

**TASECO LAND INVESTMENT
JOINT STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Độc lập – Tự do – Hạnh phúc

No: 958 /2026/CBTT-TASECO LAND

Hanoi, June 23rd, 2026

EXTRAORDINARY INFORMATION DISCLOSURE

To: Ho Chi Minh Stock Exchange.

- 1. Name of organization:** TASECO LAND INVESTMENT JOINT STOCK COMPANY
- Stock code: TAL
- Address: 1st Floor, NO2-T1 Building, Diplomatic Complex, Xuan Tao Road, Xuan Dinh Ward, Hanoi City.
- Phone: 024 3793 2525
- Fax: 024 3793 2626

2. Content of information disclosure:

Taseco Land Investment Joint Stock Company discloses the Company Charter were amended and supplemented on June 22nd, 2026.

3. This information was posted on Taseco Land website on June 23rd, 2026 at this link: <https://en.tasecoland.vn/business-profile-252372>

We hereby declare to be responsible for the accuracy and completeness of the above information.

Attached documents:

Company Charter amended on June 22nd, 2026.

**PARTY AUTHORIZED TO DISCLOSE INFORMATION
DEPUTY GENERAL DIRECTOR**



Cao Thi Lan Huong

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER
TASECO LAND INVESTMENT
JOINT STOCK COMPANY

Hanoi, June 2026



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INTRODUCTION

"This Charter" was amended on June 22, 2026.

I. DEFINITIONS

Article 1. Interpretation of Terms

1.1. In this Charter, the following terms shall be understood as follows:

- a) "**Charter Capital**" means the aggregate par value of shares that have been sold or subscribed for upon the establishment of the Company, as specified in Article 6 of this Charter;
- b) "**Enterprise Law**" means Enterprise Law No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020 and its amending and supplementing instruments;
- c) "**Establishment Date**" means the date on which the Company was first issued an Enterprise Registration Certificate (Business Registration Certificate);
- d) "**Shareholder**" means any individual or organization holding at least one share of the Company;
- e) "**Dividend**" means the after-tax profit distributed to each share in cash or other assets;
- f) "**Voting Share**" means a share whose holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders ("GMS");
- g) "**Executive Officers**" means the General Director, Deputy General Director(s) and Chief Accountant of the Company, appointed by the Board of Directors ("BOD");
- h) "**Related Person**" means an individual or organization as defined in Clause 23, Article 4 of the Enterprise Law;
- i) "**Duration of Operation**" means the period of operation of the Company as specified in Clause 2.5, Article 2 of this Charter;
- j) "**Vietnam**" means the Socialist Republic of Vietnam;
- k) "**Company**" means Taseco Land Investment Joint Stock Company;
- l) "**Company Charter**" or "**Charter**" means this Charter of the Company;
- m) "**Enterprise Manager**" includes the Chairman of the BOD, members of the BOD, the General Director, Deputy General Director(s) and the Chief Accountant of the Company.

1.2. In this Charter, any reference to a provision or other document includes any amendment or replacement thereof.

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

1.4. Terms defined in the Enterprise Law (unless inconsistent with the subject matter or context) shall have the same meaning in this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Headquarters, Branches, Representative Offices and Operating Period of the Company

2.1. Company Name

Vietnamese name: CÔNG TY CỔ PHẦN ĐẦU TƯ BẤT ĐỘNG SẢN TASECO.

English name: TASECO LAND INVESTMENT JOINT STOCK COMPANY.

Abbreviated name: TASECO LAND.

2.2. The Company is a joint-stock company with legal status in accordance with current laws of Vietnam.

2.3. Registered Headquarters:

Address: 1st Floor, Building NO2-T1, Diplomatic Corps, Xuan Tao Street, Xuan Dinh Ward, Hanoi.

- Telephone: 024 3793 2525.
- Fax: 024 3793 2626.
- E-mail: info@tasecoland.vn
- Website: www.tasecoland.vn

2.4. The Company may establish branches, representative offices and business locations in its areas of operation to carry out its business objectives in accordance with BOD resolutions and within the limits permitted by law.

2.5. Unless dissolved or terminated earlier as provided in Clause 52.2, Article 52 of this Charter, the Company's operational term is indefinite from the date of establishment.

Article 3. Legal Representative of the Company

3.1. The Company shall have one (01) legal representative. The General Director shall be the Company's legal representative..

3.2. The Legal Representative of the Company is an individual who represents the Company in exercising rights and fulfilling obligations arising from the Company's transactions, representing the Company as a petitioner, plaintiff, defendant, or relevant party before Arbitration, Courts, and other legal obligations in accordance with the law.

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

Article 4. Business Objectives of the Company

4.1. The Company's registered business lines:

No.	Registered Business Line	Industry Code	Primary
1.	Growing of other permanent crops	0129	
2.	Propagation of agricultural plants	0130	
3.	Manufacture of refractory products	2391	
4.	Manufacture of clay building materials	2392	
5.	Manufacture of cement, lime and plaster	2394	
6.	Manufacture of concrete and products from concrete, cement and plaster	2395	
7.	Generation of electricity from non-renewable energy sources (excluding national grid transmission and dispatch; construction and operation of multipurpose hydropower plants and nuclear power plants of special national importance)	3511	
8.	Generation of electricity from renewable energy sources Details: Generation of wind power, solar power and biomass power; generation of hydrogen-based power from renewable energy sources; and generation of power from other renewable energy sources. (excluding national grid transmission and dispatch; construction and operation of multipurpose hydropower plants and nuclear power plants of special national importance)	3512	
9.	Electric power transmission and distribution (excluding national grid transmission and dispatch; construction and operation of multipurpose hydropower plants and nuclear power plants of special national importance)	3513	
10.	Water collection, treatment and supply	3600	
11.	Drainage and wastewater treatment	3700	
12.	Collection of non-hazardous waste (excluding direct collection from households)	3811	
13.	Collection of hazardous waste (excluding direct collection from households)	3812	
14.	Treatment and disposal of non-hazardous waste	3821	
15.	Treatment and disposal of hazardous waste	3822	
16.	Recycling of materials	3830	
17.	Remediation activities and other waste management services	3900	
18.	Construction of residential buildings	4101	
19.	Construction of non-residential buildings	4102	

No.	Registered Business Line	Industry Code	Primary
20.	Construction of railways	4211	
21.	Construction of roads	4212	
22.	Construction of electricity works (<i>excluding national grid transmission and dispatch; construction and operation of multipurpose hydropower plants and nuclear power plants of special national importance</i>)	4221	
23.	Construction of water supply and drainage works	4222	
24.	Construction of telecommunications works	4223	
25.	Construction of other public utility works	4229	
26.	Construction of hydraulic works (<i>excluding national grid transmission and dispatch; construction and operation of multipurpose hydropower plants and nuclear power plants of special national importance</i>)	4291	
27.	Construction of mining works	4292	
28.	Construction of processing and manufacturing works	4293	
29.	Construction of other civil engineering works	4299	
30.	Demolition	4311	
31.	Site preparation (<i>excluding blasting services</i>)	4312	
32.	Electrical installation	4321	
33.	Plumbing, heating and air-conditioning installation	4322	
34.	Installation of other building systems	4329	
35.	Building completion and finishing	4330	
36.	Other specialised construction activities	4390	
37.	Agents, brokers and auctioneers of goods (<i>excluding exercise of export, import or distribution rights for goods on the restricted list for foreign investors and foreign-invested economic organisations</i>)	4610	
38.	Wholesale of electronic and telecommunications equipment and components (<i>excluding exercise of export, import or distribution rights for restricted goods</i>)	4652	
39.	Wholesale of other machinery, equipment and parts (<i>excluding exercise of export, import or distribution rights for restricted goods</i>)	4659	
40.	Wholesale of other building installation materials and equipment	4673	
41.	Other passenger road transport	4932	

No.	Registered Business Line	Industry Code	Primary
42.	Warehousing and storage	5210	
43.	Real estate business using owned, managed or leased land use rights (<i>excluding investment in cemetery and graveyard infrastructure for transfer of land use rights</i>)	6810	x
44.	Intermediation service activities for real estate	6821	
45.	Other real estate activities on a fee or contract basis <i>Details:</i> - Consultancy and management activities relating to residential housing and residential land use rights; - Consultancy and management activities relating to non-residential buildings and non-residential land use rights.	6829	
46.	Activities of head offices	7010	
47.	Business management consultancy and other management consultancy activities (<i>excluding tax consultancy, accounting, auditing, and legal-related matters</i>)	7020	
48.	Architectural and related technical consultancy <i>Detail:</i> - Electrical system design for civil and industrial works; - HVAC system design; - Telecommunications and ICT system design; - Urban planning design; architectural design; - Structural design for civil and industrial works; - Road design; - Plumbing design; - Power line and substation design up to 35 kV; - Investment project preparation consultancy; - Construction project management; - Design review consultancy (within registered professional certificates); - Supervision of construction of transport works at all grades; - Supervision of construction and finishing of civil and industrial works; - Supervision of installation of equipment and electrical technology in power lines and substations up to 35 kV; - Supervision of construction and installation of plumbing equipment; cost management consultancy; - Project management consultancy.	7110 (Pursuant to Article 83 of Decree 15/2021/ND-CP dated 3 March 2021 on elaboration of certain provisions on management of construction investment projects)	
49.	Advertising <i>Detail: advertising product introduction services to the public</i>	7310	
50.	Specialised design activities <i>Detail: interior decoration</i>	7410	

No.	Registered Business Line	Industry Code	Primary
51.	Rental of motor vehicles	7710	
52.	Rental of sports and recreational equipment	7721	
53.	Rental of other machinery, equipment and tangible goods without operator	7730	
54.	Rental of non-financial intangible assets	7740	
55.	Travel agency activities <i>Detail: provision of inbound tourism services and domestic travel services for inbound visitors as part of inbound tourism services</i>	7911	
56.	Tour operator activities <i>Detail: provision of inbound tourism services and domestic travel services for inbound visitors as part of inbound tourism services</i>	7912	
57.	Other tourism-related activities <i>Detail: provision of inbound tourism services and domestic travel services for inbound visitors as part of inbound tourism services, excluding outbound travel business</i>	7990	
58.	Landscape care and maintenance services	8130	
59.	Administrative and office support activities	8210	
60.	Convention and trade show organisation	8230	
61.	Other business support service activities not elsewhere classified <i>Detail: import and export of goods in the Company's business lines, excluding exercise of export, import or distribution rights for restricted goods</i>	8299	
62.	Pre-primary education (crèche)	8511	
63.	Pre-primary education (kindergarten)	8512	
64.	Primary education	8521	
65.	Lower secondary education	8522	
66.	Upper secondary education	8523	
67.	Vocational primary training	8531	
68.	Intermediate vocational training	8532	
69.	College-level training	8533	
70.	University-level training	8541	
71.	Master's-level training	8542	
72.	Doctoral training	8543	

No.	Registered Business Line	Industry Code	Primary
73.	Sports and recreational education	8551	
74.	Cultural and arts education	8552	
75.	Other education not elsewhere classified (excluding religious education; Party and mass organisation schools)	8559	
76.	Intermediation service activities for courses and tutors	8561	
77.	Other educational support activities	8569	
78.	Activities of hospitals and health stations	8610	
79.	Activities of general and specialist clinics and dental clinics	8620	
80.	Preventive health activities	8692	
81.	Activities of orthopaedic and rehabilitation centres	8693	
82.	Other human health activities not elsewhere classified	8699	
83.	Activities of sports facilities	9311	
84.	Other sports activities	9319	
85.	Other amusement and recreation activities	9329	

4.2. Business objectives of the Company:

a. Objectives of the Company:

- The Company was established to mobilise and deploy capital efficiently in production and business activities;
- To enhance effectiveness and achieve the objective of maximising reasonable profits;
- To create stable employment and income for employees;
- To increase returns for shareholders, contribute to the State budget and continuously develop the Company.

b. Where any of the foregoing objectives requires regulatory approval, the Company may only pursue such objective after obtaining approval from the competent authority.

Article 5. Scope of Business and Operations

5.1. The Company is permitted to plan and carry out all business activities in its registered business lines as published on the National Business Registration Portal and as set out in this Charter, in compliance with applicable law, and to take appropriate measures to achieve its objectives.

5.2. The Company may engage in other business lines permitted by law and approved by the GMS.

5.3. The ownership ratio of foreign investors in the Company shall not exceed forty-nine percent (49%) of Charter Capital.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

6.1. The Company's charter capital is 5,039,997,080,000 VND (*In words: Five trillion thirty-nine billion nine hundred ninety-seven million eighty thousand Vietnamese dong only*).

The Charter capital of the Company is divided into 503,999,708 shares (*In words: Five hundred three million nine hundred ninety-nine thousand seven hundred eight shares*) with a par value of VND 10,000 /01 share (*In words: Ten thousand Vietnamese dong per one share*).

6.2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.

6.3. As of the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations of Shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.

6.4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

6.5. The names, addresses, number of shares and other details of the founding Shareholders as required by the Law on Enterprise are listed in the Appendix attached to this Charter.

6.6. Ordinary shares must be offered for sale to existing Shareholders in proportion to their ownership percentage unless the General Meeting of Shareholders decides otherwise. Any unsold shares shall be handled by the Board of Directors. The Board of Directors may allocate such shares to other Shareholders and persons under terms not less favorable than those offered to existing Shareholders unless otherwise approved by the General Meeting of Shareholders.

6.7. The Company may repurchase shares issued by the Company in accordance with the provisions of this Charter and applicable laws. Repurchased shares are treasury shares, and the BOD may offer them for resale in a manner consistent with this Charter and relevant regulations.

Article 7. Share Certificates

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

7.2. A share certificate is a certificate issued by the joint-stock company, a book entry or electronic data confirming ownership of one or more shares in the Company. The share certificate must contain the full details as prescribed in Clause 1, Article 121 of the Law on Enterprises.

7.3. In the event of any errors in the content or form of share certificates issued by the Company, the rights and interests of the holders of such share certificates shall not be affected.

7.4. Within fifteen (15) days from the date on which a complete dossier requesting transfer of share ownership is submitted, or within the period prescribed in the share issuance plan approved by the General Meeting of Shareholders from the date full payment for the shares is made, the shareholder shall be issued a share certificate. The shareholder shall not bear any cost payable to the Company for the printing of such share certificate.

7.5. In the event that a share certificate is lost, destroyed or damaged, the holder of such share certificate may request the issuance of a new share certificate, provided that evidence of share ownership is furnished and all related costs are paid to the Company.

Article 8. Other Securities Certificates

Bond or other securities certificates of the Company (other than offer letters, temporary certificates and similar documents) shall be issued with the seal and signature of the Legal Representative of the Company.

Article 9. Transfer of Shares

9.1. All shares shall be freely transferable except where otherwise provided in this Charter, issuance terms, or applicable laws.

9.2. Shares that have not been fully paid up may not be transferred, and no associated rights shall accrue, including rights to receive dividends, rights to receive shares issued to increase equity capital, or rights to purchase newly offered shares.

Article 10. Forfeiture of Shares

10.1. In the event a shareholder fails to make full and timely payment for the subscribed shares, the Board of Directors may issue a notice and has the right to require such shareholder to pay the outstanding amount and remain liable, corresponding to the total par value of the shares subscribed, for the financial obligations of the Company arising from such failure to make full payment.

10.2. The payment notice referred to above shall specify a new payment deadline (being at least seven (07) days from the date of dispatch of the notice), the place of payment, and shall clearly state that, in the event payment is not made as required, the unpaid shares shall be subject to forfeiture.

10.3. The Board of Directors shall have the right to forfeit shares that have not been fully and timely paid for in the event the requirements set out in the aforesaid notice are not complied with.

10.4. Forfeited shares shall be deemed shares authorized for offer in accordance with Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly, or authorize others to, sell or reallocate such shares on such terms and in such manner as the Board of Directors deems appropriate.

10.5. A shareholder holding forfeited shares shall cease to be a shareholder in respect of such shares, but shall remain liable, corresponding to the total par value of

the shares subscribed, for the financial obligations of the Company arising at the time of forfeiture pursuant to the decision of the Board of Directors, from the date of forfeiture until the date payment is made. The Board of Directors shall have full authority to determine the enforcement of payment of the full value of the shares as at the time of forfeiture.

10.6. Notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture date. The forfeiture shall remain valid notwithstanding any error or inadvertence in the giving of such notice.

V. ORGANISATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organisational Structure, Management and Control

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

- 11.1. The General Meeting of Shareholders ("GMS");
- 11.2. The Board of Directors ("BOD");
- 11.3. The Board of Supervisors ("BOS");
- 11.4. The General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

12.1. Shareholders are the owners of the Company and have rights and obligations commensurate with the number and class of shares they hold. Shareholders shall only be liable for the debts and other financial obligations of the Company up to the amount of capital they have contributed to the Company.

12.2. Holders of Ordinary Shares shall have the following rights:

- a) To attend, speak and vote, either in person or through an authorized representative, on matters within the competence of the General Meeting of Shareholders, or to exercise remote voting by submitting voting ballots to the meeting by post, facsimile or electronic mail. Shareholders may participate in and vote at meetings through online conferencing, electronic voting or other electronic means;
- b) To receive dividends as determined by the General Meeting of Shareholders;
- c) To freely transfer their fully paid-up shares in accordance with this Charter and applicable law, subject to Clause 3, Article 120 and Clause 1, Article 127 of the Enterprise Law and other applicable regulations;
- d) To have pre-emptive rights to purchase new shares in proportion to their shareholding in the Company;
- e) To inspect, review, and extract information from the list of Shareholders entitled to vote and to request corrections of inaccurate information;
- f) To access the list of shareholders entitled to attend the GMS;
- g) To inspect, review, extract, or copy the Company's Charter, Minutes of the General

Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

h) In the event the Company is dissolved or bankrupt, to receive a portion of the remaining assets in proportion to their shareholding in the Company after the Company has discharged all debts (including obligations owed to the State, taxes and fees) and made payment to holders of other classes of shares of the Company in accordance with law;

i) To request the Company to repurchase their shares in cases specified in the Law on Enterprises;

j) To be treated equally. Each share of the same class shall entitle the Shareholder to the same rights, obligations, and benefits;

k) To have full access to periodic and extraordinary disclosures made by the Company in accordance with law;

l) Shareholders have the right to protect their legitimate interests. Where a GMS resolution is in breach of law or this Charter, or a BOD resolution is adopted contrary to law or this Charter and causes loss to the Company, shareholders may request annulment or suspension of such resolution in accordance with the Enterprise Law;

m) Such other rights as provided in this Charter and applicable law.

12.3. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:

a) To nominate candidates for the BOD and BOS in accordance with Clause 25.2, Article 25 and Clause 36.1, Article 36 of this Charter respectively;

b) To request the BOD to convene the GMS in accordance with Articles 115 and 140 of the Enterprise Law;

c) To review, access and obtain extracts from the minute books and resolutions of the BOD, the semi-annual and annual financial statements prepared under the Vietnamese accounting system, BOS reports, contracts and transactions subject to BOD approval, and other documents, except documents relating to trade secrets or business secrets of the Company;

d) To inspect and obtain copies or extracts of the list of shareholders entitled to attend and vote at the GMS;

e) To request the BOS to investigate specific matters relating to the management and administration of the Company's operations where deemed necessary. Such request must be made in writing and include: the full name, permanent address, nationality and personal identification document number (for individual shareholders); the name, enterprise registration number or legal document number, and registered address (for organisational shareholders); the number of shares held and the date of share registration for each shareholder; the total shares held by the group and the proportion of total Company shares; and the matter to be investigated and the purpose thereof;

f) Such other rights as provided in this Charter and applicable law.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

13.1. To comply with the Company's Charter and internal regulations; to abide by resolutions of the GMS and the BOD.

13.2. To participate in GMS meetings and exercise voting rights through any of the following means:

- a) Attending and voting in person at the meeting;
- b) Authorising another person to attend and vote at the meeting;
- c) Attending and voting via online conference, electronic ballot or other electronic means;

d) Submitting a ballot to the meeting by post, facsimile or email.

13.3. To pay in full and on time for subscribed shares.

13.4. To provide an accurate address upon registration for share subscription.

13.5. To discharge other obligations under applicable law.

13.6. Not to withdraw capital contributed as ordinary shares from the Company in any form, except through repurchase by the Company or another person. Where a shareholder withdraws part or all of their contributed share capital in violation of this provision, that shareholder and any person having related interests of the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting losses.

13.7. To bear personal liability where acting in the name of the Company, in any manner to carry out any one or more of the following acts:

- a) Violating applicable law;
- b) Conducting business activities and other transactions for personal gain or for the benefit of another organisation or individual;
- c) Settling debts that are not yet due in anticipation of a financial risk to the Company.

13.8. Major shareholders shall not exploit their advantageous position to affect the rights and interests of the Company or other shareholders, in contravention of applicable law and this Charter.

13.9. To maintain the confidentiality of information provided by the Company in accordance with this Charter and applicable law; to use such information solely for the purpose of exercising and protecting their own legitimate rights and interests; and to be strictly prohibited from disseminating, copying or forwarding information provided by the Company to any other organisation or individual.

13.10. To discharge such other obligations as provided in this Charter and applicable law.

Article 14. General Meeting of Shareholders

14.1. The GMS is the supreme governing body of the Company. The annual GMS shall be held once (01) per year. The annual GMS shall be convened within four (04) months from the end of the financial year. The BOD may resolve to extend the holding of the annual GMS where necessary, but by no more than six (06) months from the end of the financial year.

14.2. The BOD shall convene the annual GMS and select a suitable venue. The annual GMS shall decide on matters within its authority in accordance with applicable law and this Charter, and shall in particular approve the annual financial statements and the budget estimate for the following financial year. Where the audit report on the Company's annual financial statements contains material qualifications, the Company may invite a representative of the independent audit firm to attend the annual GMS to explain the relevant matters.

14.3. The BOD must convene an Extraordinary GMS in the following cases:

- a) Where the BOD considers it necessary in the interests of the Company;
- b) Where the annual balance sheet, a six (06) month or quarterly report or the audit report for the financial year shows that equity has been reduced by one half (1/2) compared to the opening balance;
- c) Where the number of remaining BOD or BOS members falls below the statutory minimum, or the number of BOD members is less by more than one third (1/3) compared to the number stipulated in this Charter;
- d) A shareholder or group of shareholders specified in Clause 12.3 of Article 12 of this Charter may request the convening of an extraordinary GMS by written notice, which must include: full name, contact address, nationality and personal legal document number of individual shareholders; name, enterprise registration number or legal document number and registered office address of corporate shareholders; number of shares and date of share registration of each shareholder, total shares of the group and ownership ratio; basis and reasons for requesting the convening; accompanied by documents and evidence of violations, extent of violations or decisions exceeding authority by the BOD. The shareholder or group bears full legal responsibility for the accuracy and truthfulness of documents provided to the competent authority;
- e) Where the BOS requests convening of a meeting upon reasonable grounds to believe that BOD members or the Company's Executive Officers have materially breached their obligations under Article 165 of the Enterprise Law, or that the BOD has acted or intends to act beyond the scope of its authority;
- f) Other cases provided by applicable law and this Charter.

14.4. Convening of an extraordinary GMS:

- a) The BOD shall convene the GMS within thirty (30) days from the occurrence of the circumstances described in Clause 14.3(c), or from receipt of the request described in Clauses 14.3(d) and 14.3(e);

b) Where the BOD fails to convene the GMS as required by Clause 14.4(a), the BOS shall, within the following thirty (30) days, convene the GMS on behalf of the BOD in accordance with Clause 3, Article 140 of the Enterprise Law;

c) Where the BOS fails to convene the GMS as required by Clause 14.4(b), the requesting shareholder(s) referred to in Clause 14.3(d) shall, within the following thirty (30) days, be entitled to convene the GMS on behalf of the BOD and BOS in accordance with Clause 4, Article 140 of the Enterprise Law. In such case, the shareholder(s) convening the GMS may, if deemed necessary, request the business registration authority to supervise the convening, conduct and decision-making of the GMS.

All costs of convening and conducting the GMS shall be reimbursed by the Company. Such costs do not include expenses incurred by shareholders in attending the GMS, including accommodation and travel costs.

Article 15. Rights and Obligations of the GMS

15.1. The GMS shall have the following rights and obligations:

- a) To approve the strategic development direction of the Company;
- b) To decide on classes of shares and the total number of shares authorised for offering of each class; to decide on the annual dividend rate for each class of shares;
- c) To elect, dismiss and remove BOD members and BOS members;
- d) To decide on investments, participation in tenders and auctions, purchases, sales, transfers and receipt of transfers of projects or assets with a value equal to or greater than three (03) times the total asset value of the Company as recorded in the most recent audited/reviewed financial statements (including investments in the form of BCC, BOT, BT, BTO contracts; capital contributions to establish companies; purchases/sales of shares);
- e) To decide on the execution of contracts and transactions, private bond issuances and public bond issuances (excluding contracts and transactions referred to in Article 167 of the Enterprise Law) with a value equal to or greater than two (02) times the total asset value of the Company as recorded in the most recent financial statements;
- f) To decide on amendments and supplements to the Company's Charter;
- g) To approve the annual audited financial statements;
- h) To decide on the repurchase of more than ten percent (10%) of the total sold shares of each class;
- i) To consider and handle violations by BOD members and BOS members causing loss to the Company and its shareholders;
- j) To decide on reorganisation and dissolution of the Company;
- k) To decide on the budget or aggregate remuneration, bonuses and other benefits for the BOD and BOS;
- l) To approve the Internal Regulation on Corporate Governance; the Operating Regulation of the BOD and the Operating Regulation of the BOS;

m) To approve the list of approved audit firms; to decide which approved audit firm shall conduct the audit ; and to dismiss the approved auditor when deemed necessary;

n) Other rights and duties as provided by applicable law.

15.2. The GMS shall discuss and and adopt the following matters:

a) The Company's annual business plan;

b) Annual audited financial statements;

c) BOD reports on corporate governance and the performance of the BOD and each of its members; reports on the activities of independent BOD members and their assessment of the BOD's performance;

d) BOS reports on the governance and performance of the BOD and the Report on the Activities of the Independent Board Member and the Independent Member's Evaluation of the Performance of the Board of Directors;

e) Self-assessment reports on the performance of the BOS and each BOS member;

f) The dividend rate for each class of shares;

g) The number of BOD and BOS members;

h) Election, dismissal and removal of BOD members and BOS members;

i) The budget or aggregate remuneration, bonuses and other benefits for the BOD and BOS;

j) Approval of the list of approved audit firms; decision on which approved audit firm shall conduct the audit of the Company when deemed necessary;

k) Amendments and supplements to the Company's Charter;

l) The class and number of newly issued shares for each class, and the transfer of founder shares within the first three (03) years from the Establishment Date;

m) Division, separation, consolidation, merger or conversion of the Company;

n) Reorganisation and dissolution (liquidation) of the Company, and appointment of liquidators;

o) Decisions on investments, participation in tenders and auctions, purchases, sales, transfers and receipt of transfers of projects or assets with a value equal to or greater than three (03) times the total asset value of the Company as recorded in the most recent audited/reviewed financial statements (including investments in the form of BCC, BOT, BT, BTO contracts; capital contributions to establish companies; purchases/sales of shares);

p) Decisions on the execution of contracts and transactions, private bond issuances and public bond issuances (excluding contracts and transactions referred to in Article 167 of the Enterprise Law) with a value equal to or greater than two (02) times the total asset value of the Company as recorded in the most recent financial statements;

q) Decisions on the repurchase of more than ten percent (10%) of the total sold shares of each class;

r) Transactions between the Company and the persons referred to in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than thirty-five percent (35%) of the Company's total assets as recorded in the most recent financial statements;

s) Approval of transactions specified in Clause 4, Article 293, Decree 155/2020/ND-CP and its amending and supplementing instruments;

t) Approval of the Internal Regulation on Corporate Governance, the Operating Regulation of the BOD and the Operating Regulation of the BOS;

u) Other matters as provided by applicable law and this Charter.

15.3. All resolutions and matters included in the meeting agenda shall be put to discussion and voted upon at the GMS.

Article 16. Authorised Representatives

16.1. Shareholders entitled to attend the GMS under applicable law may authorise representatives to attend on their behalf. Where more than one representative is appointed, the specific number of shares and voting rights authorised to each representative must be specified.

16.2. The appointment of a representative to attend the GMS must be made in writing, in the form prescribed by the Company or in accordance with civil law, and must clearly state the name of the individual or organisation being authorised and the number of shares authorised. The proxy form must be signed as follows:

a) Where the authorising party is an individual shareholder: the proxy form must be signed by that shareholder and the authorised representative;

b) Where the authorising party is an organisational shareholder: the proxy form must be signed by the authorised representative, the legal representative of the organisational shareholder, and the legal representative of the authorised organisation;

c) In other cases: the proxy form must be signed by the legal representative of the shareholder and the authorised representative;

d) The authorised representative must present the proxy form when registering to attend, prior to entering the meeting room.

16.3. Where a lawyer signs the instrument of appointment on behalf of the authorising party, such appointment shall only be deemed effective if the instrument of appointment is presented together with the power of attorney granted to the lawyer, or a valid copy thereof (if not previously registered with the Company).

16.4. Subject to Clause 16.3, a vote cast by an authorised representative within the scope of their authority shall remain valid in any of the following circumstances:

a) The authorising party has died, or has had their civil legal capacity restricted or lost;

b) The authorising party has revoked the appointment of the representative;

c) The authorising party has revoked the appointment of the authorised

representative.

This provision shall not apply where the Company has received notice of any of the foregoing events prior to the opening of the GMS or prior to the reconvening of the meeting.

Article 17. Variation of Rights

17.1. Any variation or revocation of the special rights attached to a class of preference shares shall take effect when approved by shareholders holding at least fifty-one percent (51%) of ordinary shares present at the meeting, and simultaneously approved by shareholders holding at least sixty-five percent (65%) of the voting rights of that class of preference shares. A meeting of holders of a class of preference shares convened to approve such variation shall only be validly constituted where at least two (02) shareholders (or their authorised representatives) holding at least one third (1/3) of the aggregate par value of the issued shares of that class are present. Where quorum is not achieved, the meeting shall be reconvened within thirty (30) days, at which the holders of shares of that class present (regardless of the number of persons or shares) shall constitute a quorum. At meetings of preference shareholders referred to above, holders of shares of that class present in person or by proxy may request a poll. Each share of the same class carries equal voting rights at such meetings.

17.2. The procedure for conducting such separate meetings shall be carried out in the same manner as provided in Articles 19 and 21 of this Charter.

17.3. Unless the terms of issue otherwise provide, the special rights attached to a class of preference shares with preferential rights as to distribution of profits or assets of the Company shall not be varied by the Company's issuance of additional shares of the same class.

Article 18. Convening of the GMS, Meeting Agenda and Notice

18.1. The BOD shall convene the GMS, or the GMS shall be convened in accordance with Clause 14.4(b) or Clause 14.4(c) of Article 14 of this Charter.

18.2. The person convening the GMS shall perform the following duties:

- a) Prepare the list of shareholders eligible to attend and vote at the GMS. Such list shall be prepared no more than ten (10) days before the date of dispatch of the GMS notice;
- b) Provide information and resolve complaints relating to the shareholder list;
- c) Prepare the meeting agenda and contents;
- d) Prepare documentation for the GMS;
- e) Draft GMS resolutions for each agenda item; prepare the list and detailed information on candidates where election of BOD members or Supervisors is proposed;
- f) Determine the time and venue of the GMS;
- g) Notify and dispatch the GMS notice to all shareholders entitled to attend;
- h) Carry out other tasks in service of the GMS.

18.3. The GMS notice shall be sent to all shareholders by a method ensuring receipt

and published on the Company's website. The GMS notice must be sent at least twenty-one (21) days before the scheduled opening of the GMS (calculated from the date the notice is validly dispatched, sent, postage paid or deposited in a post box). The meeting agenda and documents relating to matters to be voted upon shall be sent to shareholders and/or published on the Company's website. Where documents are not attached to the GMS notice, the notice must include a link to all meeting documentation on the Company's website so that shareholders may access it, including:

- a) The meeting agenda, meeting materials and draft resolutions for each agenda item;
- b) The list and detailed information on candidates where election of BOD members or Supervisors is proposed;
- c) Ballot forms;
- d) Proxy appointment forms.

18.4. A shareholder or group of shareholders referred to in Clause 12.3, Article 12 of this Charter may propose matters to be included in the GMS agenda. Such proposal must be made in writing and submitted to the Company at least three (03) business days before the GMS opening. The proposal must include the shareholder's name, the number and class of shares held, and the substance of the proposed agenda item.

18.5. Where the person convening the GMS declines a proposal referred to in Clause 18.4 of this Article, they must respond in writing and state the reasons no later than two (02) business days before the GMS opening. The person convening the GMS may only decline a proposal on the following grounds:

- a) The proposal was submitted outside the prescribed timeframe, or is incomplete or non-compliant in terms of content;
- b) At the time of the proposal, the shareholder or group of shareholders did not hold at least five percent (5%) of total ordinary shares as required by Clause 12.3, Article 12 of this Charter;
- c) The proposed matter does not fall within the scope of the GMS's authority to discuss and decide;
- d) Other cases provided by applicable law and this Charter.

Article 19. Conditions for Conducting GMS Meetings

19.1. The GMS may be conducted when shareholders attending represent more than fifty percent (50%) of voting shares.

19.2. Where the requisite number of attendees is not present within thirty (30) minutes of the scheduled opening time, the person convening the meeting shall cancel the meeting. The GMS must be reconvened within thirty (30) days from the originally planned date. The reconvened GMS may only be conducted where shareholders and authorised representatives present account for at least thirty-three percent (33%) of voting shares.

19.3. Where the second GMS cannot be conducted because the requisite number of attendees is not present within thirty (30) minutes of the scheduled opening, a third GMS may be convened within twenty (20) days from the originally planned date of the second GMS. In such case, the third GMS may be conducted regardless of the number of shareholders or authorised representatives present and shall be deemed valid, with authority to decide all matters originally proposed for approval at the first GMS.

Article 20. Meeting Procedure and Voting at the GMS

20.1. Prior to the opening, the Company shall carry out shareholder registration procedures and shall continue registration until all shareholders entitled to attend who are present have registered.

20.2. Upon registration, the Company shall issue each shareholder or authorised representative entitled to vote with a voting card stating the registration number, the shareholder's name, the name of the authorised representative and the number of votes. Voting shall be conducted by means of votes in favour, votes against and abstentions. The total number of approving, disapproving, abstaining and invalid votes on each matter shall be announced by the chairperson immediately after the vote on that matter. The GMS shall elect persons responsible for vote counting or supervising vote counting on the chairperson's recommendation. The number of scrutineers shall be decided by the GMS based on the chairperson's recommendation.

20.3. Shareholders or authorised representatives arriving after the commencement of the meeting may register immediately and shall thereafter be entitled to participate in and vote at the GMS. The chairperson is not obligated to suspend the meeting to allow late arrivals to register, and the validity of matters already voted upon shall not be affected.

20.4. The Chairman of the BOD shall chair, or may authorise another BOD member to chair, a GMS convened by the BOD. Where the Chairman is absent or temporarily incapacitated, the remaining members shall elect one of themselves as chairperson by majority. Where no chairperson can be elected, the Head of the BOS shall preside over the GMS to elect the chairperson, and the person receiving the highest number of votes shall chair the meeting.

In other cases, the person signing the GMS convening notice shall preside over the GMS to elect the chairperson, and the person receiving the highest number of votes shall chair the meeting.

20.5. The meeting agenda and contents must be approved by the GMS at the opening session. The agenda must clearly and specifically allocate time to each agenda item. The chairperson has authority to decide on the order of proceedings, procedures and matters arising outside the agenda.

20.6. The chairperson may adjourn the meeting with the consent or upon the request of the GMS where the required quorum is present, in accordance with Clause 8,

Article 146 of the Enterprise Law.

20.7. The chairperson may take such steps as are necessary to conduct the GMS lawfully and in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

20.8. The person convening the GMS may require shareholders or authorised representatives attending the GMS to submit to lawful and reasonable security checks or other security measures. Where a shareholder or authorised representative refuses to comply with such checks or measures, the person convening the GMS may, after careful consideration, refuse admission to or eject such shareholder or representative from the GMS.

20.9. The person convening the GMS may, after careful consideration, take appropriate measures to:

- a. Arrange seating at the GMS venue;
- b. Ensure the safety of all persons present at the meeting venue(s);
- c. Facilitate the participation (or continued participation) of shareholders in the GMS.

The person convening the GMS shall have full authority to modify the above measures and to apply all measures as deemed necessary. Such measures may include the issuance of entry passes or other access-control measures.

20.10. Where the foregoing measures are applied at the GMS, in determining the GMS venue, the person convening may:

- a) Announce that the GMS will be held at the venue stated in the notice and that the chairperson will be present at that venue (the 'Principal Venue of the GMS');
- b) Arrange for shareholders or authorised representatives who are unable to attend at the Principal Venue, or who wish to participate from another location, to simultaneously attend the GMS.

State that the GMS notice need not set out the detailed arrangements under this provision.

20.11. For the purposes of this Charter (unless the circumstances require otherwise), all shareholders shall be deemed to be attending the GMS at the Principal Venue.

20.12. A GMS meeting may be held in the form of a conference among shareholders located at different venues, provided that each participant is able to:

- a) Hear all other participants speak at the meeting;
- b) Communicate simultaneously with all other shareholders, directly, via telephone conference or by other means of communication. Each shareholder participating in such a meeting shall be deemed to be present if confirmed by their own signature, including an electronic signature.

20.13. In addition to the foregoing, a shareholder shall be deemed to have attended and voted at the GMS in accordance with the Enterprise Law and this Charter where the shareholder votes by electronic ballot.

20.14. Where the foregoing measures are applied at the GMS, the BOD in determining the GMS venue may:

- Announce that the GMS will be held at the venue stated in the notice and that the chairperson will be present at that venue (the 'Principal Venue of the GMS');
- Arrange for shareholders or authorised representatives who are unable to attend in accordance with this Clause, or who wish to participate from another location rather than the Principal Venue of the GMS, to simultaneously attend the GMS.
- State that the GMS notice need not set out the detailed arrangements under this provision.

20.15. The Company shall hold the GMS at least once (01) per year. The annual GMS may not be conducted by written shareholder consultation.

Article 21. Adoption of GMS Resolutions

21.1. The GMS shall adopt all resolutions by voting at the GMS meeting or by written shareholder consultation. Shareholders shall be deemed to have attended and voted at the GMS in the circumstances set out in Clause 13.2, Article 13 of this Charter.

21.2. Subject to Clauses 21.3 and 21.4 of this Article, GMS resolutions shall be adopted where shareholders holding more than fifty percent (50%) of the total votes of all shareholders attending and voting at the meeting vote in favour.

21.3. Election of BOD and BOS members shall be conducted in accordance with Clause 3, Article 148 of the Enterprise Law.

21.4. GMS resolutions on the following matters shall only be adopted where at least sixty-five percent (65%) of the total votes of all shareholders attending and voting at the meeting vote in favour:

- a) Classes of shares and the total number of shares of each class;
- b) Change of business lines and sectors;
- c) Change of the Company's organisational and management structure;
- d) The matters referred to in Clauses 15.2(m), 15.2(n) and 15.2(o) of Article 15 of this Charter;
- e) Reorganisation and dissolution of the Company.

21.5. A GMS resolution adopted by one hundred percent (100%) of voting shares is lawful and immediately effective even if the procedures and formalities for adopting such resolution were not strictly followed.

Article 22. Authority and Procedure for Written Shareholder Consultation to Adopt GMS Resolutions

The authority and procedure for written shareholder consultation to adopt GMS resolutions shall be carried out as follows:

22.1. The BOD may at any time, where it considers necessary in the interests of the Company, conduct written shareholder consultation to adopt GMS resolutions on

matters within the GMS's authority, including but not limited to the matters referred to in Clause 2, Article 147 of the Enterprise Law and Clause 15.2, Article 15 of this Charter.

22.2. The BOD shall prepare consultation ballots, draft GMS resolutions and explanatory documentation. The ballots, together with the draft resolutions and explanatory materials, shall be dispatched by a method ensuring receipt at the registered address of each shareholder. The BOD shall ensure that materials are dispatched and disclosed to shareholders with sufficient time for consideration and voting, and at least ten (10) days before the ballot deadline.

22.3. Ballots must contain at minimum the following particulars:

- a) The Company's name, registered address and enterprise registration number;
- b) The purpose of the consultation;
- c) The full name, permanent address, nationality and personal identification document number (for individual shareholders); or the name, enterprise registration number or legal document number, and registered address (for organisational shareholders); and the number of shares of each class and corresponding number of votes;
- d) The matter(s) subject to consultation for resolution;
- e) Voting options: in favour, against and abstain, for each matter;
- f) The deadline for returning completed ballots to the Company;
- g) The full name and signature of the Chairman of the BOD.

22.4. Completed ballots must bear the signature of individual shareholders, or of the authorised representative or legal representative of organisational shareholders.

22.5. Shareholders may return completed ballots to the Company by any of the following means:

- a. By post: the completed ballot must bear the required signature and must be enclosed in a sealed envelope. No one may open the ballot prior to counting;
- b. By facsimile or email: ballots returned by facsimile or email must be kept confidential until counting.

Ballots received after the prescribed deadline, or opened prior to counting (in the case of postal ballots) or disclosed prior to counting (in the case of facsimile or email ballots), shall be invalid. Ballots not returned shall be treated as non-participating votes.

22.6. The BOD shall count the ballots and prepare counting minutes in the presence of BOS members or non-management shareholders. The counting minutes must contain at minimum:

- a) The Company's name, registered address and enterprise registration number;
- b) The purpose and the matter(s) subject to consultation for resolution;

- c) The number of shareholders together with the total number of valid and invalid votes cast, accompanied by an appendix listing participating shareholders;
- d) The total number of votes in favour, against and abstaining on each matter;
- e) Matters approved and the corresponding approval percentages;
- f) The full names and signatures of the Chairman of the BOD, the voting supervisor and the vote counters.

BOD members, vote counters and voting supervisors shall be jointly and severally liable for the accuracy and veracity of the counting minutes, and shall be jointly and severally liable for any losses arising from resolutions adopted on the basis of inaccurate or dishonest counting.

22.7. The counting minutes and the resolution shall be published on the Company's website within fifteen (15) days from the close of counting. Such publication shall replace the requirement to dispatch the counting minutes and resolution to shareholders.

22.8. The completed ballots, counting minutes, the full text of adopted resolutions and related documentation accompanying the ballots shall be kept at the Company's registered office.

22.9. Resolutions adopted by written consultation on matters referred to in Clause 21.4, Article 21 of this Charter shall require approval by shareholders representing at least sixty-five percent (65%) of total votes. For all other matters, resolutions adopted by written shareholder consultation shall require approval by shareholders representing more than fifty percent (50%) of total votes.

Election of BOD and BOS members by written shareholder consultation shall be conducted on the basis of cumulative voting.

Resolutions adopted by written shareholder consultation shall have the same force and effect as resolutions adopted at a GMS meeting.

Article 23. GMS Meeting Minutes

23.1. GMS meetings shall be recorded in minutes, which may also be audio-recorded or recorded and retained in other electronic form. Minutes shall be prepared in Vietnamese, may also be prepared in English, and must contain at minimum the following particulars:

- a) The Company's name, registered address and enterprise registration number;
- b) The time and venue of the GMS;
- c) The meeting agenda and contents;
- d) The full names of the chairperson and secretary;
- e) A summary of the proceedings and views expressed at the GMS on each agenda item;
- f) The number of shareholders and total votes of shareholders present, accompanied by an appendix listing registered shareholders and shareholder

representatives with their respective shareholdings and corresponding votes;

g) The total votes on each matter voted upon, specifying the voting method, total valid and invalid votes, votes in favour, against and abstaining, and the corresponding proportions of the total votes of shareholders present;

h) Matters approved and the corresponding approval percentages;

i) The full names and signatures of the chairperson and secretary.

Where the chairperson or secretary refuses to sign the minutes, the minutes shall be valid if signed by all other BOD members present at the meeting and containing all required particulars under this clause. The minutes shall record the refusal to sign.

j) Minutes prepared in both Vietnamese and a foreign language shall have equal legal force. In the event of any discrepancy, the Vietnamese version shall prevail.

23.2. The GMS minutes shall be finalised and approved before the close of the meeting. The chairperson and secretary of the meeting, or any other signatory to the minutes, shall be jointly and severally liable for the accuracy and veracity of the minutes.

23.3. The GMS minutes shall be dispatched to all shareholders within fifteen (15) days from the close of the meeting and published on the Company's website.

23.4. The GMS minutes shall constitute authentic evidence of the proceedings at the GMS, unless a duly made objection to the content of the minutes is raised within ten (10) days from the date of dispatch.

23.5. The GMS minutes, the shareholder registration appendix, adopted resolutions and related documentation accompanying the meeting notice shall be kept at the Company's registered office.

Article 24. Application to Annul GMS Resolutions

Within ninety (90) days from receipt of the GMS meeting minutes or the written ballot counting results, a shareholder, BOD member, Supervisor, General Director, or a shareholder or group of shareholders referred to in Clause 12.3, Article 12 of this Charter may apply to a court or arbitral tribunal to review and annul a GMS resolution in the following cases:

24.1. The procedures for convening the meeting, or for conducting the written consultation and adopting the GMS resolution, were not carried out in accordance with the Enterprise Law and this Charter, except as provided in Clause 21.5, Article 21 of this Charter.

24.2. The content of the resolution is contrary to applicable law or this Charter.

Where a GMS resolution is annulled by a court or arbitral tribunal, the person who convened the annulled GMS may consider reconvening the GMS within forty-five (45) days in accordance with the procedures set out in the Enterprise Law and this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidature of BOD Members

25.1. Where candidates have been identified in advance, information about BOD candidates shall be included in the GMS meeting documentation and published on the Company's website so that shareholders may acquaint themselves with the candidates before voting. BOD candidates must provide a written commitment as to the truthfulness, accuracy and reasonableness of the personal information disclosed, and must commit to performing their duties faithfully, loyally, diligently and in the best interests of the Company if elected. Information published in respect of BOD candidates must include at minimum:

- a) Full name, date of birth;
- b) Educational qualifications;
- c) Professional qualifications;
- d) Career history;
- e) Companies in which the candidate currently holds positions as BOD member or in other management capacities;
- f) A performance evaluation report on the candidate's contributions to the Company, where the candidate is a current BOD member;
- g) Related interests in respect of the Company, if any;
- h) The full name of the nominating shareholder or group of shareholders, if any;
- i) Other relevant information, if any.

25.2. Shareholders holding voting shares may aggregate their individual voting rights to nominate BOD candidates. A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of total voting shares may nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than fifty percent (50%) may nominate up to three (03) candidates; fifty percent (50%) or more may nominate a full slate of candidates.

25.3. Where the number of BOD candidates through nomination and self-candidacy remains insufficient, the incumbent BOD may recommend additional candidates or organise nominations in accordance with the Company's regulations. Any additional nominations by the BOD must be clearly disclosed before the GMS votes on BOD members, in accordance with applicable law.

Article 26. Composition and Term of BOD Members

26.1. The BOD shall consist of not fewer than three (03) and not more than seven (07) members. The term of the BOD is five (05) years. BOD members may be re-elected for an unlimited number of terms. An individual may not serve as independent BOD member of a company for more than two (02) consecutive terms.

26.2. A BOD member shall cease to hold office upon dismissal, removal or replacement by the GMS in the following circumstances:

- a) Failure to satisfy the eligibility criteria set out in Article 155 of the Enterprise Law;
- b) Submission of a written resignation letter to the Company's registered office;
- c) Mental disorder, where other BOD members have expert evidence that the member no longer has civil legal capacity;
- d) Failure to attend BOD meetings for six (06) consecutive months, except in cases of force majeure;
- e) Provision of false personal information when submitted to the Company as a BOD candidate;
- f) Other cases provided by applicable law.

26.3. BOD members are not required to be shareholders of the Company.

26.4. BOD members shall be elected by cumulative voting and removed by ordinary majority.

Article 27. Powers and Duties of the BOD

27.1. The business and affairs of the Company shall be managed under the supervision and direction of the BOD. The BOD shall have full authority to exercise all powers on behalf of the Company, except those reserved to the GMS.

27.2. The rights and duties of the BOD are governed by applicable law, this Charter and GMS resolutions. In particular, the BOD shall have the following powers and duties:

- a) To direct the formulation of the Company's strategy, medium-term development plan and annual business plan;
- b) To recommend the classes and total number of shares authorised for offering of each class;
- c) To decide on the sale of unissued shares within the shares authorised for offering of each class; to decide on other forms of additional capital raising;
- d) To decide on the issue price of the Company's shares and bonds;
- e) To decide on the repurchase of shares pursuant to Clauses 1 and 3, Article 133 of the Enterprise Law;
- f) To decide on investment plans and investment projects within the BOD's authority and limits prescribed by law;
- g) To decide on market development, marketing and technology solutions;
- h) To approve transactions, investments, purchase and sale agreements, borrowing and lending contracts and other contracts (including private bond issuances and public bond issuances) with a value equal to or greater than five percent (5%) of total assets as recorded in the Company's most recent financial statements, excluding transactions, investments and contracts subject to GMS approval under applicable law and this Charter;
- i) To elect, dismiss and remove the Chairman and Vice-Chairman of the BOD; to appoint, dismiss, enter into contracts with and terminate contracts with the General

Director and other key managers as specified in this Charter; to determine the remuneration and other benefits of such managers; to appoint authorised representatives to participate in Members' Councils or GMS of other companies, and determine the salary, remuneration and other benefits of such persons;

j) To supervise and direct the General Director and other managers in the day-to-day management of the Company's business;

k) To decide on the Company's organisational structure and internal management regulations; to decide on the establishment of subsidiaries, branches and representative offices; and to decide on capital contributions and share purchases in other enterprises;

l) To approve the programme and documentation for GMS meetings; to convene the GMS or conduct written consultation for GMS resolutions;

m) To submit the annual financial settlement report to the GMS;

n) To recommend the dividend rate to be paid; to decide on the timing and procedures for dividend payment or treatment of losses incurred in the course of business;

o) To recommend reorganisation, dissolution or petition for bankruptcy of the Company;

p) To be accountable to shareholders for the Company's operations;

q) To treat all shareholders equitably and to respect the interests of persons with interests related to the Company;

r) To ensure that the Company's operations comply with applicable law, this Charter and the Company's internal regulations;

s) To develop the Internal Regulation on Corporate Governance and submit them to the GMS for approval;

t) To report on the BOD's activities to the GMS;

u) Pay dividends to shareholders in accordance with applicable law after approval by the Annual GMS;

v) Organize training and capacity-building on corporate governance and necessary skills for BOD members, the General Director, the person in charge of corporate governance and other managers, ensuring they understand the key principles of corporate governance and are updated annually on the latest governance requirements;

w) Other rights and obligations as provided by the Enterprise Law and the Company Charter.

27.3. The following matters shall require BOD approval:

a) Establishment of the Company's branches or representative offices;

b) Establishment of the Company's subsidiaries;

c) Within the scope of Clause 2, Article 153 of the Enterprise Law, and excluding

matters reserved to the GMS under Clause 3, Article 167 of the Enterprise Law, the BOD may from time to time decide on the execution, amendment and termination of major contracts of the Company (including purchase, sale, merger, acquisition and joint venture agreements);

d) Appointment and dismissal of persons authorised by the Company to act as commercial agents and legal counsel;

e) Borrowings and the creation of mortgages, security interests, guarantees and indemnities by the Company with a value equal to or greater than five percent (5%) of total assets as recorded in the Company's most recent financial statements;

f) Investments not contemplated in the business plan with a budget exceeding ten percent (10%) of the annual business plan and budget;

g) Purchases or sales of shares or capital contributions in other companies incorporated in Vietnam or abroad;

h) Valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology and know-how;

i) The Company's purchase or redemption of not more than ten percent (10%) of each class of shares;

j) Determination of the purchase or redemption price of the Company's shares;

k) Other business matters or transactions that the BOD determines require its approval within the scope of its authority and responsibilities.

27.4. The BOD shall report to the GMS on its activities, and specifically on the BOD's supervision of the General Director and other Executive Officers during the financial year. Where the BOD fails to submit such report to the GMS, the Company's annual financial statements shall be deemed invalid and not approved by the BOD.

27.5. Subject to applicable law, the BOD may delegate authority to subordinate staff and other Executive Officers to act on behalf of the Company.

Article 28. Remuneration, Salary and Other Benefits of BOD Members

28.1. BOD members (other than alternate authorised representatives) shall be entitled to remuneration for their services as BOD members. The aggregate remuneration for the BOD shall be determined by the GMS. Such remuneration shall be allocated among BOD members by agreement within the BOD, or equally in the absence of agreement.

28.2. The aggregate amount paid to each BOD member, including remuneration, fees, commissions, share options and other benefits received from the Company, its subsidiaries, affiliates and other companies in which the BOD member serves as a capital representative, shall be disclosed in detail in the Company's annual report. BOD member remuneration shall be reported as a separate item in the Company's annual

financial statements.

28.3. A BOD member holding an executive position (including Chairman and Vice-Chairman), serving on a BOD committee, or performing other duties that the BOD considers to be outside the scope of the ordinary duties of a BOD member, may receive additional remuneration in the form of a lump sum, salary, commission, profit share or other form as determined by the BOD.

28.4. BOD members are entitled to reimbursement of all travel, accommodation and other reasonable expenses they have incurred in performing their duties as BOD members, including expenses incurred in attending GMS, BOD and BOD committee meetings.

Article 29. Chairman and Vice-Chairman of the BOD

29.1. The BOD shall select from among its members a Chairman and shall elect a Vice-Chairman.

29.2. The Chairman of the BOD shall be responsible for preparing the agenda and documentation, convening and chairing the GMS and BOD meetings, and shall have such other rights and duties as provided in this Charter and the Enterprise Law.

29.3. Where the Chairman of the BOD is absent, the Chairman must authorise another BOD member and notify the BOD of the authorisation and the reason for absence. Where the Chairman is absent without authorisation, or is deceased, missing, temporarily detained, serving a prison sentence, serving an administrative sanction at a compulsory drug rehabilitation or education facility, has absconded from their place of residence, has restricted or lost civil legal capacity, faces difficulties in cognitive function or self-control, has been prohibited by a court from holding a position or practising a profession or performing certain work, the remaining members shall elect one of themselves to exercise the Chairman's authority by absolute majority. The Chairman shall be responsible for ensuring that the BOD dispatches the annual financial statements, the Company's operational reports, audit reports and BOD review reports to shareholders at the GMS.

29.4. Where the Chairman resigns or is removed by a BOD resolution, the BOD shall elect a replacement within ten (10) days.

Article 30. BOD Meetings

30.1. The first meeting of the BOD for a new term shall be held within seven (07) business days from the close of the BOD election for that term, for the purpose of electing the Chairman and making other decisions within the BOD's authority. Such meeting shall be convened by the member who received the highest number of votes. Where more than one (01) member received the highest equal number of votes, those members shall elect one of themselves to convene the meeting by majority.

30.2. The Chairman of the BOD shall convene regular and extraordinary BOD meetings, prepare the agenda, time and venue at least five (05) days before the scheduled meeting date. The Chairman may convene a meeting at any time deemed necessary, but

meetings must be held at least once per quarter.

30.3. The Chairman of the BOD shall convene a BOD meeting without undue delay, where any of the following persons makes a written request stating the meeting's purpose and matters to be discussed:

- a) The BOS;
- b) The General Director or at least five (05) other Executive Officers;
- c) At least two (02) BOD members;
- d) Other cases (if any).

30.4. Meetings referred to in Clause 30.3 of this Article shall be held within seven (07) business days from receipt of the written request. Where the Chairman of the BOD refuses to convene the meeting as requested, the Chairman shall be liable for any loss caused to the Company; the persons who made the request under Clause 30.3 of this Article shall have the right to convene the BOD meeting.

30.5. At the request of the independent auditor, the Chairman of the BOD shall convene a BOD meeting to discuss the audit report and the Company's financial position.

30.6. BOD meetings shall be held at the Company's registered address or at such other locations in Vietnam or abroad as determined by the Chairman of the BOD with the agreement of the BOD.

30.7. BOD meeting notices must be dispatched to all BOD members at least five (05) days before the scheduled meeting date (except in urgent matters requiring immediate decision). Members may waive the meeting notice in writing; such waiver may be revoked or withdrawn in writing by the relevant BOD member. Meeting notices must be in writing in Vietnamese and must clearly state the time, venue, agenda and matters for discussion, and must be accompanied by necessary documentation on matters to be discussed and voted upon and by the member's voting form.

Notices shall be sent by post, facsimile, email or other means, provided that delivery to the registered address of each BOD member and each Supervisor at the Company is ensured.

30.8. BOD meetings shall be validly constituted when at least three-quarters (3/4) of all BOD members are present in person or through representatives (authorised persons), subject to approval by a majority of BOD members.

Where the requisite number of members is not present, the meeting shall be reconvened within seven (07) days from the originally scheduled date. The reconvened meeting shall be conducted where more than one half (1/2) of all BOD members are present.

30.9. A BOD meeting may be held in the form of a conference where all or some members are located at different venues, provided each participating member is able to:

- a) Hear each other BOD member who is participating speak at the meeting;
- b) Address all other participating members simultaneously.

Discussion among members may be conducted directly by telephone or by other telecommunications means, or a combination thereof. A BOD member participating in such a meeting shall be deemed to be "present" at the meeting. The venue of a meeting conducted under this provision shall be the location where the greatest number of BOD members are present, or the location of the chairperson of the meeting.

Resolutions adopted at a telephone conference conducted in accordance with this provision shall take effect immediately upon conclusion of the meeting and shall have the same force and effect as resolutions adopted at an in-person meeting.

30.10. A BOD member may submit a ballot to the meeting by post, facsimile or email. Where a ballot is submitted by post, it must be enclosed in a sealed envelope and delivered to the Chairman of the BOD no later than one (01) hour before the opening of the meeting. Ballots shall only be opened in the presence of all persons attending the meeting.

30.11. Voting.

a) Subject to Clause 30.11(b) of this Article, each BOD member or directly authorised representative personally present at a BOD meeting shall have one (01) vote;

b) A BOD member shall not vote on any contract, transaction or proposal in which that member or a person related to that member has an interest that conflicts or may conflict with the interests of the Company. Such member shall not count towards the minimum quorum for the BOD meeting in respect of decisions on which that member has no voting right;

c) In accordance with Clause 30.11(d) of this Article, where a question arises at a BOD meeting concerning the interest of a BOD member or the voting rights of a member, and such question is not resolved by the voluntary abstention of the relevant BOD member, the question shall be referred to the chairperson for determination. The chairperson's ruling shall be final, unless the nature or extent of the relevant member's interest has not been fully disclosed;

d) A BOD member who benefits from a contract referred to in Clause 40.5, Article 40 of this Charter shall be deemed to have a material interest in that contract;

e) Supervisors may attend BOD meetings, may participate in discussions but may not vote.

30.12. A BOD member who directly or indirectly benefits from a contract or transaction concluded or proposed to be concluded with the Company, and who is aware that they have such an interest, shall disclose the nature and substance of that interest at the meeting at which the BOD first considers the relevant contract or transaction. Where a BOD member is unaware at the time the contract or transaction is concluded with the Company that they or a related person have an interest, the BOD member shall disclose the relevant interests at the first BOD meeting held after the member becomes aware that they have or will have an interest in the relevant transaction or contract.

30.13. The BOD shall adopt resolutions by the affirmative vote of a majority (more

than 50%) of BOD members present at the meeting. In the event of a tied vote, the Chairman of the BOD shall have a casting vote.

30.14. Resolutions adopted by written consultation shall require the affirmative vote of a majority of BOD members entitled to vote. Such resolutions shall have the same force and effect as resolutions adopted at a meeting.

30.15. The Chairman of the BOD shall be responsible for dispatching BOD meeting minutes to all members. Such minutes shall constitute authentic evidence of the proceedings of those meetings, unless a duly made objection to the content of the minutes is raised within ten (10) days from the date of dispatch. BOD meeting minutes shall be prepared in Vietnamese and may also be prepared in English. Minutes must bear the signatures of the chairperson, the minute-taker and BOD members present at the meeting. Where the chairperson or minute-taker refuses to sign, the minutes shall be valid if all other BOD members present agree and sign the minutes, and the minutes contain all required particulars under points a, b, c, d, đ, e, g and h of Clause 1, Article 158 of the Enterprise Law. The refusal to sign shall be recorded in the minutes. Signatories to the minutes shall be jointly and severally liable for the accuracy and veracity of the BOD meeting minutes. The chairperson and minute-taker shall bear individual liability for any loss caused to the Company as a result of their refusal to sign the minutes, in accordance with the Enterprise Law, this Charter and applicable law.

Article 31. BOD Committees

31.1. The BOD may establish committees to oversee policy development, human resources, remuneration and internal audit. The number of committee members shall be determined by the BOD but should include at least three (03) persons comprising both BOD members and external members. Non-executive BOD members should constitute the majority of each committee, and one of them shall be appointed as Committee Head by the BOD. Committee activities shall comply with BOD regulations. A committee resolution shall only be effective where adopted by a majority of participating members who are BOD members at a committee meeting.

31.2. The implementation of decisions of the BOD, or of a BOD committee, or by a person serving as a BOD committee member, must comply with applicable law and this Charter.

Article 32. Corporate Secretary

32.1. The BOD shall designate at least one (01) person as Corporate Secretary to support the effective conduct of the Company's corporate governance. The term of the Corporate Secretary shall be determined by the BOD and shall not exceed five (05) years.

32.2. The Corporate Secretary must satisfy the following criteria:

- a) Knowledge of applicable law;
- b) Not to be simultaneously employed by the independent audit firm currently conducting the audit of the Company's financial statements;

c) Other criteria as provided by applicable law, this Charter and BOD resolutions.

32.3. The BOD may dismiss the Corporate Secretary when necessary, provided this does not contravene applicable labour law. The BOD may appoint a Deputy Corporate Secretary from time to time.

32.4. The Corporate Secretary shall have the following rights and duties:

- a) To advise the BOD on the proper conduct of the GMS in accordance with regulations and on matters relating to the relationship between the Company and shareholders;
- b) To prepare BOD, BOS and GMS meetings as required by the BOD or BOS;
- c) To advise on meeting procedures;
- d) To attend meetings;
- e) To advise on the procedures for adopting BOD resolutions in compliance with applicable law;
- f) To provide financial information, copies of BOD meeting minutes and other information to BOD members and Supervisors;
- g) To maintain confidentiality in accordance with applicable law and this Charter;
- h) Other rights and duties as provided by applicable law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Management Structure

The Company's management system shall ensure that the management structure is accountable to the BOD and subject to BOD supervision and direction in the day-to-day business of the Company. The Company shall have one (01) General Director, Deputy General Director(s), one (01) Chief Accountant and such other positions as the BOD appoints. The appointment, dismissal and removal of the foregoing positions must be effected by a duly adopted BOD resolution.

Article 34. Executive Officers

34.1. Upon the recommendation of the General Director and with BOD approval, the Company may recruit other Executive Officers in such number and with such qualifications as are appropriate to the Company's organisational structure and management regulations as determined by the BOD. Executive Officers must demonstrate the diligence necessary for the Company's activities and organisation to achieve its stated objectives.

34.2. The remuneration, salary and benefits of the General Director and other Executive Officers shall be determined by the BOD.

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

35.1. The BOD shall appoint a BOD member or another person as General Director, and shall enter into a contract specifying the salary, remuneration, benefits and other related terms. Information on the General Director's salary, allowances and

benefits must be reported at the annual GMS, reported as a separate item in the annual financial statements, and included in the Company's annual report.

35.2. The General Director's term is five (05) years and may be renewed for an unlimited number of terms. The appointment may terminate in accordance with employment contract. The General Director shall not be a person prohibited by law from holding such position and must satisfy the eligibility criteria prescribed by applicable law and this Charter.

35.3. The General Director shall have the following powers and duties:

a) To organise the implementation of BOD and GMS resolutions, and the business plans and investment plans of the Company approved by the BOD and GMS;

b) To decide on matters relating to the day-to-day business of the Company, and other matters outside the authority of the GMS and the BOD;

c) To recommend to the BOD proposals on the Company's organisational structure and internal governance regulations;

d) To propose measures to improve the Company's operations and management;

e) To recommend to the BOD the number of and specific candidates for other Executive Officers required by the Company, for appointment or dismissal by the BOD in accordance with the BOD's proposals, and to advise the BOD on the remuneration, benefits and other terms of their employment contracts;

f) To decide on the number of employees, salary levels, allowances, benefits, and appointment and dismissal of positions not within the BOD's authority, and other terms of their employment contracts;

g) By 31 December of each year, to submit to the BOD for approval the detailed business plan for the following financial year based on appropriate budget requirements, together with the five (05) year financial plan;

h) To prepare the Company's long-term, annual and quarterly estimates for the purposes of long-term, annual and quarterly management under the business plan. The annual estimates (comprising projected balance sheets, income statements and cash flow statements) for each financial year must be submitted to the BOD for approval and must include the information required by the Company's regulations;

i) To carry out all other activities as provided in this Charter, the Company's regulations, BOD resolutions, the General Director's employment contract and applicable law.

35.4. The General Director shall be accountable to the BOD and the GMS for the performance of their assigned duties and powers, and shall report to these bodies when required.

35.5. The BOD may dismiss the General Director where a majority of BOD members present and entitled to vote approve such dismissal, and may appoint a replacement General Director. A dismissed General Director may appeal the dismissal at the next GMS.

IX. BOARD OF SUPERVISORS

Article 36. Nomination and Candidature of Supervisors

36.1. The procedures for nomination and candidacy of Supervisors shall be carried out in the same manner as provided in Clauses 25.1 and 25.2, Article 25 of this Charter.

36.2. Where the number of BOS candidates through nomination and self-candidacy remains insufficient, the incumbent BOS may nominate additional candidates or organise nominations in accordance with the Charter. The mechanism by which the incumbent BOS nominates candidates must be clearly disclosed and approved by the GMS prior to such nomination.

Article 37. Supervisors

37.1. The Company shall have three (03) Supervisors. The term of each Supervisor shall not exceed five (05) years and may be renewed for an unlimited number of terms.

37.2. Supervisors must satisfy the eligibility criteria set out in Clause 1, Article 169 of the Enterprise Law and this Charter, and must not fall into any of the following categories:

- a) Persons working in the accounting or finance department of the Company;
- b) Members or employees of the independent audit firm that audited the Company's financial statements in the preceding three (03) years;
- c) Persons who are family members of managers of the Company or of the parent company, or of persons representing the capital of the Company.

37.3. The Supervisors shall elect one of themselves as Head of the BOS by majority. The Head of the BOS must hold at least a university degree in economics, finance, accounting, auditing, law, business administration or a field related to the Company's business activities, and must work full-time at the Company. The Head of the BOS shall have the following rights and responsibilities:

- a) To convene BOS meetings;
- b) To require the BOD, General Director and other Executive Officers to provide relevant information to be reported to the BOS;
- c) To prepare and sign BOS reports, after consulting the BOD, for submission to the GMS.

37.4. A Supervisor shall be dismissed in the following cases:

- a) No longer satisfying the eligibility criteria for Supervisors under the Enterprise Law;
- b) Failure to exercise their rights and duties for six (06) consecutive months,

except in cases of force majeure;

- c) Voluntary resignation accepted by the competent authority;
- d) Other cases provided by applicable law and this Charter.

37.5. A Supervisor shall be removed in the following cases:

- a) Failure to complete assigned duties and tasks;
- b) Material or repeated breaches of a Supervisor's obligations under the Enterprise Law and this Charter;
- c) By GMS resolution;
- d) Other cases provided by applicable law and this Charter.

Article 38. Board of Supervisors

38.1. The BOS shall have the powers and duties set out in Article 170 of the Enterprise Law, and the following additional rights and duties:

- a) To be accountable to shareholders for its supervisory activities;
- b) To supervise the Company's financial position, the lawfulness of activities of BOD members, the General Director and other Executive Officers, and the coordination of activities among the BOS, the BOD, the General Director and shareholders;
- c) Where violations of applicable law or this Charter by BOD members, the General Director or other Executive Officers are discovered, to notify the BOD in writing within forty-eight (48) hours, to require the person in violation to cease the violation and to implement remedial measures;
- d) To report to the GMS in accordance with the Enterprise Law;
- e) Other rights and duties as provided by applicable law and this Charter.

38.2. BOD members, the General Director and other Executive Officers shall provide complete, accurate and timely information and documentation concerning the Company's management, administration and operations upon request by the BOS. The Corporate Secretary shall ensure that copies of all resolutions and minutes of GMS and BOD meetings, financial information, and all other information and documents provided to shareholders and BOD members are simultaneously provided to Supervisors in the same manner as to shareholders and BOD members.

38.3. The BOS may adopt regulations on BOS meetings and procedures. The BOS shall meet at least twice (02) per year, and meetings shall be validly constituted where at least two-thirds (2/3) of all Supervisors are present. BOS meeting minutes shall be prepared in detail and clearly. The secretary and Supervisors attending the meeting must sign the minutes. BOS meeting minutes shall be kept for the purpose of determining the responsibility of each Supervisor. The BOS may require BOD members, the General Director and representatives of the independent audit firm to attend and respond to

matters of concern to the Supervisors.

38.4. The remuneration, salary and other benefits of Supervisors shall be determined by the GMS. Supervisors shall be reimbursed for reasonable accommodation, travel and other expenses incurred in attending BOS meetings or carrying out other BOS activities.

X. DUTIES OF BOD MEMBERS, SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 39. Duty of Care

BOD members, Supervisors, the General Director and other Executive Officers shall perform their duties, including duties as members of BOD committees, faithfully, diligently and in the interests of the Company.

Article 40. Duty of Honesty and Avoidance of Conflicts of Interest

40.1. BOD members, Supervisors, the General Director and other Executive Officers shall disclose related interests in accordance with Article 164 of the Enterprise Law and other applicable law.

40.2. BOD members, Supervisors, the General Director and other Executive Officers shall not exploit business opportunities that may generate benefits for the Company for personal gain; nor shall they use information obtained by virtue of their positions for personal benefit or for the benefit of any other organisation or individual.

40.3. BOD members, Supervisors, the General Director and other Executive Officers shall notify the BOD of all interests that may conflict with the interests of the Company and which they may obtain through other legal entities, transactions or other individuals.

40.4. Unless otherwise resolved by the GMS, the Company shall not extend loans or guarantees to BOD members, Supervisors, the General Director, other Executive Officers, their Related Persons, or legal entities in which such persons have financial interests, except where the public company and the related organisation are companies within the same group or operating as part of a group of companies, including parent-subsidiary relationships and business conglomerates, or where sector-specific law provides otherwise.

40.5. A contract or transaction between the Company and one or more BOD members, Supervisors, the General Director, other Executive Officers, or individuals or organisations related to them, or any company, partner, association or organisation in which a BOD member, Supervisor, General Director, Executive Officer or a related person is a member or has a financial interest, shall not be rendered invalid in the following cases:

a) For contracts with a value less than thirty-five percent (35%) of total assets as recorded in the most recent financial statements: where the material terms of the contract or transaction and the interests of the relevant BOD member, Supervisor, General Director or Executive Officer have been reported to the BOD, and the BOD has in good faith approved the contract or transaction by a majority vote of disinterested BOD members;

b) For contracts with a value equal to or greater than thirty-five percent (35%) of total assets as recorded in the most recent financial statements: where the material terms of the contract or transaction and the interests of the relevant BOD member, Supervisor, General Director or Executive Officer have been disclosed to shareholders and approved by the GMS by a vote of disinterested shareholders.

BOD members, Supervisors, the General Director, other Executive Officers and their related organisations and individuals shall not use non-public information of the Company or disclose it to others to conduct related transactions.

40.6. The General Director shall not be a related person of any manager, Supervisor of the company or its parent company, representative of state capital, or representative of the company's capital at the company or its parent company as specified in Point d, Clause 46, Article 4 of the Securities Law and its amending and supplementing instruments.

Article 41. Liability for Loss and Indemnification

41.1. BOD members, Supervisors, the General Director and other Executive Officers who breach their obligations, duties of loyalty or care, or fail to fulfil their obligations with the requisite diligence and professional competence, shall be liable for losses caused by such breach.

41.2. The Company shall indemnify persons who are, were or may become parties to claims, suits or proceedings (including civil and administrative matters that are not proceedings in which the Company is the initiating party) if such persons have been or are BOD members, Supervisors, the General Director, other Executive Officers, employees or authorised agents of the Company, or have acted at the request of the Company in the capacity of BOD member, Executive Officer, employee or authorised agent, provided that such persons acted faithfully, diligently and in the interests of or without conflict with the interests of the Company, in compliance with applicable law, and there is no evidence that they breached their duties.

41.3. In the performance of their functions, duties or delegated tasks for the Company, BOD members, Supervisors, other Executive Officers, employees or authorised agents of the Company shall be indemnified by the Company when they become parties to claims, suits or proceedings (other than proceedings in which the Company is the initiating party), in the following circumstances:

a) They acted faithfully, diligently and in the interests of and without conflict with the interests of the Company; and

b) They complied with applicable law and there is no evidence that they failed to fulfil their duties.

41.4. Indemnifiable costs shall include costs actually incurred (including legal fees), judgements, fines and settlement amounts payable, whether actually incurred or assessed at a reasonable level in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons in respect of the foregoing indemnification obligations.

XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 42. Right to Inspect Books and Records

42.1. A shareholder or group of shareholders referred to in Clause 25.2, Article 25 of this Charter may directly or through an authorised representative submit a written request to inspect the shareholder register, GMS meeting minutes and to copy or extract such records during business hours at the Company's registered office. A request submitted by an authorised representative of a shareholder must be accompanied by the shareholder's power of attorney or a certified copy thereof.

42.2. BOD members, Supervisors, the General Director and other Executive Officers may inspect the Company's shareholder register, shareholder list and other books and records for purposes related to their functions, subject to maintaining the confidentiality of such information.

42.3. The Company shall keep this Charter and amendments thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, GMS and BOD resolutions, GMS and BOD meeting minutes, BOD reports, BOS reports, annual financial statements, accounting books and other documents as required by law at its registered office or at another location, provided that shareholders and the business registration authority are notified of the storage location.

42.4. This Charter shall be published on the Company's website.

XII. EMPLOYEES AND TRADE UNIONS

Article 43. Employees and trade unions

43.1. The General Director shall prepare plans for BOD approval on matters relating to the recruitment, termination, remuneration, social insurance, benefits, commendation and discipline of employees and Executive Officers of the Company.

43.2. The General Director shall prepare plans for BOD approval on matters relating to the Company's relationship with trade union organisations, in accordance with best management practices, standards and policies, the practices and policies set

out in this Charter, the Company's regulations and applicable law.

XIII. PROFIT DISTRIBUTION

Article 44. Profit Distribution

44.1. The GMS shall decide on profit distribution, appropriation to reserves, dividend rates and forms of dividend payment each year from the Company's retained earnings.

44.2. The Company shall not pay interest on dividends or on any other payment relating to any class of shares.

44.3. The BOD may recommend to the GMS that all or part of the dividend be paid in the form of shares, and the BOD shall implement such resolution.

44.4. Where dividends or other payments in respect of any class of shares are paid in cash, the Company shall make payment in Vietnamese Dong. Payment may be made directly or through banks based on bank details provided by shareholders. Where the Company has duly transferred funds in accordance with the bank details provided by a shareholder but that shareholder does not receive the payment, the Company shall bear no liability for the transfer. Dividend payments in respect of listed or registered shares may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

44.5. Pursuant to the Enterprise Law, the BOD shall pass a resolution specifying a record date for the register of shareholders. Persons registered as shareholders or holders of other securities as at that record date shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.

44.6. Other matters relating to profit distribution shall be carried out in accordance with applicable law.

XIV. BANK ACCOUNTS, RESERVES, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 45. Bank Accounts

45.1. The Company shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

45.2. Subject to prior approval by the competent authority, where necessary, the Company may open bank accounts abroad in accordance with applicable law.

45.3. The Company shall conduct payments and accounting transactions through its Vietnamese Dong or foreign currency accounts at the banks where it holds accounts, in accordance with applicable law.

Article 46. Financial Year

The Company's financial year commences on the first day of January and ends on the thirty-first day of December each year. The first financial year commences on the date of issuance of the Enterprise Registration Certificate and ends on 31 December.

Article 47. Accounting System

47.1. The Company shall apply the Vietnamese Accounting Standards (VAS) or such other accounting system as approved by the Ministry of Finance.

47.2. The Company shall maintain accounting books in Vietnamese. The Company shall keep accounting records appropriate to the types of business activities in which it is engaged. Such records must be accurate, current, systematic and sufficient to demonstrate and explain the Company's transactions.

47.3. The Company shall use the Vietnamese Dong as its accounting currency. Where the Company's transactions arise principally in a foreign currency, the Company may elect to use that foreign currency as its accounting currency, and shall bear legal responsibility for such election and notify the relevant direct tax authority.

XV. FINANCIAL STATEMENTS, DISCLOSURE OBLIGATIONS AND PUBLIC ANNOUNCEMENTS

Article 48. Annual Financial Statements

48.1. The Company shall prepare annual financial statements, which must be audited in accordance with applicable law. The Company shall disclose its audited annual financial statements in accordance with applicable securities market disclosure regulations and submit them to the competent State authorities.

48.2. Annual financial statements must include all reports, appendices and notes required by applicable accounting regulations. Annual financial statements must accurately and objectively reflect the Company's financial position and results of operations.

48.3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with applicable securities market disclosure regulations, and shall submit them to the competent State authorities.

Article 49. Annual Report

The Company shall prepare and disclose an Annual Report in accordance with applicable law.

XVI. AUDIT OF THE COMPANY

Article 50. Audit

50.1. The annual GMS shall appoint an independent audit firm or approve a list of independent audit firms and authorise the BOD to select one of them to conduct the Company's audit for the following financial year on such terms and conditions as agreed with the BOD.

50.2. The audit report shall be appended to the Company's annual financial statements.

50.3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend GMS meetings, to receive notices and other information relating to the GMS, and to address the GMS on matters relating to the audit

of the Company's financial statements.

XVII. COMPANY SEAL

Article 51. Company Seal

51.1. The BOD shall approve the official seal of the Company, which shall be made in accordance with applicable law and this Charter.

51.2. The BOD and the General Director shall use and manage the seal in accordance with applicable law.

XVIII. DISSOLUTION AND LIQUIDATION

Article 52. Dissolution

52.1. The Company may be dissolved or wound up in the following cases:

- a. A court declares the Company bankrupt in accordance with applicable law;
- b. Dissolution pursuant to a GMS resolution;
- c. Other cases provided by applicable law.

52.2. The dissolution or winding up of the Company shall be resolved by the GMS and implemented by the BOD. The dissolution or winding up resolution must be notified or submitted for approval to the competent authority in accordance with applicable law.

Article 53. Liquidation

53.1. At least six (06) months after a dissolution resolution, the BOD shall establish a Liquidation Committee comprising three (03) members: two (02) members designated by the GMS and one (01) member designated by the BOD from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be settled by the Company on a priority basis ahead of other debts.

53.2. The Liquidation Committee shall notify the business registration authority of its establishment date and the commencement of its activities. From that time, the Liquidation Committee shall represent the Company in all liquidation-related matters before courts and administrative authorities.

53.3. Liquidation proceeds shall be distributed in the following order:

- a) Liquidation costs;
- b) Salaries and insurance contributions for employees;
- c) Other debts of the Company;
- d) The remaining balance after settlement of all debts under items (a) to (c) above shall be distributed to shareholders. Preference shares (if any) shall have priority of payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 54. Internal Dispute Resolution

54.1. In the event of a dispute or complaint relating to the Company's operations or to the rights and obligations of shareholders under this Charter, the Enterprise Law, other applicable laws or applicable administrative regulations, between:

- a) A shareholder and the Company;
- b) A shareholder and the BOD, the BOS, the General Director or other Executive Officers.

The relevant parties shall endeavour to resolve the dispute through negotiation and mediation. Unless the dispute involves the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution and shall require each party to present the relevant facts within fifteen (15) business days from the date the dispute arises. Where the dispute involves the BOD or the Chairman, either party may request the BOS to appoint an independent expert to act as arbitrator.

54.2. Where a mediated settlement is not reached within six (06) weeks from the commencement of mediation, or where the mediator's decision is not accepted by the parties, either party may submit the dispute to commercial arbitration or a commercial court.

54.3. Each party shall bear its own costs relating to the negotiation and mediation proceedings. Court costs shall be allocated in accordance with the court's judgment.

XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER

Article 55. Amendment and Supplement of the Charter

55.1. Any amendment or supplement to this Charter shall be considered and decided by the GMS.

55.2. Where applicable laws relevant to the Company's operations are not addressed in this Charter, or where new legal provisions are adopted that conflict with provisions of this Charter, such legal provisions shall automatically apply to and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 56. Effective Date

56.1. This Charter comprising twenty-one (21) Chapters and fifty-six (56) Articles has been unanimously approved by the General Meeting of Shareholders of Taseco Land Investment Joint Stock Company on the date stated at the beginning of this Charter, and the parties concur in the full force and effect of this Charter.

56.2. This Charter is the sole and official charter of the Company.

56.3. Copies or extracts of the Company's Charter shall be valid only when signed by the Chairman of the BOD or the Legal Representative of the Company.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**



Nguyen Tran Tung