6. Attend the meeting of the General Meeting of Shareholders and exercise the voting right in the following forms:

a) Attend and vote directly at the meeting;

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

c) Attend and vote through online meetings, electronic voting or other electronic forms;

d) Send votes to the meeting by mail, fax, email.

7. Bear personal responsibility when they represent the Company in any form to do one of the following acts:

- a) Violate the law;
 - b) Conduct business and other transactions for his own benefit or for the benefit of organizations and individuals;
 - c) Pay undue debts in advance of financial risks to the Company.
8. Complete other duties as prescribed by the current legislation.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders shall be composed of all shareholders with voting rights and act as the highest decision-making body of the Company. The General Meeting of Shareholders shall be held once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The location of the General Meeting of Shareholders is determined to be the place where the chairperson attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and selects the appropriate location. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, especially through the audited annual financial statements. In case the Company's Annual Financial statements audit report contains material exceptions, conflicting opinions or refuses, the Company must invite representatives of the approved auditing organizations to audit the Company's financial statements attending the Annual General Meeting of Shareholders and the representative of the approved audit organization mentioned above are responsible for attending the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors should convene an extraordinary General meeting of shareholders in the following cases:

- a) The Board of Directors considers it necessary to do so in the interests of the Company;
- b) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as provided for in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with enough signatures of the shareholders concerned or the written request is made in many documents and gather enough signatures of related shareholders;
- d. Other cases as prescribed by law and internal regulations on corporate governance.

4. Convene Extraordinary General Meeting of Shareholders

- a) Board of Directors must convene the General Meeting of Shareholders within 30 (thirty) days from the date on which the remaining number of members of the Board of Directors, the remaining independent members of the Board of Directors as prescribed in Point b Clause 3 of this Article or receiving the request prescribed in Point c Clause 3 of this Article;

b) If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Clause 4 of this Article, a shareholder or a group of shareholders defined at Point c, Clause 3 of this Article may request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening General Meeting of Shareholders may request the business registration agency on supervision of order and procedures for convening and conducting meetings and decisions of the General Meeting of Shareholders. All costs for convening and conducting the General meeting of Shareholders shall be refunded by the Company. The costs shall not include costs incurred by the shareholders when attending the General meeting of shareholders, including accommodation and travel costs.

c) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Adopt the development orientations of the Company;
- b) Make decisions on the classes of shares and total number of shares of each class which may be offered for sale; make decisions on annual dividend rate for each class of shares;
- c) Elect, dismiss, remove members of the Board of Directors;
- d) Decide to invest or sell assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;
- dd) Decide amendments, supplements to the Company's Charter;
- e) Approve the annual financial statements;
- g) Make decisions on redemption of more than ten percent of the total number of shares of each class already sold;
- h) Consider and handle violations by members of the Board of Directors, causing damage to the Company and its shareholders;
- i) Make decisions on re-organization and dissolution of the Company;
- k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- l) Approve the internal governance regulations; Board of Directors' operating regulations;
- m) Approve the list of approved audit firms; decide on the approved audit firm to inspect the operation of the Company, dismiss the approved auditor when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following issues:

- a) Annual business plans of the Company;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors; independent member of the Board of

Directors shall be responsible for reporting at the annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

- d) Amount of dividend payable on each class of share;
- dd) Number of members of the Board of Directors
- h) Elect, dismiss, remove members of the Board of Directors;
- e) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- g) Approve the list of approved audit firms; decide on an approved audit firm to inspect the Company's activities when deeming it necessary;
- h) Supplement and amend the Charter of the Company;
- i) Types of shares and the number of new shares to be issued for each class of shares, and the transfer of shares of founding members within the first 03 years from the date of incorporation;
- k) Division, separation, consolidation, merger or transformation of the Company;
- l) Reorganize and dissolve (liquidate) the Company and designate the liquidator;
- m) Decide to invest or sell assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;
- n) Make decisions on redemption of more than ten percent of the total number of shares of each class already sold;
- o) The Company signs contracts and deals with the subjects stipulated in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total value of assets of the Company recorded in the latest financial statement;
- p) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law;
- q) Approve the internal regulations on corporate governance and the operating regulations of the Board of Directors;
- r) Other issues as prescribed by law.

3. All resolutions and issues put on the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders, authorized representatives of institutional shareholders can directly attend the meeting or authorize one or some other individuals or organizations to attend the meeting or to attend the meeting through one of the prescribed forms in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for representative as individuals, organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope

of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit his authorization document when registering to attend the meeting. In case of re-authorization, the meeting attendee must also present the original authorization document of the shareholder, the authorized representative of the shareholder as an organization (if not previously registered with the Company).

3. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following occurs except:

- a) The mandator dies, or his capacity for civil acts is lost or is restricted;
- b) The mandator cancels the appointment of authorization;
- c) The mandator revokes the authority of the person performing the authorization.

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

Article 17. Change of rights

1. The change or cancellation of special rights attached to a class of preferred shares takes effect when approved by a shareholder representing 65% or more of the total votes of all attending shareholders. The resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of the shareholders owning preference shares shall be passed only if the number of preferred shareholders of the same type attending the meeting owns 75% of the total number of preferred shares of such class or more or approved by preferred shareholders of the same class holding 75% or more of the total number of preferred shares of that class in case of passing a resolution in the form of collecting opinions in writing.

2. The organization of meeting of the shareholders holding preference shares to adopt the above change is only valid if at least 02 shareholders (or their authorized representatives) and holding at least one third (1/3) of the par value of the issued shares of such type. In case there is no sufficient delegates as above, the meeting was held within 30 days thereafter, and the holders of shares of such type (regardless of the number of people and number of shares) that are present or through the authorized representatives are considered sufficient number of deputies as requirement. At the meeting of the shareholders holding the aforementioned preferred shares, the holders of shares of such type that are present or via their representative may request a secret ballot. Each share of the same type has equal voting rights at the meetings mentioned above.

3. The procedures for conducting meetings prescribed in Clause 2 of this Article shall be similar to those prescribed in Articles 19, 20 and 21 of this Charter.

4. Except as otherwise provided in the shareholding provisions, the special rights attached to the classes of shares having the privilege of some or all of the issues relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 18. Convene the meeting, the meeting agenda and the notice of General meeting of shareholders

1. The Board of Directors convenes annual and extraordinary meetings of shareholders. The Board of Directors convenes an extraordinary meeting of the General Meeting of Shareholders according to the cases specified in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare the list of shareholders despite the conditions for participation and voting at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is made no more than 10 (ten) days prior to the date of sending the invitation to attend the General Meeting of Shareholders. The Company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
 - b) Prepare the agenda and content of the meeting;
 - c) Prepare documents for the General Meeting;
 - d) Draft resolutions of the General Meeting of Shareholders as proposed by the meeting;
 - dd) Determine the time and venue of the General Meeting of Shareholders;
 - e) Announce and send notice of General Meeting of Shareholders to all shareholders entitled to attend the meeting.
 - g) Other works for the General Meeting.
3. The notice of General Meeting of Shareholders shall be sent to all shareholders by the guarantee method and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the meeting of the General Meeting of Shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 (twenty one) days before the opening date of the meeting (from the date the notice is sent or duly transferred). The agenda of General Meeting of Shareholders, the documents related to the matters to be voted at the meeting are sent to shareholders and / or posted on the website of the Company. In cases the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly indicate the link to the entire meeting documents for access by shareholders, including:
 - a) The meeting agenda, documents used in the meeting;
 - b) The list and details of the candidates in case of electing members of the Board of Directors;
 - c) Votes;
 - d) Draft resolutions for each issue in the agenda.
4. The shareholder or group of shareholders stipulated in clause 2, Article 12 of the Charter may recommend items to be included in the agenda of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to the company no later than 03 (three) working days prior to the date of opening. Petition must contain the name of shareholders, the number of each class of shares of the shareholders, petitions included in the agenda.

5. The convener of the General meeting of shareholders may only refuse the recommendation stipulated in clause 4 of this Article in any of the following cases:

- a) The proposal was sent in contravention of the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% (five) of the common shares or more as prescribed in Clause 2 Article 12 of this Charter;
- c) The item recommended does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law.

6. The convener of the General Meeting of Shareholders must accept and include the recommendations stipulated in clause 4 of this article into the draft program and agenda for the meeting, except in the cases stipulated in clause 5 of this article; the recommendation shall be officially added to the program and agenda for the meeting if the General Meeting of Shareholders agrees.

Article 19. Conditions for conducting General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted if the number of shareholders represents over 50 % (fifty percent) of the total number of voting rights.
2. If the first meeting is not eligible to be conducted under the provisions of Clause 1 of this Article, it shall be convened for the second time within a period of thirty days from the date planned for the first meeting. The General meeting of shareholders shall be conducted for the second time if the number of shareholders represents at least 33% (thirty three) of the total number of voting rights.
3. In case the second meeting is not eligible to be held under Clause 2 of this Article, the invitation to the third meeting must be sent within 20 (twenty) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

Article 20. Procedures for conducting meeting and voting at General meeting of shareholders

1. Before the opening of General Meeting of Shareholders, the Company must carry out procedures for registration of shareholders and make the registration until all shareholders entitled to attend the meeting completed registration.
 - a) When conducting the register of shareholders, the Company issued voting card to each shareholder or the voting authorized representative, on which the registration number, full name of the shareholders, full name of the authorized representatives and the number of votes of such shareholders. The General Meeting of Shareholders discusses and votes on each issue in the agenda. The voting is conducted by the Shareholder recording their approval, disapproval or no opinion in the vote. When conducting voting at the General Meeting, the resolution's the approval votes are collected in advance, then the disapproval votes of the resolution, the final count of votes is the decision. The Chairman shall announce the results of the voting counts immediately prior to the closing of the meeting. The General Meeting shall elect the persons responsible for counting votes or supervising the counting of votes at

the proposal of the chairman. The number of members of the vote counting committee shall be decided by the Shareholders' General Meeting at the proposal of the chairman of the meeting;

b) Shareholders, authorized representatives of shareholders as organizations or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after the meeting upon registration. The chairman does not have the responsibility for stopping the meeting to allow late shareholders to register and the validity of the previously voted contents have not changed.

2. The election of chairperson, secretary and vote counting committee is stipulated as follows:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the chairman is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of them to preside over the meeting on the principle of majority. In case no one can be elected as the chairperson, the Vice Chairman of the Board of Directors or the Board of Directors in order of highest position (in case the company does not have a Vice Chairman of the Board of Directors) shall preside over the General Meeting of Shareholders to elect the chairperson of the meeting from among the attendees and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified at Point a of this Clause, the person who signed the document convening the General meeting of shareholders shall manage for the General meeting of shareholders to elect a chairman of the meeting and the person with the highest number of votes shall act as Chairman of the meeting;

c) The chairperson shall appoint one or several persons to act as secretary of the meeting;

d) The General meeting of shareholders shall elect one or several persons to attend the vote counting committee at the proposal of the chairman of the meeting.

3. The agenda and contents of the meeting must be passed by the General Meeting of Shareholders in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.

4. The chairman of the meeting has the right to take necessary and reasonable measures to run the meeting of the General Meeting of Shareholders in an orderly, correct manner according to the approved program and reflect the wishes of the majority of participants.

a) Arrange seats at the venue of the General meeting of shareholders;

b) Ensure the safety of all persons present at the meeting venue;

c) Facilitate shareholders to attend (or continue to participate in) General Meeting. The person who convenes the General meeting of shareholders shall change the above mentioned measures and apply all necessary measures. The applied measures may be granted admission or use any other selected form.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. The voting is conducted by the Shareholder recording their approval, disapproval or no opinion in the vote. The Chairman shall announce the results of the voting counts immediately prior to the closing of the meeting.

6. A shareholder or authorized person attending the meeting after the opening of the meeting is still registered and entitled to participate in voting right after registration. In this case, the validity of the previously voted contents shall not be changed.

7. The person convening the meeting or chairing the meeting of the General Meeting of Shareholders has the following rights:

a) Require all people attending the meeting to be checked or subject to other security measures;

b) Request a competent body to maintain order during the meeting; expel from the General Meeting of Shareholders anyone who fails to comply with the chairman's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.

8. The chairperson has the right to postpone the General Meeting of Shareholders that has enough registered people to attend the meeting for a maximum of 03 working days from the date the meeting is intended to open and may only postpone the meeting or change the meeting location in the following case:

a) The location for the meeting does not sufficient suitable seating for all the attendees;

b) The media at the meeting place do not guarantee meeting participants to participate, discuss and vote;

c) There is an attendee who obstructs the meeting or disrupts order, and there is a danger that the meeting might not be conducted fairly and legally.

9. In case the chairman adjourns or postpones a General meeting of shareholders contrary to the provisions in clause 8 of this Article, the General meeting of shareholders shall elect another person from the attendees to replace the chairman in conducting the meeting until its completion; all resolutions passed at that meeting are enforceable.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meeting, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms according to the provisions of Article 144 of the Enterprise Law and Clause 3, Article 273 of the Government's Decree No. 155/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.

Article 21. Conditions for passing resolution of the General Meeting of Shareholders

1. A resolution on the following content is approved if it is approved by the number of shareholders representing 65% or more of the total number of votes of all attending shareholders, except for the case specified in Clauses 3, 4 and 6. Article 148 of the Law on Enterprises:

a) Class of shares and total number of shares of each class

b) Changes in business lines and areas of business;

c) Changes in organizational and management structure of the Company;

d) Project on investing or selling assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;

dd) Reorganize, liquidate the Company;

e) Other issues according to legal regulations.

2. Resolutions are passed when the number of shareholders owning more than 50% of the total number of votes of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed with 100% of the total number of voting shares is lawful and effective even if the order and procedures for convening and approving such resolution violate the provisions of Law on Enterprises 2020 and Company Charter.

Article 22. Authority and procedures for collecting written opinions of shareholders to pass decisions of General meeting of shareholders

Authority and procedures for collecting written opinions of shareholders to pass decisions of General meeting of shareholders shall be made as follows:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. Board of Directors prepares opinion sheets, draft resolutions of the General Assembly of Shareholders, the documents explaining the draft resolution and send to all shareholders with voting rights at least 10 (ten) days before the deadline to return the written opinion form. The request and the manner of sending the opinion form and attached documents shall be implemented in accordance with clause 3 of Article 18 of this Charter.

3. Consultation form must contain the following main content:

a) Name and address of the head office, enterprise code;

b) Purpose of collecting written opinions;

c) Full name, contact address, nationality, number of legal papers of the individual in respect of shareholder being an individual; Name, business number or legal document number of the organization, address of the head office for shareholders being the organization or full name, contact address, nationality, number of legal papers of the individual for with representatives of shareholders being organizations; number of shares of each class and number of votes of the shareholder;

d) The issues should consult to adopt decisions;

dd) Voting options consist of approval, disapproval and no opinion on each issue for consultation;

e) Time-limit within which the completed written opinion form must be returned to the Company;

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

4. Shareholders can send the answered opinion form to the Company by mail, fax or email according to the following provisions:

a) In the case of sending mail, the answered consultation form must have the signature of an individual shareholder, the authorized representative or legal representative of the shareholders as organization. Written opinion form which are returned to the company must

be in a sealed envelope and no one shall be permitted to open the envelope prior to counting of the votes;

b) In case of sending by fax or email, the opinion form sent to the company must be kept confidential until the time of counting of votes;

c) Any completed written form which is returned to the Company after the expiry of the time-limit stipulated in the written opinion form or any form which has been opened shall be invalid. The written opinion form not sent to the Corporation shall be considered non-participating voting form.

5. The Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of the shareholder who does not hold a management position in the Company. Minutes of the counting of votes shall have the following major contents:

a) Name and address of the head office, enterprise code;

b) Purpose and issues on which it is necessary to obtain written opinions in order to pass a resolution;

c) Number of shareholders with total numbers of votes who have participated in the vote, classifying the votes into valid and invalid, and including an appendix being a list of the shareholders who participated in the vote;

d) Total number of votes for, against and abstentions on each matter voted upon;

dd) Any issues which have been approved and the proportion of votes approved.

e) Full names and signatures of the Chairman of the Board of Directors, the person counting votes and the person counting votes.

The members of Board of Directors, vote - counting supervisors and vote counters jointly take responsibility for the truthfulness and accuracy of vote - counting minutes; and damages arising from the decisions adopted by untruthful and accurate vote-counting results.

6. The minutes of results of counting of votes and resolution must be sent to shareholders within a time limit of fifteen (15) days as from the date of ending counting of votes. The sending of minutes of counting votes and resolutions can be replaced by posting on the electronic information of the Company within 24 hours from the end of vote counting.

7. Completed written opinion forms, minutes of counting of votes, passed resolution and related documents sent with all of the written opinion forms must be archived at the head office of the Company.

8. The resolution is passed by way of collecting shareholders' opinions in writing if it is approved by the number of shareholders holding more than 50% of the total number of votes of all shareholders with voting rights and has the same validity as the resolution passed at the General Meeting of Shareholders.

Article 23. Resolutions, Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be made in minutes and may be recorded and stored in other electronic form. The minutes must be prepared in Vietnamese and may also be in a foreign language, and must contain the following main particulars:

a) Name and address of the head office, enterprise code;

- b) Time and place of the General meeting of shareholders;
- c) Agenda and contents of the meeting;
- d) Full name of the Chairman and secretary;
- dd) Summary of developments of the meeting and of opinions stated in the General meeting of shareholders on each matter set out in the contents of the meeting agenda;
- e) Number of shareholders and total number of voting shareholders attending the meetings, an appendix for the list of registered shareholders, representatives of attending shareholders with respective numbers of shares and votes;
- g) Total number of votes for each voting matter, clearly stating the mode of voting, total number of valid, invalid, approved, disapproved and unqualified votes; proportion of the total votes of the attending shareholders;
- h) Any approved issues and the proportion of votes approved;
- i) Name, signature of the Chairman and the Secretary. In case the chairperson or secretary refuses to sign the meeting minutes, this minutes will take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents as prescribed in this Clause. The minutes of the meeting clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting. The chairperson and secretary of the meeting or another person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. The minutes which are prepared in Vietnamese and in foreign language shall have the same legal effect. In case of differences in the contents of minutes in Vietnamese and a foreign language, the contents of the Vietnamese minutes shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix on list of shareholders registering to attend the meeting with shareholder signatures, authorization documents to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the head office of the Company.

Article 24. Cancellation request of decision of General Meeting of Shareholders

Within (90) days from the date of receipt of the resolution and minutes of the meeting of the General Meeting of Shareholders or the minutes of counting votes results to collect opinions of the General Meeting of Shareholders, shareholders, groups of shareholders as stipulated in Clause 2 Article 115 of the Law on Enterprises may request the Court or Arbitration to consider or cancel a resolution or a part of a resolution of the General Meeting of Shareholders in the following circumstances:

- 1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's charter, except for the case specified in Clause 3, Article 21 of this Charter.
- 2. Contents of the resolution violating the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination, appointment of members of the Board of Directors

1. In case the Board of Directors candidates have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the Shareholders' Meeting on the Company's website so that shareholders can learn about these candidates before voting. Candidates of the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to perform the duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors shall be published including the following contents:

- a) Full name, date of birth;
 - b) Qualification;
 - c) Working process;
 - d) Other managerial positions (including titles of the Board of Directors of other companies);
 - dd) Benefits related to the Company and its related parties;
 - e) Other information (if any) as prescribed by law;
 - g) The Company must be responsible for disclosing information about the enterprises in which the candidate is holding the position of member of the Board of Directors, the positions according to Point h, Clause 1, Article 1 of this Charter and the interests related to the Company of the candidate for the Board of Directors (if any).
2. A shareholder or group of shareholders owning 10% or more of the total number of common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's charter.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or nominate organization in accordance with the Company's charter, internal corporate governance regulations and operating regulations of the Board of Directors. The introduction of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
4. Members of the Board of Directors must have the following standards and conditions:
- a) Satisfy the standards and conditions specified in Clause 1 and Clause 2, Article 155 of the Law on Enterprises;
 - b) Have a valid decision or document appointing a representative of the shareholder being an organization in case of participating in the Board of Directors due to being nominated by the shareholder authorized to manage capital to participate in the Board of Directors.
 - c) Meet other relevant legal standards.
 - d) The position of Chairman of the Board of Directors must also meet the standards and conditions of a legal representative as prescribed by law.

Article 26. Members and term of Board of Directors

1. The number of members of the Board of Directors is 05 (five) people.

2. The tenure of a member of the Board of Directors shall not exceed five (5) years and may be re-elected for an unlimited number of tenures. An individual can only be elected as an independent member of the Board of Directors of a Company for no more than 2 consecutive terms. In case all members of the Board of Directors jointly end their tenure, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the affairs,

3. The members of the Board of Directors are as follows:

The Board of Directors of the Company must ensure that at least 1/3 of the total number of the members of the Board of Directors are non-executive members. The company has 01 independent member among the members of the Board of Directors.

4. Members of the Board of Directors will no longer be members of the Board of Directors in the following cases:

a) Not meet the standards and conditions as prescribed in Clause 4, Article 25 of this Charter;
or

b) Have resigned and accepted; or

c) No longer authorized by the Company's shareholders to act as an authorized representative to manage the shareholders' capital at the Company (in case of participating in the Board of Directors nominated/introduced by shareholders authorized to manage capital); or

d) Be dismissed, removed or replaced by the General Meeting of Shareholders according to the provisions of Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on disclosure of information on the stock market.

6. A member of the Board of Directors need not necessarily also be a shareholder of the company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors shall be a management body of the Company, which is entitled to act on behalf of the Company in exercising all the rights and obligations, except those go beyond the authority of the General meeting of Shareholders.

2. The Board of Directors shall have the following rights and obligations:

a) Make decisions on medium term development strategies, and plans;

b) Recommend the classes of shares and total number of shares of each class which may be offered;

c) Make decisions on offering new shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional fund in other forms;

d) Make decisions on the price of shares and bonds of the company offered for sale;

dd) Decide to repurchase shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) Make decisions on investment plans and investment projects within the authority and limits prescribed by law and this Charter, except in cases where the General Meeting of Shareholders authorizes or assigns tasks;

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

- h) Approve purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the company's latest financial statement, except the contract, transactions under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i) Implement the election, dismissal or removal of the Chairman of the Board of Directors; appointment, dismissal, signing of contracts, termination of meetings to other directors and other managers according to point h Clause 1 Article 1 of this Charter; make decision on salary, remuneration, bonus and other benefits of those managers; appoint an authorized representative to attend the Members' Council or the General Meeting of Shareholders in other enterprises, decide on the remuneration and other benefits of such persons;
 - k) Supervise and direct the Director and managers according to Point h, Article 1 of this Charter in operating the Company's daily business;
 - l) Make decisions on the organizational structure and internal management rules of the Company, to make decisions on the establishment of subsidiary companies, the establishment of branches and representative offices and the capital contribution to or purchase of shares of other enterprises;
 - m) Approve the agenda and contents of documents for the General meeting of shareholders; to convene the General meeting of shareholders or to obtain written opinions in order for the General meeting of shareholders to pass resolutions;
 - n) Submit audited annual financial statements to the General Meeting of Shareholders;
 - o) Recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operation;
 - p) Recommend re-organization or dissolution, or to request bankruptcy of the Company;
 - q) Decision to promulgate regulations on operation of the Board of Directors, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decision to promulgate the Regulation on operation of the Auditing Committee under the Board of Directors, the Regulation on information disclosure of the Company;
 - s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and other provisions of law.
3. The Board of Directors must report to the General Meeting of Shareholders the results of the activities of the Board of Directors in accordance with the provisions of Article 280 of the Government's Decree No. 155/2020/ ND-CP dated December 31, 2020, detailing regulations of a number of articles of the Securities Law.

Article 28. Remuneration, salaries and other benefits of members of Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors shall be entitled to remuneration for work and bonus. Remuneration for work shall be calculated on the basis of the working days which are necessary to fulfill the obligations of the members of the Board of Directors and the daily

remuneration rate. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total amount of remuneration and bonus for the Board of Directors shall be decided by the General meeting of shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be included in the business expenses of the Company in accordance with the law on corporate income tax and must be expressed separately in the annual financial statements of the Company, must report to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding the executive position, or a member of the Board of Directors working for subcommittees of the Board of Directors or perform other tasks beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment, wages, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to all travel, accommodation, meals and other expenses that they have to pay when carrying out their responsibilities as members of the Board of Directors, including expenses incurred in attendance at meetings of the Board of Directors or subcommittees of the Board of Directors or the General Meeting of Shareholders.
6. Members of the Board of Directors may be entitled to purchase liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover insurance for responsibilities of the Board members related to violations of law and the Company's Charter.

Article 29. Chairman of Board of Directors

1. The Chairman of the Board of Directors is elected, relieved of duty or dismissed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors cannot concurrently hold the position of the Director.
3. The Chairman of the Board of Directors shall have the following rights and duties:
 - a) Prepare working plans and programs of the Board of Directors;
 - b) Prepare agenda, content and documents for meetings of the Board of Directors; convene and preside over meetings of the Board of Directors;
 - c) Organize for decisions, resolutions of the Board of Directors to be passed;
 - d) Supervise the implementation of decisions of the Board of Directors;
 - dd) Chair the General Meetings of Shareholders;
 - e) Other rights as stipulated by the Law on Enterprises.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, removed from office or no longer a member of the Board of Directors according to Clause 4, Article 26 of this Charter, the Board of Directors must elect a replacement within 05 (five) days from the date of receipt of the resignation letter or dismissal, removal from office or no longer a member of the Board of Directors.
5. If the chairman of the Board of Directors is absent or unable to perform his / her tasks, he/ she shall authorize in writing another member to exercise the rights and obligations of the

Board of Directors chairman. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving administrative handling measures at a compulsory detoxification establishment or compulsory education institution, forced, fled from their place of residence, restricted or lost their civil act capacity, had difficulties in cognition or behavior control, was banned by the Court from holding certain posts, practicing certain professions or doing certain jobs then the remaining members elect one of the members to hold the position of Chairman of the Board of Directors according to the principle that the majority of the remaining members agree.

Article 30. Meeting of the Board of Directors

1. The Chairman of the Board of Directors will be elected in the first meeting of the Board of Directors within seven (7) working days from the date of completion of the election of the Board of Directors for such tenure. This meeting was convened and chaired by the member with the highest number of votes or the highest rate of votes. In case more than one (01) member has the highest number of votes or the highest rate of votes, the members shall elect one (01) of them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) At the request of an independent member of the Board of Directors;
 - b) At the request of the Director or at least 05 managers according to Point h Clause 1 Article 1 of this Charter;
 - c) On the request of at least two members of the Board of Directors;
 - d) Other cases as prescribed by law and the Board of Directors' Operating Regulations.
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decisions within the authority of the Board of Directors.
5. The chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receipt of the request stipulated in clause 3 of this article. If failing to convene a meeting of the Board of Directors at the request, the chairman of the Board of Directors shall be liable for damage caused to the Company; the person making the request shall have the right to replace the chairman of the Board of Directors in convening a meeting of the Board of Directors.
6. The chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to attend the meeting at the latest 03 (three) working days prior to the date of meeting. The notice of invitation must specify the specific time and location of the meeting, the agenda and issues to be discussed and resolutions. The notice must enclose documents to be used at the meeting and voting forms for the members.

The invitation to the meeting of the Board of Directors can be sent by invitation letter, phone, fax, electronic means or other method specified in the Board of Directors' Operating Regulations and guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.

7. The meeting of Board will be conducted when there are from 3/4 of total number of members attended in the meeting. In case the meeting convened under this clause does not have enough members attending the meeting as prescribed, it shall be convened a second time within 07 (seven) days from the date of the first meeting. In this case, the meeting shall be conducted if there is more than one half (1/2) of the Board members attending the meeting.

8. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting as provided for in Clause 11 of this Article;
- c) Attend and vote through online meetings, electronic voting or other electronic forms;
- d) Send votes to the meeting by mail, fax, email.
- dd) Send votes by other means specified in the Board of Directors' Operating Regulations.

9. In case of sending votes to the meeting via mail, votes must be put in a sealed envelope and must be referred to the Chairman of Board of Directors no later than one hour before the opening time. Written votes shall only be opened in the presence of all the people attending the meeting.

10. Members must fully participate in all meetings of the Board of Directors. A member may authorize another person to attend a meeting and vote if the majority of members of the Board of Directors agree.

11. Resolution, decision of the Board of Directors shall only be passed when it is approved by the majority of the attending members; in the case of a tied vote, the final decision shall be made in favor of the vote of the chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may set up subcommittees in charge of development policy, personnel, compensation, internal audit and risk management. The number of members of the sub-committee shall be decided by the Board of Directors, at least 03 (three) members, including members of the Board of Directors and the external members. (Independent members of the Board of Directors/ Non-executive Board members should make up the majority of the subcommittee and one of these members will be appointed as Head of the subcommittee under decision of the Board of Directors). The activities of subcommittees must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote for approval at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on Corporate Governance.

Article 32. Administrator, Secretary of the Company

1. The Company's Board of Directors must appoint 01 person in charge of Company administration to support the Company's administration work.

2. The Administrator shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The Administrator shall have the following rights and obligations:

- a) Advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
- b) Prepare meetings of the Board of Directors and General Meeting of Shareholders as requested by the Board of Directors;
- c) Advice on procedures of meetings;
- d) Attend meetings;
- dd) Advise on procedures for the establishment of resolutions of the Board of Directors in accordance with the provisions of law;
- e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members;
- g) Supervise and report to the Board of Directors on disclosure of information of the Company.
- h) Be the point of contact with stakeholders;
- i) Keep information confidential according to the provisions of law and Company Regulations;
- k) Other rights and obligations as prescribed by law and the Company's internal regulations on corporate governance.

4. When deeming it necessary, the Board of Directors shall decide to appoint the Company's Secretary. The Company's Secretary shall have the following rights and obligations:

- a) To support the convening of the General Meeting of Shareholders, the Board of Directors; record meeting minutes;
- b) Support the Board members in carrying out the assigned rights and obligations;
- c) Support the Board in applying and implementing the principle of corporate governance;
- d) Support the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
- d) Other rights and obligations as prescribed in the Internal Regulations on Corporate Governance and provisions of law.

5. The person in charge of corporate governance may concurrently act as the Company Secretary.

CHAPTER VIII DIRECTOR AND OTHER EXECUTIVES

Article 33. Management apparatus

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business of the Company. The Company has a Director, Deputy Directors, Chief Accountant and Directors/Heads of branches and representative offices of the Company appointed by the Board of Directors. The appointment, dismissal or

removal of the above-mentioned titles must be approved by resolutions, decisions of the Board of Directors.

Article 34. Executive officers of the Company

1. The Company's executive officers include the Director, Deputy Director, and Chief Accountant.
2. At the request of the Director and with the approval of the Board of Directors, the Company may recruit Deputy Director, Chief Accountant with quantity and standards in accordance with the Company's management structure and regulations as prescribed by the Board of Directors. Executive officers of the Company must be diligent to support the Company to achieve the objectives set in the operation and organization.
3. The Director shall be entitled to salary and bonus. The salary and bonus of the Director are decided by the Board of Directors.
4. The salary of the Company's executive officers shall be included in the business expenses of the Company in accordance with the law on corporate income tax and must be expressed separately in the annual financial statements of the Company, must report to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, duties and powers of the Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the Director.
2. The Director shall manage the day-to-day business operations of the Company; shall be supervised by the Board of Directors and shall be responsible to the Board of Directors and before the law for the exercise of his or her delegated powers and the performance of his or her delegated duties.
3. Tenure of the Director shall be 05 (five) years and he may be reappointed for unlimited number of tenure. The Director must meet the standards and conditions as prescribed by law and the Charter of the Company.
4. The Director shall have the following rights and obligations:
 - a) Make decisions on matters related to the Company's daily business operations that are not under the authority of the Board of Directors within the scope of authorization of the legal representative;
 - b) Organize the implementation of resolutions/ decisions of the Board of Directors;
 - c) Organize the implementation of the Company's production and business plans and investment plans/investment projects;
 - d) Propose/develop and submit the Company's organizational structure plan, internal management regulations, production and business plan, investment plan/construction investment project;
 - d) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors and as prescribed in the internal regulations on corporate governance;

- e) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the Director according to the Company's internal regulations;
- g) Recruit the employees according to the labor use plan approved by the Board of Directors;
- h) Make recommendations on methods of paying dividend and of dealing with loss in business;
- i) Other rights and obligations as prescribed by law, other internal regulations of the Company, and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the Director when the majority of the members of the Board of Directors are entitled to vote in the meeting and appoint the new Director to replace them.

CHAPTER IX. AUDIT COMMITTEE

Article 36. Nomination and appointment of members of the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 37. Members of the Audit Committee

1. The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.
2. The Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the Company and must not fall into the following cases:
 - a) Work in Accounting and Finance department of the Company;
 - b) Be a member or employee of an auditing organization approved to audit the Company's financial statements for the previous 3 consecutive years.
3. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

Article 38. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Enterprise Law, the company's charter and the following rights and obligations:

1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the Director (General Director), Chief Accountant and other managers to collect information for the Audit Committee's operations.
2. Have the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee.
3. Use legal, accounting or other outside consulting services when necessary.

4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the Director (General Director) and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.
6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.

Article 39. Meeting of the Audit Committee

1. The Audit Committee must meet at least twice a year. Minutes of meetings must be detailed, clear and fully retained. The minute recorder and the Audit Committee members attending the meeting must sign the meeting minutes.
2. The Audit Committee shall pass decisions by voting at meetings, obtaining written opinions or other forms as prescribed by the Audit Committee's Operating Regulations. Each member of the Audit Committee has one vote. Unless the Audit Committee's Operating Regulations provide for a higher percentage, the Audit Committee's decision shall be adopted if approved by a majority of the members attending the meeting; In case of equal votes, the final decision shall be made in favor of the vote of the Chairman of the Audit Committee.

Article 40. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. The independent member of the Board of Directors in the Audit Committee is responsible for reporting on its activities at the Annual General Meeting of Shareholders.
2. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must ensure the following contents:
 - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;
 - b) Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;
 - c) Results of monitoring of financial statements, operations and financial situation of the Company;
 - d) Assessment report on transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, Directors, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, Directors, other executives of the enterprise are founding members or business managers within the last 3 years prior to the time of the transaction;
 - d) Results of assessment on the Company's internal control and risk management system;
 - e) Results of supervision of the Board of Directors, Director and other executives of the enterprise;

g) Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the Director and shareholders;

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, DIRECTORS AND OTHER EXECUTIVES

Member of the Board of Directors, Director and Deputy Director and Chief Accountant are responsible for performing their duties, including duties as members of the subcommittees of the Board of Directors, in an honest and cautious manner for the benefit of the Company.

Article 41. Honesty responsibility and avoidance of conflicts of interest

1. Members of the Board of Directors, Directors and managers according to Point h, Clause 1, Article 1 of this Charter must publicly disclose related interests according to the provisions of the Law on Enterprises and related legal documents.
2. Members of the Board of Directors, Directors, managers according to Point h Clause 1 Article 1 of this Charter and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, Directors and managers according to Point h Clause 1 Article 1 of this Charter are obliged to notify in writing to the Board of Directors about transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with that entity itself or with related persons of that entity as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the provisions of the securities law on information disclosure.
4. A member of the Board of Directors is not allowed to vote on a transaction that brings benefits to that member or his / her related persons in accordance with the Law on Enterprises and the Company Charter.
5. Members of the Board of Directors, Directors, managers according to Point h Clause 1 Article 1 of this Charter and related persons of these subjects are not allowed to use or disclose to others internal information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, Director, Deputy Director and Chief Accountant and individuals and organizations related to these subjects are not invalid in the following cases:
 - a) For transactions with a value of less than or equal to 20% (twenty percent) of the total asset value recorded in the most recent financial statement, important contents of the contract or transaction as well as relationships and interests of the members of the Board of Directors, the Director, Deputy Director and Chief Accountant have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors without related interests;
 - b) For transactions worth more than 20% (twenty percent) or transaction resulting in transaction value arising within 12 months from the date of making the first transaction with value of 20% or more of the total value of assets recorded in the most recent financial report, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, Director, Deputy Director and Chief Accountant announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

Article 42. Responsibility for damages and compensation

1. Members of the Board of Directors, Directors, Deputy Directors and Chief Accountant who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.
2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases other than lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Director, Deputy Director and Chief Accountant, employee or representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.
3. Compensation costs include judgment costs, fines, and actual payments (including attorneys' fees) incurred in resolving these cases within the framework permitted by law. The Company can buy insurance for such persons to avoid the above liability.

CHAPTER XI. RIGHT TO LOOK UP BOOKS AND RECORDS OF THE COMPANY

Article 43. Right to look up books and records

1. Common shareholders have the right to look up books and records, specifically as follows:
 - a) Common shareholders have the right to review, search and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of his incorrect information; consider, look up, extract or copy the Charter of the Company, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.
2. In case the authorized representative of a shareholder and a group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders he represents or a notarized copy of the power of attorney must be attached.
3. Members of the Board of Directors, the Director and Deputy Directors and the Chief Accountant have the right to look up the Company's shareholder register, the list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company shall have to keep this Charter and other amendments and additions to this Charter, business registration certificate, regulations, documents proving ownership of the assets, the resolutions of the General Meeting of Shareholders and Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Supervisors before the effective date of this Charter, annual financial statements, accounting books and any other documents as prescribed by the law at the head office or another place provided that Shareholders and business registration offices may be informed about the location of these documents.

5. The Charter of the Company must be published on the website of the Company.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and unions

1. The Director must plan to be adopted by Board of Directors for the issues related to recruitment, severance for employees, salary, social insurance, welfare, reward and discipline for employees and executive officers.
2. The Director must plan for the Board of Directors to pass on issues relating to the Company's relations with trade unions in accordance with the best management practices and standards, regulations and policies as stipulated in this Charter, regulations of the Company and current law regulations.

CHAPTER XIII. PROFIT DISTRIBUTION.

Article 45. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and form of annual dividend payment from retained earnings of the Company.
2. The Company shall not pay interest on dividends or payments related to a class of shares.
3. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of dividends by shares and the Board of Directors as the agency executing this decision.
4. In the case of dividends or other payments relating to a class of shares paid in cash, the Company must pay in VND. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the account in accordance with the detailed information about the bank provided by the shareholder that the shareholder does not receive the money, the Company shall not be responsible for the amount of money the company transferred to such shareholder. Dividend payments for listed/registered shares traded at the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises, the Law on Securities, the Board of Directors adopts a resolution decision defining a specific date for closing the list of shareholders. On that date, those who register as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, notices or other documents.

6. Other issues related to the distribution of profit shall be made in accordance with the law.

CHAPTER XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank account

1. The Company shall open an account at a bank in Vietnam or in foreign bank branches allowed to operate in Vietnam.
2. By prior approval of the competent authority, in case of need, the Company can open bank accounts in foreign countries according to the provisions of the law.
3. The Company shall conduct all payments and accounting transaction through Vietnam money account or foreign currency account in banks that the Company open an account.

Article 47. Fiscal year

The Company's fiscal year begins on January 01 and ends on December 31 each year. The first fiscal year begins on the date of issuance of the business registration certificate and ends on the 31st day of December immediately after the date of issuance of the business registration certificate.

Article 48. Accounting regime

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system promulgated and approved by competent agency.
2. The Company shall set up accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the transactions of the Company.
3. Currency in accounting is Vietnam Dong (VND). In case the Company has economic operations arising mainly in a foreign currency, it may select such foreign currency as its accounting unit, take responsibility for such choice before law and notify the direct tax administration.

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

Article 49. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements and annual financial statements must be audited according to the provisions of law. The Company publishes audited annual financial statements in accordance with the law on information disclosure on the stock market and submits them to competent state agencies.
2. Annual financial statements must include full reports, appendices, and notes as prescribed by law on corporate accounting. Annual financial statements must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

Article 50. Annual report

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

CHAPTER XVI. AUDIT OF THE COMPANY

Article 51. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the subsequent fiscal year.
2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

CHAPTER XVII. COMPANY'S SEAL

Article 52. Company's Seal

1. The seal includes the seal made at the stamp-engraved establishment or the seal in the digital signature form in accordance with the law on electronic transactions.
2. The company uses a round seal with red ink. The Board of Directors decides on the quantity, form and content of the seals of the Company, branches and representative offices of the Company (if any).
3. The management and storage of the Company's seal shall be carried out in accordance with the regulations issued by the Board of Directors.

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a) According to resolutions and decisions of the General Meeting of Shareholders;
 - b) The certificate of enterprise registration is revoked, unless otherwise provided by the Law on Tax Administration;
 - c) Other cases under the provisions of the law.
2. The dissolution of the Company ahead of time shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to the regulations.

Article 54. Liquidation

1. At least 06 months before the end of the Company's term of operation or after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. Liquidation committee shall prepare the regulations of its activity. The members of the Liquidation committee may be selected among Company staff or independent experts. All costs related to the liquidation shall be given priority for payment by the Company before other debts of the Company.
2. The Liquidation committee shall have the responsibility to report it to the business registration office about the date of establishment and date of operation. Since that time, the Liquidation board shall represent the Company in all work related to the liquidation of the Company before the courts and administrative bodies.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Costs of liquidation;

- b) Unpaid wages, retrenchment allowances, and social insurance and other benefits of employees pursuant to signed collective labor agreement and labor contracts.
- c) Tax debt;
- d) Other debts of the Company;
- dd) The balance remaining after payment of all debts from items (a) to (d) above shall be distributed to the shareholders. Preferred shares shall be prioritized for payment in advance.

CHAPTER XIX. INTERNAL DISPUTES RESOLUTION

Article 55. Internal dispute settlement

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:

- a) Shareholders with the Company;
- b) Shareholders with the Board of Directors, Director or Deputy Director and Chief Accountant;

The parties shall attempt to resolve disputes through negotiation and conciliation. Except in the case of disputes relating to 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 shall request each party to present informations relating to the dispute within 30 working days from the date the dispute arises. In case of disputes relating to the Board of Directors or the Chairman of the Board of Directors, any party may request organization with the mediation function to appoint an independent expert to act as arbitrator for the process of dispute resolution.

2. In case of failure to reach a settlement decision within 06 (six) weeks of the commencement of the mediation process or if the mediator's decision is not accepted by the parties, either party may submit the dispute to the Arbitration or Court.

3. Each party shall bear its costs relating to the procedure of negotiation and reconciliation. The payment of expenses by the Court shall be effected in accordance with the judgment of the Court.

CHAPTER XX. SUPPLEMENT AND AMENDMENT TO THE CHARTER

Article 56. Charter of the Company

1. The amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions related to the Company's operations that are not mentioned in this Charter, or if there are new legal provisions different from those in this Charter, such provisions shall be applied to regulate the operation of the Company.

CHAPTER XXI. EFFECTIVE DATE

Article 57. Effective date

1. This Charter consists of 57 articles, unanimously approved by the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company on April 24, 2025 at the 2025 Annual General Meeting of Shareholders and jointly approved the full validity of this Charter.
2. The Charter is made into 05 (five) copies with the same value and must be kept at the head office of the Company.
3. This Charter is only and official charter of the Company.
4. Copies or extracts of the Charter of the Company must be signed by the Chairman of the Board of Directors or at least one-half of the total number of members of the Board of Directors to be effective.

**FULL NAME AND SIGNATURE OF THE LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS**

Pham Cao Son